

SCRUTINIZER'S REPORT

To
The Chairman
The Ramco Cements Limited
Rajapalayam

Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and clause 35B of the listing agreement with the stock exchanges and submission of Scrutinizer's Report

1. 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 scrutinizing the e-voting process and ascertaining the requisite majority on e-voting 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 10 resolutions contained in the notice convening the 56th Annual General Meeting of the members of the Company, 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.
2. I have appointed Mr.K.Sriram, Practicing Company Secretary, partner of M/s S.Krishnamurthy & Co, Company Secretaries, "Shobana", 17, Nandanam Main Road, Nandanam Extension, Chennai 600035 who is well versed with the process of e-voting, as Associate for the process of scrutiny of e-voting.
3. 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 on the resolution contained in the notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or

“against” the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

4. Further to the above, I submit my report as under

4.1. The e-voting period opened at 9:00 AM on 22nd July 2014 and closed at 6:00 PM on 24th July 2014.

4.2. The members of the company holding shares as on 25th June 2014 were entitled to vote on the resolutions (items no. 1 to 10) as set out in the notice convening the 56th Annual General Meeting of the Company).

4.3. The votes cast were unblocked and finalized at 7:00 PM on 24th July 2014 in the presence of Mr. Bikash Chandra Nandi and Ms. Ganga. M, who were not employees of the Company, and who had signed as witness to the unblocking / finalizing. The Associate Mr.K.Sriram of S.Krishnamurthy & Co was present and also witnessed the process of unblocking and finalizing.

4.4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.co.in/>) .

4.5. The summary of the e-voting for each of the resolution is given below

Resolution No	1			
Nature of Resolution	Ordinary Resolution			
Subject Matter	Adoption of Financial Statements for the year ended 31st March 2014			
Details of voting E-Voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
	145016694	100.00%	0	0.00%

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	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	145630694	100.00%	0	0.00%

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	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	144722790	99.78%	317904	0.22%

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	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	142458856	97.82%	3171838	2.18%

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	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	142294077	97.71%	3336617	2.29%

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	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	144019755	98.89%	1610939	1.11%

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	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	143085273	98.65%	1955421	1.35%

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	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	145630520	100.00%	174	0.00%

Resolution No	9
Nature of Resolution	Special Resolution
Subject Matter	Authority to borrow money up to Rs.5,000 crores.

Details of voting	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	118274715	81.22%	27355979	18.78%

K.SRINIVASAN
CHARTERED
ACCOUNTANT

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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	Assent (For)		Dissent (Against)	
	No of votes	Ratio	No of votes	Ratio
E-Voting	145630694	100.00%	0	0.00%

b. gmmoy

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

Rajapalayam
28th July 2014