

THE RAMCO CEMENTS LIMITED

MINUTES OF THE 62ND ANNUAL GENERAL MEETING

Day & Date : Monday, the 7th September 2020
The Annual General Meeting was held through
Video Conferencing / Other Audio Visual Means (VC)

Time of Commencement : 10.00 AM

Time of Conclusion : 11.05 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.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 PRESENT Shri.K.Srinivasan	Chartered Accountant. Partner - M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants.	Tiruchirappalli
AUDITORS PRESENT		
Shri.P.Santhanam	Representing M/s.SRSV & Associates, Chartered Accountants – Statutory Auditors	Chennai
Shri.M.Vijayan	Representing M/s.Ramakrishna Raja And Co., Chartered Accountants – Statutory Auditors	Madurai
Shri.K.Sriram and Shri.R.Sivasubramaniam	Representing M/s.S.Krishnamurthy & Co., Company Secretaries, Secretarial Auditor	Chennai & Coimbatore respectively

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The meeting was attended by 88 members through VC.

The Secretary welcomed the Directors and 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 ksn@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 since there was no qualification in the Statutory Auditors' Report and it 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, the complete Annual Report with the notice for the AGM containing the instructions for e-voting and participation in the AGM 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 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.

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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 8 shareholders who had been registered as speaker shareholders, 6 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 62nd 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 2020
2	Reappointment of Shri.P.R.Venketrana Raja, as a Director, liable to retire by rotation

	SPECIAL BUSINESS – ORDINARY RESOLUTION
3	Appointment of Shri.M.S.Krishnan as Independent Director for 5 years from the date of his appointment, viz. 03-09-2019
4	Ratification of remuneration of Rs.4,50,000/- (exclusive of GST and out of pocket expenses) to M/s.Geeyes & Co., Cost Accountants, Cost Auditors of the Company, for the financial year 2020-21

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 : 22-09-2020

K.SELVANAYAGAM
SECRETARY

DATE OF SIGNING : 22-09-2020
CHENNAI

KSN



P.R.VENKETRAMA RAJA
CHAIRMAN

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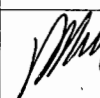
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Annexure

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 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
Promoter and Promoter Group	E-Voting	10,05,07,560	10,05,07,560	100.0000	10,05,07,560	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		10,05,07,560	10,05,07,560	100.0000	10,05,07,560	0	100
Public Institutions	E-Voting	8,32,68,332	6,74,65,535	81.0218	6,74,65,535	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8,32,68,332	6,74,65,535	81.0218	6,74,65,535	0	100
Public – Non Institutions	E-Voting	5,18,00,888	52,50,823	10.1366	52,50,711	112	99.9979	0.0021
	Poll							
	Postal Ballot (if applicable)							
	Total		5,18,00,888	52,50,823	10.1366	52,50,711	112	99.9979
Total		23,55,76,780	17,32,23,918	73.5318	17,32,23,806	112	99.9999	0.0001
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	10,05,07,560	10,05,07,560	100	10,05,07,560	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		10,05,07,560	10,05,07,560	100	10,05,07,560	0	100
Public Institutions	E-Voting	8,32,68,332	6,47,45,984	77.7558	6,24,52,727	22,93,257	96.4581	3.5419
	Poll							
	Postal Ballot (if applicable)							
	Total		8,32,68,332	6,47,45,984	77.7558	6,24,52,727	22,93,257	96.4581
Public – Non Institutions	E-Voting	5,18,00,888	62,64,643	12.0937	61,80,797	83,846	98.6616	1.3384
	Poll							
	Postal Ballot (if applicable)							
	Total		5,18,00,888	62,64,643	12.0937	61,80,797	83,846	98.6616
Total		23,55,76,780	17,15,18,187	72.8078	16,91,41,084	23,77,103	98.6141	1.3859
Whether resolution is Passed								Yes
Disclosure of notes on resolution								

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Resolution No.	3
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Appointment of Shri.M.S.Krishnan as Independent Director for 5 years from the date of his appointment, viz. 03-09-2019

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
Promoter and Promoter Group	E-Voting	10,05,07,560	10,05,07,560	100	10,05,07,560	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		10,05,07,560	10,05,07,560	100	10,05,07,560	0	100
Public - Institutions	E-Voting	8,32,68,332	4,85,65,307	58.3239	4,85,65,307	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8,32,68,332	4,85,65,307	58.3239	4,85,65,307	0	100
Public - Non Institutions	E-Voting	5,18,00,888	6264643	12.0937	6264531	112	99.9982	0.0018
	Poll							
	Postal Ballot (if applicable)							
	Total		5,18,00,888	6264643	12.0937	6264531	112	99.9982
Total		23,55,76,780	15,53,37,510	65.9392	15,53,37,398	112	99.9999	0.0001
Whether resolution is Pass or Not.								Yes
Whether resolution is Passed								

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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.4,50,000/- (exclusive of GST and out of pocket expenses) to M/s.Geeyes & Co., Cost Accountants, Cost Auditors of the Company, for the financial year 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
Promoter and Promoter Group	E-Voting	10,05,07,560	10,05,07,560	100	10,05,07,560	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		10,05,07,560	10,05,07,560	100	10,05,07,560	0	100
Public - Institutions	E-Voting	8,32,68,332	6,74,65,535	81.0218	6,74,65,535	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8,32,68,332	6,74,65,535	81.0218	6,74,65,535	0	100
Public - Non Institutions	E-Voting	5,18,00,888	71,47,529	13.7981	71,47,415	114	99.9984	0.0016
	Poll							
	Postal Ballot (if applicable)							
	Total		5,18,00,888	71,47,529	13.7981	71,47,415	114	99.9984
Total		23,55,76,780	17,51,20,624	74.337	17,51,20,510	114	99.9999	0.0001
Whether resolution is Passed								Yes
Disclosure of notes on resolution								

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