



Ref. No.PBMnts/SE/1/2018-19  
13.4.2019

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: Minutes of the Resolution passed by way of Postal Ballot**

We are enclosing copy of the Minutes of resolution passed by Postal Ballot on 12<sup>th</sup> March, 2019. The result of Postal Ballot was announced vide our letter dated 14<sup>th</sup> March, 2019.

This is for your information and records.

Thanking you

Yours faithfully  
For RAMCO INDUSTRIES LIMITED

  
S. Balamurugasundaram  
Company Secretary & Legal Head

Encl. : a.a.

# Ramco Industries Limited

## MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT (INCLUDING ELECTRONIC VOTING) BY MEMBERS OF THE COMPANY ON 12<sup>TH</sup> MARCH, 2019, RESULTS OF WHICH WERE DECLARED ON 14<sup>TH</sup> MARCH, 2019

At its meeting held on 29<sup>th</sup> January, 2019, the Board of Directors ("Board") of the Company approved the proposal to conduct a Postal Ballot pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to seek approval of the members for the following Special Resolution :-

1. Continuation of Shri S.S. Ramachandra Raja (DIN 00331491), Non-Executive Director of the Company after 31.3.2019 till such date he becomes liable to retire by rotation.

The Board appointed Shri K. Srinivasan, Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The Company had engaged M/s. Cameo Corporate Services Limited/CDSL for providing the e-voting facility through its platform. The Postal Ballot and e-voting period commenced at 9.30 a.m. on Monday the 11<sup>th</sup> February, 2019 and concluded at 5.30 p.m. on Tuesday the 12<sup>th</sup> March, 2019.

A newspaper advertisement as required under SEBI (LODR) Regulations, 2015, was published in Financial Express (all editions) and Makkal Kural (Regional Newspaper – Tamil language) on 12<sup>th</sup> February, 2019.

The Scrutinizer submitted his report on Postal Ballot and e-voting process to the Chairman of the Company on 13<sup>th</sup> March, 2019. Summary of the Scrutinizer's Report is as under :-

1. The Postal Ballot Notice dated 29<sup>th</sup> January, 2019 was sent to all the Members whose names appeared on the Register of Members/list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) as on 1<sup>st</sup> February, 2019. For the Members whose e-mail ids were registered, the Company sent the Postal Ballot Notice to their e-mail addresses registered with their Depository Participant and for the Members whose e-mail ids were not registered, the Company completed physical despatch of the Postal Ballot Notice, Postal Ballot forms and postage pre-paid, self-addressed Business Reply Envelope on 11<sup>th</sup> February, 2019.
2. Particulars of all the Postal Ballot forms received from the members and votes cast through electronic means have been entered in the Register separately maintained for the purpose.

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3. The votes cast through electronic means were unblocked on 12<sup>th</sup> March, 2019 at 5.31 p.m. The Postal Ballot forms were scrutinized on 13<sup>th</sup> March, 2019 at the Office of Cameo Corporate Services Limited, Chennai.
4. The Postal Ballot forms and votes cast through electronic means were scrutinized and validated the same with the list of eligible members and their holding as on the cut-off date.
5. All the ballot forms and votes cast through electronic means received upto 5.30 p.m. on 12<sup>th</sup> March, 2019, being the concluding time and date fixed by the Company for receipt of forms and votes cast through electronic means, were considered for scrutiny.
6. The physical votes contained 5 invalid votes for 2,001 shares and these were not considered.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated 13<sup>th</sup> March, 2019 to the Chairman of the Company. Based on the report, the resolution set out in the postal ballot notice dated 29<sup>th</sup> January, 2019 had been passed with requisite majority on the conclusion of the postal ballot on 12<sup>th</sup> March, 2019.

The details of voting on the Special Resolution as per the Scrutinizer's Report is as under :-

1. Continuation of Shri S.S. Ramachandra Raja (DIN 00331491), Non-Executive Director of the Company after 31.3.2019 till such date he becomes liable to retire by rotation.

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, and other applicable statutory provisions, the Continuation of Shri S.S. Ramachandra Raja (DIN 00331491), aged 83 years, as a Non-Executive Director from 1.4.2019 till the completion of his present tenure in terms of Section 152(6)(c) of the Companies Act, 2013 (from the Annual General Meeting held on 3<sup>rd</sup> August, 2018 till the Annual General Meeting at which he becomes liable to retire by rotation) be and is hereby approved."

Description	Members voting	Total votes polled	Votes in favour	Votes against	% of votes in favour	% of votes against
Physical votes	69	6,50,275	6,50,245	30	99.9954%	0.0046%
Electronic votes	51	4,66,27,506	4,66,27,231	275	99.9994%	0.0006%
Consolidated	120	4,72,77,781	4,72,77,476	305	99.9994%	0.0006%

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The Chairman noted the results of voting as stated above and it was declared and recorded that the resolution as set out in the Notice of Postal Ballot dated 29<sup>th</sup> January, 2019 were duly passed by the Members on 12<sup>th</sup> March, 2019, with requisite majority.

Date of Entry : 12.4.2019

Place : Chennai

Date : 13.4.2019

*S. Bala*



**CHAIRMAN**

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