



Ref. No. Sec/53rd AGM Proc.
4.8.2018

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CIN : L26943TN1965PLC005297, ✉ : ril@ril.co.in

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 Sirs,

Sub : Compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the Annual General Meeting of the Equity Shareholders of the Company was held on Friday the 3rd August, 2018 at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam 626108, Tamil Nadu.

All the resolutions had been passed with requisite majority. The details regarding the voting results in the prescribed format are enclosed.

The Scrutiniser's Report issued by Mr.K. Srinivasan, Chartered Accountant, Partner of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accounts, Scrutiniser is also enclosed.

Thanking you

Yours faithfully
For RAMCO INDUSTRIES LIMITED

S. Balamurugasundram

S. Balamurugasundram
Company Secretary & Legal Head

Encl.: as above

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

Ramco Industries Limited
Rajapalayam 626108

Sub: E-voting and ballot process in respect of your Company's 53rd Annual General Meeting (AGM) held on 03 August 2018 - 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 53rdAGM of the members of the Company, held at 11:00 AM on Friday, the 03rd August 2018 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.
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.



For **RAMCO INDUSTRIES LIMITED**


S. Balamurugasundaram
Company Secretary & Legal Head

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

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- 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 of business	Resolution Type
1	Adoption of Financial Statements for the year ended 31st March, 2018	Ordinary Business	Ordinary Resolution
2	Declaration of dividend of Re.0.50 per share for the Financial Year 2017-18	Ordinary Business	Ordinary Resolution
3	Reappointment of Shri.Shri. S.S. Ramachandra Raja (DIN: 00331491), as a Director, liable to retire by rotation	Ordinary Business	Ordinary Resolution
4	Reappointment of Shri.R.S.Agarwal as an Independent Director from 01-04-2019 to 31-03-2024	Special Business	Special Resolution
5	Reappointment of Shri K.T. Ramachandran (DIN 00351334) as an Independent Director from 01-04-2019 to 31-03-2024	Special Business	Special Resolution
6	Invitation for secured non-convertible debenture	Special Business	Special Resolution
7	Ratification of remuneration payable to Cost Auditor	Special Business	Ordinary Resolution

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For RAMCO INDUSTRIES LIMITED

S. Balamurugasundaram
S. Balamurugasundaram
Company Secretary & Legal Head

K.SRINIVASAN
CHARTERED ACCOUNTANT

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

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	79	51,704,773	79	51,704,773	100.000%			
2	79	51,704,773	79	51,704,773	100.000%			
3	79	51,704,773	79	51,704,773	100.000%			
4	79	51,704,773	67	51,269,728	99.159%	12	435,045	0.841%
5	79	51,704,773	66	51,266,898	99.153%	13	437,875	0.847%
6	79	51,704,773	75	51,690,860	99.973%	4	13,913	0.027%
7	79	51,704,773	75	51,690,860	99.973%	4	13,913	0.027%

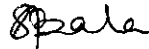
10. All the four (4) Ordinary Resolutions and three (3) Special Resolutions have been passed with the requisite majority on the date of the AGM, namely 03 August 2018.



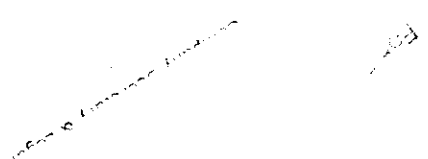
K.Srinivasan
Chartered Accountant
Membership No. 021510

Rajapalayam
03 August 2018

For RAMCO INDUSTRIES LIMITED



S. Balamurugasundaram
Company Secretary & Legal Head



General information about company	
Scrip code	532369
NSE Symbol	RAMCOIND
MSEI Symbol	
ISIN	
Name of the company	RAMCO INDUSTRIES LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	03-08-2018
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	03-08-2018



Voting results	
Record date	27-07-2018
Total number of shareholders on record date	16852
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	9
b) Public	27
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, 2018				
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	46729821	46729821	100	46729821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46729821	46729821	100	46729821	0	100
Public- Institutions	E-Voting	4016083	2269241	56.5038	2269241	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4016083	2269241	56.5038	2269241	0	100
Public- Non Institutions	E-Voting	35890704	501327	1.3968	501327	0	100	0
	Poll		2204384	6.1419	2204384	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		35890704	2705711	7.5388	2705711	0	100
Total		86636608	51704773	59.6801	51704773	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 2017-18				
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	46729821	46729821	100	46729821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46729821	46729821	100	46729821	0	100
Public-Institutions	E-Voting	4016083	2269241	56.5038	2269241	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4016083	2269241	56.5038	2269241	0	100
Public- Non Institutions	E-Voting	35890704	501327	1.3968	501327	0	100	0
	Poll		2204384	6.1419	2204384	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		35890704	2705711	7.5388	2705711	0	100
Total		86636608	51704773	59.6801	51704773	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				Reappointment of Shri S.S. Ramachandra Raja (DIN:00331491) 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	46729821	46729821	100	46729821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46729821	46729821	100	46729821	0	100
Public- Institutions	E-Voting	4016083	2269241	56.5038	2269241	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4016083	2269241	56.5038	2269241	0	100
Public- Non Institutions	E-Voting	35890704	501327	1.3968	501327	0	100	0
	Poll		2204384	6.1419	2204384	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		35890704	2705711	7.5388	2705711	0	100
Total		86636608	51704773	59.6801	51704773	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(4)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Reappointment of Shri R.S. Agarwal as an Independent Director from 01.04.2019 to 31.03.2024			
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	46729821	46729821	100	46729821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46729821	46729821	100	46729821	0	100
Public-Institutions	E-Voting	4016083	2269241	56.5038	1834196	435045	80.8286	19.1714
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4016083	2269241	56.5038	1834196	435045	80.8286
Public- Non Institutions	E-Voting	35890704	501327	1.3968	501327	0	100	0
	Poll		2204384	6.1419	2204384	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		35890704	2705711	7.5388	2705711	0	100
Total		86636608	51704773	59.6801	51269728	435045	99.1586	0.8414
Whether resolution is Pass or Not								Yes
Disclosure of notes on resolution								



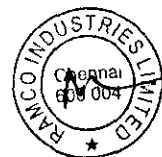
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of Shri K.T. Ramachandran (DIN : 00351334) as an Independent Director from 01.04.2019 to 31.03.2024				
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	46729821	46729821	100	46729821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46729821	46729821	100	46729821	0	100
Public- Institutions	E-Voting	4016083	2269241	56.5038	1831366	437875	80.7039	19.2961
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4016083	2269241	56.5038	1831366	437875	80.7039
Public- Non Institutions	E-Voting	35890704	501327	1.3968	501327	0	100	0
	Poll		2204384	6.1419	2204384	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		35890704	2705711	7.5388	2705711	0	100
Total		86636608	51704773	59.6801	51266898	437875	99.1531	0.8469
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



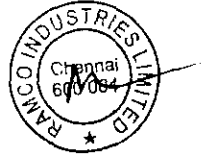
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(6)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Invitation for Secured Non-Convertible Debenture			
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	46729821	46729821	100	46729821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46729821	46729821	100	46729821	0	100
Public- Institutions	E-Voting	4016083	2269241	56.5038	2255328	13913	99.3869	0.6131
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4016083	2269241	56.5038	2255328	13913	99.3869
Public- Non Institutions	E-Voting	35890704	501327	1.3968	501327	0	100	0
	Poll		2204384	6.1419	2204384	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		35890704	2705711	7.5388	2705711	0	100
Total		86636608	51704773	59.6801	51690860	13913	99.9731	0.0269
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				Ratification of remuneration payable to Cost Auditor				
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	46729821	46729821	100	46729821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46729821	46729821	100	46729821	0	100
Public-Institutions	E-Voting	4016083	2269241	56.5038	2255328	13913	99.3869	0.6131
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4016083	2269241	56.5038	2255328	13913	99.3869
Public- Non Institutions	E-Voting	35890704	501327	1.3968	501327	0	100	0
	Poll		2204384	6.1419	2204384	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		35890704	2705711	7.5388	2705711	0	100
Total		86636608	51704773	59.6801	51690860	13913	99.9731	0.0269
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	

