

Srinivasan Krishnaswami
Chartered Accountant

Scrutiniser's Report

*[Pursuant to Section 108 of the Companies Act, 2013, and Rule 22 of the
Companies (Management and Administration) Rules, 2014]*

The Chairman

THE RAMCO CEMENTS LIMITED

Ramamandiram

Rajapalayam - 626117

Subject: Scrutiniser Report on voting through e-voting for the Postal Ballot in terms of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014

1. I, K. SRINIVASAN, Practicing Chartered Accountant and Partner of M.S. JAGANNATHAN & N. KRISHNASWAMI, Chartered Accountants, Trichy 620001, have been appointed as Scrutiniser by THE RAMCO CEMENTS LIMITED ("the Company") on 1 February 25 to scrutinise the e-voting process for the Postal Ballot through electronic voting ("remote e-voting") conducted by the Company, as per provisions of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, in respect of the following resolution contained in the Postal Ballot Notice ("the Notice") dated 1 February 25:

Resolution Number	Resolution	Resolution Type
1	"RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 17(1A), 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mrs.Soundara Kumar (DIN : 01974515), who will be completing 75 years of age on 15th August 2029 during her proposed tenure, as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years from 19th March 2025 to 18th March 2030."	Special Resolution



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2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to Postal ballot and e-voting. My responsibility is to Scrutinise the e-voting of postal ballot in a fair and transparent manner and issue a Scrutinizer's Report of the total votes cast in favour or against.
3. Pursuant to Sections 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with circulars and notifications issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, the Notice along with explanatory statement and instructions for e-voting were sent to the 61,515 Members (members who have registered their mail IDs, out of the total members of 62,829) only through electronic mode on Friday, 7 February 25 to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Wednesday, 5 February 25 ("the Cut-Off date").
4. Central Depository Services (India) Limited, the agency selected by your Company to provide a secure e-voting platform for the e-voting process, allotted E-Voting Serial Number 250131011 for the same.
5. The particulars with regard to the remote e-voting process were duly advertised on 6 February 25 in Trinity Mirror (English) and Makkal Kural (Tamil). The advertisement also stated the manner in which the Members who have not updated their E-Mail address are requested to register the same in respect of the shares held by them in electronic form with their respective Depository Participants and in respect of the shares held in physical form with the Company.
6. The Members holding shares as on the Cut-Off date were entitled to vote on the resolution set out in the Notice only through e-voting.
7. The e-voting facility for the Postal Ballot was made available from 9:00 AM (IST) on Monday, 10 February 25 to 5:00 PM (IST) on Tuesday, 11 March 25.
8. On the completion of the e-voting process:
 - A. I downloaded the voting details of the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company and scrutinized the votes cast and validated the same with the list of eligible members and their holding as on the cut-off date.
 - B. Equity shares lying with the Investor Education and Protection Fund Demat Account were not considered for remote e-voting.



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9. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.

10. The results of the e-voting are as under:

i. Votes cast:

Total number of ballots	Total number of votes cast
472	18,97,68,285

ii. Invalid votes:

Number of invalid ballots	Number of invalid votes
25	37,90,403

iii. Valid votes:

Number of valid ballots	Number of valid votes
447	18,59,77,882

iv. Votes cast in favour of the resolution:

Number of ballots	Number of votes cast in favour of the resolution	Percentage of votes cast in favour to the valid votes
340	16,63,16,479	89.43%

v. Votes cast against the resolution:

Number of ballots	Number of votes cast against the resolution	Percentage of votes cast against to the valid votes
107	1,96,61,403	10.57%

11. The Special Resolution was passed with requisite majority on the conclusion of the Postal Ballot as on 11 March 25.

b. g m m y

K. SRINIVASAN

Chartered Accountant

Membership Number: 021510

Scrutiniser

UDIN: 25021510BMMMOK4189

Chennai

12 March 25

For THE RAMCO CEMENTS LIMITED,

K. Selvanayagam

K. SELVANAYAGAM
SECRETARY

