



Ref.No.55th AGM Mnts/Filing
4.10.2020

National Stock Exchange of India Limited
Exchange Plaza, 5th 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 Sir,

Sub: Submission of 55th AGM Minutes – reg.

We enclose the photocopy of the minutes of 55th Annual General Meeting held on 7th September, 2020, together with the voting results.

Kindly take the same on record.

Thanking you

Yours faithfully
For RAMCO INDUSTRIES LIMITED

S. Balamurugasundaram

S. Balamurugasundaram
Company Secretary & Legal Head

Encl.: as above



Ramco Industries Limited

MINUTES OF THE 55TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAMCO INDUSTRIES LIMITED HELD ON MONDAY THE 7TH SEPTEMBER, 2020 AT 11.45 A.M. HELD THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS (VC)

Time of Commencement : 11.45 AM
Time of Conclusion : 12.45 PM

DIRECTORS PRESENT	CATEGORY / POSITION	ATTENDED THROUGH VC FROM
Shri P.R. Venketrama Raja	Chairman & Chairperson of Stakeholders Relationship Committee and Corporate Social Responsibility Committee	VC/Chennai
Shri P.V. Abinav Ramasubramaniam Raja	Managing Director	VC/Chennai
Shri R.S. Agarwal	Independent Director & Chairperson of Audit Committee and Nomination and Remuneration Committee	VC/Mumbai
Shri S.S. Ramachandra Raja	Non Executive Non Independent Director	VC/Rajapalayam
Shri N.K. Shrikantan Raja	Non Executive Non Independent Director	VC/Rajapalayam
Shri V. Santhanaraman	Independent Director	VC/Chennai
Smt. Justice Chitra Venkataraman (Retd.)	Independent Director	VC Chennai
IN ATTENDANCE Shri S. Balamurugasundaram (KMP)	Company Secretary & Legal Head	VC/Chennai
BY INVITATION		
Shri Prem G Shanker (KMP)	Chief Executive Officer (CEO)	VC/Chennai
Shri K. Sankaranarayanan (KMP)	Chief Financial Officer (CFO)	VC/Chennai
SCRUTINISER PRESENT Shri.K.Srinivasan	Chartered Accountant, Partner - M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants.	VC/Tiruchirappalli

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AUDITORS PRESENT			
Shri.P.Santhanam		Representing M/s.SRSV & Associates, Chartered Accountants – Statutory Auditors	VC/Chennai
Shri.M.Vijayan		Representing M/s.Ramakrishna Raja And Co., Chartered Accountants – Statutory Auditors	VC/Madurai
Shri.K.Sriram and Shri.R.Sivasubramaniam		Representing M/s.S.Krishnamurthy & Co., Company Secretaries, Secretarial Auditor	VC/Chennai & Coimbatore respectively

The meeting was attended by 68 members holding 5,23,40,795 Shares through VC.

The Secretary welcomed the Shareholders and informed that the Meeting was held through VC in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India. He further informed that the Company had provided live webcast of the proceedings of Meeting through CDSL Platform and requested Chairman to preside over the meeting.

Shri.P.R.Venketrama Raja, Chairman of the Company presided and welcomed the Shareholders.

The Chairman confirmed that the quorum was present and called the meeting to order. The Chairman then introduced the Directors of the Company.

Secretary informed the Shareholders that the Registers as required under the Companies Act, 2013 were made available electronically for inspection by the members. Members seeking to inspect such registers could send their request to bms@ril.co.in

Secretary announced that since the Notice convening the meeting, Board's Report, Financial Statements (both Separate and Consolidated), Statement of Profit & Loss of the Company for the year ended 31st March 2020, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date, Independent Auditors' report to the Shareholders and Secretarial Auditor's Report had been circulated by e-mail to shareholders and hosted on the website of the Company and the Stock Exchanges, they were taken as read. It was noted that there were no qualifications, observations or comments or other remarks on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors' Report. It was also noted that there were no qualifications in the Secretarial Audit Report.

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Secretary informed the members that the e-voting process had been explained in the Notice convening the AGM. For those persons who had acquired shares subsequent to the despatch of the annual report, the notice for the AGM containing the instructions had been mailed to them individually.

Secretary informed the Members that the facility of remote e-voting for the Members was made available from 9:00 a.m. on Friday the 4th September 2020 and concluded at 5:00 p.m. on Sunday the 6th September 2020. The Chairman requested the Members who were present at the AGM and had not cast their votes by remote e-voting could cast their votes during the Meeting.

Chairman delivered his speech during the course of which he reviewed the performance of the Company.

Chairman opened the session for Questions and Answers. The Chairman informed that the Company had made necessary arrangements for the two-way communication in the meeting, for the registered shareholders to express their views. Accordingly, out of 4 shareholders, who had registered themselves as speaker shareholders, one Shareholder spoke during the AGM. The Chairman and Chief Executive Officer adequately clarified the queries raised by them.

Chairman informed the Members that Shri K. Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants had been appointed as the Scrutiniser to scrutinise the e-voting and the ballot process in a fair and transparent manner.

The Secretary read out the resolutions on which the Members were required to vote.

ORDINARY BUSINESS

RESOLUTION NO : 1 - ORDINARY RESOLUTION :

"RESOLVED that the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

RESOLUTION NO: 2 – ORDINARY RESOLUTION

"RESOLVED that Shri P.R. Venketrama Raja (DIN:00331406) who retires by rotation, be and is hereby re-appointed as a Director of the Company."

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SPECIAL BUSINESS :

RESOLUTION NO: 3 – ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.2,50,000/- (Rupees Two lakh fifty thousand only) exclusive of GST and Out-of-pocket expenses, payable to M/s. N. Sivashankaran & Co., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2020-21 for auditing the Cost Records relating to manufacture of Fibre Cement Products (FCP & CSB) and Cotton Yarn, be and is hereby ratified."

Chairman informed that Shri K. Srinivasan, Scrutiniser was requested to consolidate the voting particulars of the e-voting and submit his report.

Chairman informed the Members that in accordance with Rule 20(4)(xii) and its Proviso of the Companies (Management and Administration) Rules, 2014, the Secretary of the Company had been authorised to receive the Scrutiniser's Report, countersign the same and declare the results of the voting forthwith. The Chairman further informed that the results declared along with the report of the Scrutiniser would be placed on the website of the Company and would also be provided to CDSL immediately after the declaration of result for placing on their website.

The results would also be submitted to the stock exchanges within 48 hours of conclusion of the General Meeting as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of placing the results on their websites as provided under Proviso to Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014.

Chairman thanked the Members who participated in the Meeting through VC.

The meeting ended with a vote of thanks to the Chair.

Based upon the Scrutiniser's Report, the results of the voting on the resolutions were given in annexure.

Date of Entry : 30.9.2020

Place: Chennai
Date : 1.10.2020

Spale

P. Venketrama Raja

P.R. VENKETRAMA RAJA
CHAIRMAN

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Annexure

Resolution (1)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Adoption of Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2020

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	100.0000	46819821	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		46819821	46819821	100.0000	46819821	0	100.0000
Public Institutions	E-Voting	5582680	2158857	38.6706	2158857	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5582680	2158857	38.6706	2158857	0	100.0000
Public Non-Institutions	E-Voting	34260559	2035453	5.9411	2035245	208	99.9898	0.0102
	Poll		80071	0.2337	80071	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		34260559	2115524	6.1748	2115316	208	99.9902
TOTAL		86663060	51094202	58.9573	51093994	208	99.9996	0.0004

Whether resolution is Pass or Not.

Yes

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Resolution (2)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Re-appointment of Shri P.R. Venketrama Raja as a Director liable to retire by rotation

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	100.0000	46819821	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46819821	46819821	100.0000	46819821	0	100.0000	0.0000
Public Institutions	E-Voting	5582680	2191730	39.2595	1834863	356867	83.7176	16.2824
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4928376	2191730	39.2595	1834863	356867	83.7176	16.2824
Public Non-Institutions	E-Voting	34260559	2035410	5.9410	2035202	208	99.9898	0.0102
	Poll		80071	0.2337	80071	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	34260559	2115481	6.1747	2115273	208	99.9902	0.0098
TOTAL		86663060	51127032	58.9952	50769957	357075	99.3016	0.6984

Whether resolution is Pass or Not.

Yes

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Resolution (3)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Ratification of remuneration of Rs.2,50,000/- (exclusive of GST and out of pocket expenses) to M/s. N. Sivashankaran & Co., Cost Accountants, Cost Auditors of the Company for the financial year 2020-21

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	100.0000	46819821	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		46819821	46819821	100.0000	46819821	0	100.0000
Public Institutions	E-Voting	5582680	2191730	39.2595	2191730	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5582680	2191730	39.2595	2191730	0	100.0000
Public Non-Institutions	E-Voting	34260559	2035410	5.9410	2035179	231	99.9887	0.0113
	Poll		80071	0.2337	80071	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		34260559	2115481	6.1747	2115250	231	99.9891
TOTAL		86663060	51127032	58.9952	51126801	231	99.9995	0.0005

Whether resolution is Pass or Not.	Yes
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M. M. M.