

K.SRINIVASAN
CHARTERED
ACCOUNTANT

Flat 5, GF, Abirami Apartments #303, Real Enclave, #22 Josier Street
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FORM No. MGT-13
SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014

To

The Chairman

56th Annual General Meeting of The Ramco Cements Limited
Held on Monday, the 28th July 2014 at Rajapalayam

I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, 303, Real Enclave, 22 Josier Street, Nungambakkam, Chennai 600034, have been appointed as Scrutinizer by the Board of Directors of The Ramco Cements Limited, ("the Company") for the purpose of poll taken on the below mentioned resolutions at the meeting of the Equity Shareholders of The Ramco Cements Limited, held at 10:15 AM on Monday, the 28th day of July 2014 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam 626108, submit my report as under.

I have appointed Mr.G.Venkatram, Company Secretary, who is not in employment of this Company as an Associate to supervise and validate the poll process.

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the company
3. I did not find any poll papers invalid
4. The results of the poll are as under

Resolution No 1

Nature of Resolution Ordinary Resolution

Subject Matter Adoption of Financial Statements for the year ended 31st March 2014

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	11	1943586	1943586	100.00%	0	0.00%	0

Resolution No 2

Nature of Resolution Ordinary Resolution

Subject Matter Declaration of Dividend at the rate of Re.1/- per share for the year 2013-14

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	11	1943586	1943586	100.00%	0	0.00%	0

Resolution No 3

Nature of Resolution Ordinary Resolution

Subject Matter Appointment of M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants and M/s.CNGSN & Associates, Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of 59th AGM

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	11	1943586	7365	0.38%	1936221	99.62%	0

Resolution No 4

Nature of Resolution Special Resolution

Subject Matter Amendment of Article 119A of the Articles of Association to enable for appointment of Managing Director of the Company as Chairperson as well.

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	11	1943586	1943586	100.00%	0	0.00%	0

Resolution No 5

Nature of Resolution Special Resolution

Subject Matter Appointment of Shri.P.R.Ramasubrahmaneya Rajha as the Chairman & Managing Director from 1.4.2014 to 31.3.2017.

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	11	1943586	1943586	100.00%	0	0.00%	0

Resolution No 6

Nature of Resolution Ordinary Resolution

Subject Matter Appointment of Shri.R.S.Agarwal as Independent Director from 1.4.2014 to 31.3.2019.

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	11	1943586	1943586	100.00%	0	0.00%	0

Resolution No 7

Nature of Resolution Ordinary Resolution

Subject Matter Appointment of Shri.M.B.N.Rao as Independent Director from 1.4.2014 to 31.3.2019.

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	11	1943586	274948	14.15%	1668638	85.85%	0

Resolution No 8

Nature of Resolution Ordinary Resolution

Subject Matter Appointment of Shri.M.M.Venkatachalam as Independent Director from 1.4.2014 to 31.3.2019.

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	11	1943586	1943586	100.00%	0	0.00%	0

Resolution No 9

Nature of Resolution Special Resolution

Subject Matter Authority to borrow money up to Rs.5,000 crores.

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	11	1943586	1943586	100.00%	0	0.00%	0

Resolution No 10

Nature of Resolution Special Resolution

Subject Matter Maintenance of Registers and Returns at the Corporate Office of the Company at Chennai.

Details of voting	Number of Members present and Voting	Number of votes cast by them	Assent (For)		Dissent (Against)		Invalid Votes No of votes
			No of votes	Ratio	No of votes	Ratio	
Poll at AGM	11	1943586	1943586	100.00%	0	0.00%	0

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5. A Compact Disc (CD) containing the list of Equity Share Holders who voted "For" and "Against" for each resolution is enclosed
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping

Thanking you,

Yours faithfully



K.Srinivasan
Chartered Accountant
Membership No. 021510
Partner
M.S.Jagannathan & N.Krishnaswami
Chartered Accountants
Firm Registration Number: 001208S

Rajapalayam
28th July 2014