

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
The Ramco Cements Limited
'Ramamandiram'
Rajapalayam 626117

Dear Sir,

Sub: E-voting and ballot process in respect of your Company's 59th 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 Scrutiniser by the Board of Directors of The Ramco Cements 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 59th AGM of the members of the Company, held at 10:15 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.



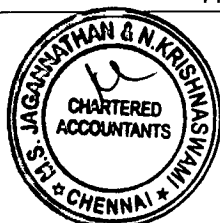
K.SRINIVASAN
CHARTERED ACCOUNTANT

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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 Resolution	Type
1	ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017	Ordinary Resolution
2	DECLARATION OF DIVIDEND FOR THE YEAR 2016-17	Ordinary Resolution
3	REAPPOINTMENT OF SHRI.P.R.VENKETRAMA RAJA, AS DIRECTOR	Ordinary Resolution
4	APPOINTMENT OF M/S.RAMAKRISHNA RAJA AND CO., CHARTERED ACCOUNTANTS, AND M/S. SRSV & ASSOCIATES, CHARTERED ACCOUNTANTS, AS AUDITORS	Ordinary Resolution
5	APPOINTMENT OF SHRI.P.R.VENKETRAMA RAJA, AS MANAGING DIRECTOR	Special Resolution
6	APPROVAL OF MAKING OFFER OR INVITATION TO SUBSCRIBE TO SECURED NON-CONVERTIBLE DEBENTURES	Special Resolution
7	RATIFICATION OF FEE PAYABLE TO M/S. GEEYES & CO., COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2017-18	Ordinary Resolution



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

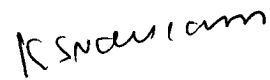
Resolution No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution			Ballots containing no voting
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes	
1.	254	159,948,028	246	159,871,282	99.9520%	1	76,746	0.0480%	7
2.	254	161,477,530	254	161,477,530	100.0000%				
3.	254	159,531,070	240	157,960,791	99.0157%	13	1,570,279	0.9843%	1
4.	254	161,477,530	253	161,477,428	99.9999%	1	102	0.0001%	
5.	254	158,538,123	209	148,521,323	93.6818%	43	10,016,800	6.3182%	2
6.	254	161,477,530	254	161,477,530	100.0000%				
7.	254	161,477,530	253	161,477,490	100.0000%	1	40	0.0000%	

10. All the five (5) ordinary resolutions and two (2) special resolutions 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 THE RAMCO CEMENTS LIMITED,


K. SELVANAYAGAM
SECRETARY

