

Ref. No.Sec/54th AGM VotingResults  
9.8.2019

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051  
Scrip Code: RAMCOIND EQ

BSE Limited  
Floor 25, "P.J.Towers"  
Dalal Street  
Mumbai - 400 001  
Scrip Code: 532369

Dear Sirs,

Sub : **Compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Submission of Voting Results and Scrutiniser's Report – reg.**

We wish to inform you that the Annual General Meeting of the Equity Shareholders of the Company was held on Thursday the 8<sup>th</sup> August, 2019 at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam 626108, Tamil Nadu and all the resolutions transacted at the said Meeting had been passed with requisite majority.

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results in the prescribed format are enclosed as per Annexure-A.

In compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Scrutiniser's Report issued by Mr.K. Srinivasan, Chartered Accountant, Partner of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accounts, Scrutiniser is enclosed as Annexure-B.

Thanking you

Yours faithfully  
For RAMCO INDUSTRIES LIMITED



S. Balamurugasundram  
Company Secretary & Legal Head

Encl.: as above

General information about company	
Scrip code	532369
NSE Symbol	RAMCOIND
MSEI Symbol	
ISIN	INE614A01028
Name of the company	RAMCO INDUSTRIES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	08-08-2019
Start time of the meeting	11:00 AM
End time of the meeting	11:40 AM



Scrutinizer Details	
Name of the Scrutinizer	K SRINIVASAN
Firms Name	M/S. M.S. JAGANNATHAN & N. KRISHNASWAMI
Qualification	CA
Membership Number	021510
Date of Board Meeting in which appointed	05-08-2015
Date of Issuance of Report to the company	08-08-2019



<b>Voting results</b>	
Record date	01-08-2019
Total number of shareholders on record date	15819
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	12
b) Public	24
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	7
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Financial Statements for the year ended 31st March, 2019				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46819821	46819821	100	46819821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46819821	46819821	100	46819821	0	100
Public-Institutions	E-Voting	4928376	1197496	24.298	1197496	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4928376	1197496	24.298	1197496	0	100
Public- Non Institutions	E-Voting	34914863	7099590	20.334	7099590	0	100	0
	Poll		729801	2.0902	729801	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34914863	7829391	22.4242	7829391	0	100
Total		86663060	55846708	64.4412	55846708	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend of Re.0.50 per share for the financial year 2018-19				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46819821	46819821	100	46819821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46819821	46819821	100	46819821	0	100
Public- Institutions	E-Voting	4928376	1235012	25.0592	1235012	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4928376	1235012	25.0592	1235012	0	100
Public- Non Institutions	E-Voting	34914863	7099590	20.334	7099590	0	100	0
	Poll		729801	2.0902	729801	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34914863	7829391	22.4242	7829391	0	100
Total		86663060	55884224	64.4845	55884224	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri N.K. Shrikantan Raja as Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46819821	46819821	100	46819821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46819821	46819821	100	46819821	0	100
Public- Institutions	E-Voting	4928376	1235012	25.0592	1224608	10404	99.1576	0.8424
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4928376	1235012	25.0592	1224608	10404	99.1576
Public- Non Institutions	E-Voting	34914863	7099590	20.334	7099590	0	100	0
	Poll		729801	2.0902	729801	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34914863	7829391	22.4242	7829391	0	100
Total		86663060	55884224	64.4845	55873820	10404	99.9814	0.0186
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



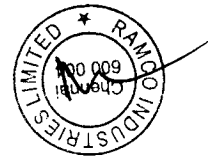
Resolution(4)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Re-appointment of Shri V. Santhanaraman as an Independent Director			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46819821	46819821	100	46819821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46819821	46819821	100	46819821	0	100
Public-Institutions	E-Voting	4928376	1235012	25.0592	1235012	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4928376	1235012	25.0592	1235012	0	100
Public- Non Institutions	E-Voting	34914863	7099590	20.334	7099590	0	100	0
	Poll		729801	2.0902	729801	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34914863	7829391	22.4242	7829391	0	100
Total		86663060	55884224	64.4845	55884224	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



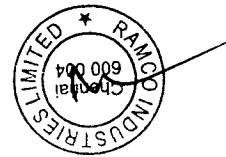
Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Smt. Justice Chitra Venkataraman (Retd.) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46819821	46819821	100	46819821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46819821	46819821	100	46819821	0	100
Public-Institutions	E-Voting	4928376	1235012	25.0592	862662	372350	69.8505	30.1495
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4928376	1235012	25.0592	862662	372350	69.8505
Public- Non Institutions	E-Voting	34914863	7099590	20.334	7099590	0	100	0
	Poll		729801	2.0902	729801	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34914863	7829391	22.4242	7829391	0	100
Total		86663060	55884224	64.4845	55511874	372350	99.3337	0.6663
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for issue of Secured Non-Convertible Debentures				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46819821	46819821	100	46819821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46819821	46819821	100	46819821	0	100
Public- Institutions	E-Voting	4928376	1235012	25.0592	1235012	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4928376	1235012	25.0592	1235012	0	100
Public- Non Institutions	E-Voting	34914863	7099590	20.334	7099590	0	100	0
	Poll		729801	2.0902	729801	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34914863	7829391	22.4242	7829391	0	100
Total		86663060	55884224	64.4845	55884224	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Remuneration payable to Cost Auditors for the year 2019-20				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46819821	46819821	100	46819821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46819821	46819821	100	46819821	0	100
Public- Institutions	E-Voting	4928376	1235012	25.0592	1235012	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4928376	1235012	25.0592	1235012	0	100
Public- Non Institutions	E-Voting	34914863	7099590	20.334	7099590	0	100	0
	Poll		729801	2.0902	729801	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		34914863	7829391	22.4242	7829391	0	100
Total		86663060	55884224	64.4845	55884224	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



**K.SRINIVASAN**  
CHARTERED ACCOUNTANT

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Phone: 0431-2140542

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Chennai 600017  
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Email: [srinivasan.k@msjandnk.in](mailto:srinivasan.k@msjandnk.in)

8 August 2019

The Chairman,  
Ramco Industries Limited  
47, P.S.K Nagar  
Rajapalayam – 626 108

Dear Sir,

Sub: Remote E-voting and ballot process in respect of your Company's 54th Annual General Meeting (AGM) on 8<sup>th</sup> August 2019 - Consolidated Scrutiniser's report

I have been appointed to act as the Scrutiniser for the remote e-voting and ballot process, in connection with your Company's 54th AGM. I submit my report as under:

1. Since the Company's equity shares are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE), the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), in respect of four (4) ordinary resolutions and three (3) special resolutions to be considered at the 54th AGM.

2. The items of business set out in the notice convening the AGM and covered by the remote e-voting/ballot process were:

Item No	Nature of Business	Type of Resolution	Subject Matter
1	Ordinary	Ordinary	Adoption of Financial Statements for the year ended 31st March 2019
2	Ordinary	Ordinary	Declaration of dividend of Re.0.50 per share for the financial year 2018-19
3	Ordinary	Ordinary	Reappointment of Shri N K Shrikantan Raja, as Director
4	Special	Special	Reappointment of Shri V Santhanaraman as an Independent Director
5	Special	Special	Reappointment of Smt. Justice Chitra Venkataraman (Retd.) as an Independent Director
6	Special	Special	Approval for Issue of Secured Non-Convertible Debentures
7	Special	Ordinary	Remuneration payable to Cost Auditors for the year 2019-20

*M*

**K.SRINIVASAN**  
CHARTERED ACCOUNTANT

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Email: [srinivasan.k@msjandnk.in](mailto:srinivasan.k@msjandnk.in)

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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 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.

4. 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.

5. 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.

6. Central Depository Services (India) Limited (CDSL), the recognized agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 190709001 for the same.

7. The prescribed particulars with regard to the remote e-voting process were duly advertised on 16<sup>th</sup> July 2019 in Makkal Kural (Tamil – All Editions) and in Financial Express (English – All Editions).

8. 1<sup>st</sup> August 2019 was fixed as the cut-off date for determining the eligibility to vote either through remote e-voting or through ballot process at the AGM venue.

9. On the completion of the voting through ballot process:

9.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company.

9.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.

9.3. 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.



**K.SRINIVASAN**  
CHARTERED ACCOUNTANT

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Email: [srinivasan.k@msjandnk.in](mailto:srinivasan.k@msjandnk.in)

10. I have also verified and confirm that:

10.1. No voting rights had been exercised in respect of the equity shares lying in Unclaimed Suspense and IEPF.


10.2. No member who had exercised their vote through remote e-voting facility, participated in the ballot process at the AGM.

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

12. The combined results of voting through remote e-voting and ballots process at the AGM venue are as under:

Resolution No.	Total valid ballots /		Valid ballots / votes in favour of			Valid ballots/ votes against the		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	85	5,58,46,708	85	5,58,46,708	100.00000%	0	0	0.00000%
2.	86	5,58,84,224	86	5,58,84,224	100.00000%	0	0	0.00000%
3.	86	5,58,84,224	84	5,58,73,820	99.98138%	2	10,404	0.01862%
4.	86	5,58,84,224	86	5,58,84,224	100.00000%	0	0	0.00000%
5.	86	5,58,84,224	79	5,55,11,874	99.33371%	7	3,72,350	0.66629%
6.	86	5,58,84,224	86	5,58,84,224	100.00000%	0	0	0.00000%
7.	86	5,58,84,224	86	5,58,84,224	100.00000%	0	0	0.00000%

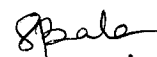
13. All the four (4) ordinary resolutions and three (3) special resolutions have the requisite majority on the date of the AGM, namely 8<sup>th</sup> August 2019.

  
K.Srinivasan  
Chartered Accountant  
Membership No.: 021510  
Scrutiniser for the AGM  
UDIN: 19021510AAAACL3009

Rajapalayam  
08 Aug 2019

*Reed.*

For **RAMCO INDUSTRIES LIMITED**

  
**S. Balamurugasundaram**  
Company Secretary & Legal Head

