



THE RAMCO CEMENTS LIMITED

Corporate Office:

Auras Corporate Centre, V Floor,
98-A, Dr. Radhakrishnan Salai, Mylapore,
Chennai - 600 004, India.

Tel: +91 44 2847 8666 Fax: +91 44 2847 8676

Website: www.ramcocements.in

Corporate Identity Number: L26941TN1957PLC003566

26 August 2021

National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.

Scrip Code:RAMCOCEM

BSE Limited,
Floor 25, "P.J.Towers",
Dalal Street, Mumbai – 400 001.

Scrip Code:500260

Dear Sirs,

We enclose a copy of the minutes of Annual General Meeting held on 19th August 2021, together with the voting results.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **THE RAMCO CEMENTS LIMITED,**

K.Selvanayagam

K.SELVANAYAGAM
SECRETARY

Encl : As above

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MINUTES OF THE 63RD ANNUAL GENERAL MEETING

Day & Date : Thursday, the 19th August 2021
The Annual General Meeting was held through
Video Conferencing / Other Audio Visual Means (VC)

Time of Commencement : 10.00 AM
Time of Conclusion : 11.04 AM

DIRECTORS PRESENT	CATEGORY / POSITION	ATTENDED THROUGH VC FROM
Shri.P.R.Venketrama Raja	Chairman and Managing Director	Chennai
Shri.R.S.Agarwal	Independent Director & Chairperson of Audit Committee and Nomination and Remuneration Committee	Mumbai
Shri.M.B.N.Rao	Independent Director and Chairperson of Risk Management Committee	Hyderabad
Shri.M.M.Venkatachalam	Independent Director & Chairperson of Stakeholders Relationship Committee and Corporate Social Responsibility Committee	Chennai
Smt. Justice Chitra Venkataraman (Retd.)	Independent Director	Chennai
Shri.M.F.Farooqui, IAS (Retd.)	Independent Director	Gurgaon
Shri.M.S.Krishnan	Independent Director	Michigan, USA
IN ATTENDANCE Shri.K.Selvanayagam	Secretary	Chennai
BY INVITATION		
Shri.A.V.Dharmakrishnan	Chief Executive Officer (CEO)	Chennai
Shri.S.Vaithyanathan	Chief Financial Officer (CFO)	Chennai
SCRUTINISER Shri.K.Srinivasan	Chartered Accountant. Partner - M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants.	Chennai
AUDITORS		
Shri.P.Santhanam	Representing M/s.SRSV & Associates, Chartered Accountants – Statutory Auditors	Chennai

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Shri.M.Vijayan	Representing M/s.Ramakrishna Raja And Co., Chartered Accountants – Statutory Auditors	Madurai
Shri.K.Sriram and Shri.R.Sivasubramanian	Representing M/s.S.Krishnamurthy & Co., Company Secretaries, Secretarial Auditor	Chennai & Coimbatore respectively

The meeting was attended by 64 members 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 and Managing Director of the Company presided and welcomed the Shareholders.

The Chairman introduced the Directors.

The Chairman confirmed that the quorum was present and called the meeting to order.

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 kns@ramcocements.co.in.

Secretary further informed the shareholders that a certificate had been obtained from the statutory auditors that the Company had complied with SEBI (Share Based Employee Benefits) Regulations, 2014, with respect to implementation of its stock option schemes to employees.

Secretary announced that since the Notice convening the meeting has been circulated by e-mail to shareholders and hosted on the website of the Company and the Stock Exchanges, the Notice had been taken as read.

Secretary further informed that there was no qualification in the Statutory Auditors' Report. Since the Audit Report had been circulated along with the annual report, the same had been taken as read.

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 but before the cut-off date and remained as shareholders on the cut-off date, the notice for the AGM containing the instructions had been mailed to them individually.

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Secretary informed the Members that the facility of remote e-voting for the Members was made available from 9:00 a.m. on Monday, the 16th August 2021 and concluded at 5:00 p.m. on Wednesday, the 18th August 2021. The Secretary further informed that 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.

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

The Chairman opened the session for Questions and Answers. The Secretary 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 12 shareholders who had been registered as speaker shareholders, 9 shareholders spoke during the AGM. The Chairman and Chief Executive Officer adequately clarified the queries raised by them.

The following items of business as set out in the Notice convening the 63rd Annual General Meeting were transacted.

No	ORDINARY BUSINESS – ORDINARY RESOLUTION
1	Adoption of Company's Separate and Consolidated Audited Financial Statements for the year ended 31 st March 2021. "RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31 st March 2021, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."
2	Reappointment of Shri.P.R.Venketrama Raja, as a Director, liable to retire by rotation. "RESOLVED THAT Shri.P.R.Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby reappointed as a Director of the Company."

	SPECIAL BUSINESS – SPECIAL RESOLUTION
3	Reappointment of Shri.M.F.Farooqui, IAS (Retd.) as Independent Director from 30-08-2022 to 29-08-2027. "RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri.M.F.Farooqui, IAS (Retd.) (DIN: 01910054), Independent Director of the Company, whose term ends on 29-08-2022 be reappointed as Independent Director for another term of 5 years starting from 30-08-2022 to 29-08-2027."

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SPECIAL BUSINESS – ORDINARY RESOLUTION	
4	<p>Ratification of remuneration of ₹ 5,50,000/- (exclusive of GST and out of pocket expenses) to M/s.Geeyes & Co., Cost Accountants, Cost Auditors of the Company, for the financial year 2021-22.</p> <p>“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 ₹ 5,50,000/- (Rupees Five lakhs fifty thousand only) exclusive of GST and Out-of-pocket expenses, payable to M/s.Geeyes & Co., Cost Accountants (Firm Registration No: 000044) appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2021-22 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified.”</p>

The Secretary informed that Shri.K.Srinivasan, Scrutiniser would provide the results of the e-voting, which would be announced to stock exchanges, besides being displayed on the website of the Company.

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

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

RESULTS

Based upon the scrutiniser's report, the results of the voting on the resolutions were given in Annexure. There were no invalid votes cast and all the resolutions had been passed with requisite majority.

DATE OF ENTRY : 26-08-2021

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SECRETARY
DATE OF SIGNING : 26-08-2021
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P.R.VENKETRAMA RAJA
CHAIRMAN
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Annexure

Resolution No.	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 31 st March 2021

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
Promoter and Promoter Group	E-Voting	100353560	99066600	98.7176	99066600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		99066600	98.7176	99066600	0	100	0
Public Institutions	E-Voting	80151103	68330886	85.2526	68330886	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		68330886	85.2526	68330886	0	100	0
Public – Non Institutions	E-Voting	55385282	23629948	42.6647	23629409	539	99.9977	0.0023
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		23629948	42.6647	23629409	539	99.9977	0.0023
Total		235889945	191027434	80.9816	191026895	539	99.9997	0.0003
Whether resolution is Passed								Yes
Disclosure of notes on resolution								

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Resolution No.	2
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Reappointment 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
Promoter and Promoter Group	E-Voting	100353560	99066600	98.7176	99066600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		100353560	99066600	98.7176	99066600	0	100
Public Institutions	E-Voting	80151103	65180104	81.3215	61399627	3780477	94.2	5.8
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		80151103	65180104	81.3215	61399627	3780477	94.2
Public - Non Institutions	E-Voting	55385282	23626264	42.658	23625702	562	99.9976	0.0024
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		55385282	23626264	42.658	23625702	562	99.9976
Total		235889945	187872968	79.6443	184091929	3781039	97.9874	2.0126
Whether resolution is Passed								Yes
Disclosure of notes on resolution								

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Resolution No.	3
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Reappointment of Shri.M.F.Farooqui, IAS (Retd.) as Independent Director from 30-08-2022 to 29-08-2027

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
Promoter and Promoter Group	E-Voting	100353560	99066600	98.7176	99066600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		100353560	99066600	98.7176	99066600	0	100
Public Institutions	E-Voting	80151103	48715176	60.7792	48715176	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		80151103	48715176	60.7792	48715176	0	100
Public – Non Institutions	E-Voting	55385282	23629948	42.6647	23629393	555	99.9977	0.0023
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		55385282	23629948	42.6647	23629393	555	99.9977
Total		235889945	171411724	72.666	171411169	555	99.9997	0.0003
Whether resolution is Passed								Yes
Disclosure of notes on resolution								

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Resolution No.	4.
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.5,50,000/- (exclusive of GST and out of pocket expenses) to M/s.Geeyes and Co., Cost Accountants, Cost Auditors of the Company, for the financial year 2021-22

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
Promoter and Promoter Group	E-Voting	100353560	99066600	98.7176	99066600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		99066600	98.7176	99066600	0	100	0
Public Institutions	E-Voting	80151103	68330886	85.2526	68330886	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		68330886	85.2526	68330886	0	100	0
Public - Non Institutions	E-Voting	55385282	23629948	42.6647	23629111	837	99.9965	0.0035
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)							
	Total		23629948	42.6647	23629111	837	99.9965	0.0035
Total		235889945	191027434	80.9816	191026597	837	99.9996	0.0004
Whether resolution is Passed								Yes
Disclosure of notes on resolution								

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