

5 GF Abirami Apartments D1 B Block First Floor Parsn Paradise
14 VOC Road, Cantonment 46 GN Chetty Road T Nagar
Trichy 620001 Chennai 600017
Phone: 0431-2140542 Phone: 044-42059739/45008214

Email: srinivasan.k@msjnk.com

Scrutiniser's Report

*[Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the
Companies (Management and Administration) Rules, 2014]*

The Chairman
Ramco Industries Limited
Rajapalayam 626108

Sub: E-voting and ballot process in respect of your Company's 52nd Annual General Meeting (AGM) held on 04 August 2017 - submission of Scrutiniser's report

1. I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, 5, GF, Abirami Apartments, 14 VOC Road, Cantonment, Trichy 620001, have been appointed as Scrutinizer by the Board of Directors of Ramco Industries Limited, ("the Company") for the purpose of scrutinising the e-voting process and the continuation of the ballot process at the AGM and ascertaining the requisite majority on voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 7 resolutions contained in the notice convening the 52nd AGM of the members of the Company, held at 11:00 AM on Friday, the 04th August 2017 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam- 626108.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and the continuation of the ballot process at the AGM on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to conduct the ballot process at the AGM and scrutinise the remote e-voting process in a fair and transparent manner and make a consolidated scrutiniser's report of the total votes cast in favour or against.
3. The equity shares lying in Unclaimed Shares Suspense Account on which voting rights were frozen in terms of Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') were not considered in the ballot process.
4. The Chairman announced that the ballot process be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting, to exercise their voting rights. I displayed to the members present an empty ballot box meant to be used for the ballot process and locked that. I also authenticated ballot papers in Form No. MGT-12 for use in the ballot process and had them distributed to the members at the AGM hall who wanted to vote.



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K.SRINIVASAN
CHARTERED ACCOUNTANT

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5. On the completion of the voting through ballot process:
- 5.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company.
 - 5.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
 - 5.3. I scrutinised the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date.
6. I have also verified and confirm that:
- 6.1. No voting rights were exercised in respect of the equity shares lying in Unclaimed Shares Suspense Account in terms of LODR.
 - 6.2. No member who had exercised their vote through remote e-voting facility, participated in the ballot process at the AGM.
7. I have recorded the particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
8. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:

Resolution No.	Brief text of the Resolution	Type
1	Adoption of Financial Statements for the year ended 31st March 2017	Ordinary Resolution
2	Declaration of dividend of Re.0.50 per share for the financial year 2016-17	Ordinary Resolution
3	Re-Appointment of Shri P.R.Venketrama Raja as Director	Ordinary Resolution
4	Appointment of M/s.Ramakrishna Raja & Co, Chartered Accountants and M/s.SRSV & Associates, Chartered Accountants, as Auditors	Ordinary Resolution
5	Appointment of Shri.P.V. Abinav Ramasubramaniam Raja as Director	Ordinary Resolution
6	Appointment of Shri.P.V. Abinav Ramasubramaniam Raja as Managing Director	Special Resolution
7	Ratification of remuneration payable to Cost Auditor	Ordinary Resolution



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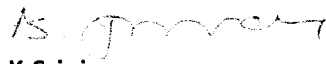
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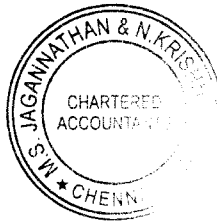
Email: srinivasan.k@msjnk.com

9. The consolidated results of the voting through remote e-voting and the ballot process at the AGM venue are as under:

Resolution No.	Total valid ballots/votes		Valid ballots / votes in favour of the resolution			Valid ballots / votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1	64	52,815,598	64	52,815,598	100.00%	0	0	0.00%
2	64	52,815,598	64	52,815,598	100.00%	0	0	0.00%
3	63	46,594,943	63	46,594,943	100.00%	0	0	0.00%
4	64	52,815,598	64	52,815,598	100.00%	0	0	0.00%
5	63	52,775,598	62	52,770,397	99.99%	1	5,201	0.01%
6	63	52,775,598	62	52,770,397	99.99%	1	5,201	0.01%
7	64	52,815,598	64	52,815,598	100.00%	0	0	0.00%

10. All the six (6) Ordinary Resolutions and one (1) Special Resolution have been passed with the requisite majority on the date of the AGM, namely 04 August 2017.

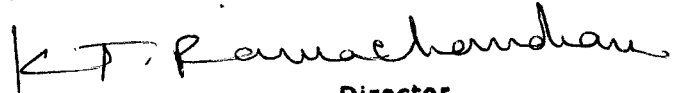

K.Srinivasan
Chartered Accountant
Membership No. 021510



Chennai
05 August 2017



For RAMCO INDUSTRIES LIMITED


Director