



Ref. No.PB/VR/2018-19
14.3.2019

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 : Result Of Postal Ballot And Submission Of Voting Result
Under Regulation 44 Of The SEBI Listing Regulations, 2015.**

This is further to our letter no. PBint/SE/1/2018-19 dt. 11.2.2019 forwarding copy of the postal ballot notice and letter No.PBadvt/SE/1/2018-19 dated 13.2.2019 forwarding notice published in newspaper.

We wish to inform you that Shri K. Srinivasan, Chartered Accountant, Scrutiniser appointed for conducting the Postal Ballot process, has submitted his report to the Chairman of the Company and the result of the Postal Ballot has been announced by the Chairman today, i.e. on 14th March 2019. The Scrutiniser's report is placed on the Company's website.

As per the Scrutiniser's report, the resolution has been passed by the members with the requisite majority.

We enclose herewith a copy of the Scrutiniser's report and a statement containing details of voting results in the prescribed format pursuant to Regulation 44 of the SEBI Listing Regulations, 2015.

Thanking you

Yours faithfully
For RAMCO INDUSTRIES LIMITED


S. Balamurugasundaram
Company Secretary & Legal Head

Encl.: as above

K.SRINIVASAN
CHARTERED ACCOUNTANT

5 GF Abirami Apartments
14 VOC Road, Cantonment
Trichy 620001
Phone: 0431-2140542

D1 B Block First Floor Parsn Paradise
46 GN Chetty Road T Nagar
Chennai 600017
Phone: 044-42059739/45008214

Email: srinivasan.k@msjandnk.in

Scrutiniser's Report

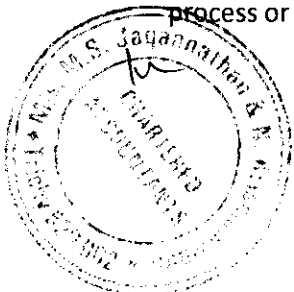
[Pursuant to Section 108 of the Companies Act, 2013, and Rule 22 of the
Companies (Management and Administration) Rules, 2014]

The Chairman
Ramco Industries Limited
47, P.S.K. Nagar
Rajapalayam 626108

Dear Sir,

Sub: E-voting and ballot process in respect passing of resolution through Postal Ballot of your Company which concluded on March 12, 2019 - 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 Scrutiniser by the Board of Directors of Ramco Industries Limited, ("the Company") for the purpose of scrutinising the e-voting process and the ballot process for the purpose of passing a resolution through Postal Ballot 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 22 of Companies (Management and Administration) Rules, 2014 on the resolution contained in the Postal Ballot Notice ("the Notice") dated January, 29 2019.
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 physical process through postal ballot contained in the Notice. My responsibility is to conduct the ballot process of the Postal Ballot 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 despatch Postal Ballot Notices was completed on 11 February 2019, along with business reply envelopes to all members whose names appears in the Register of Members received from the Registrar of the Company.
5. The Notice contained details instructions and provided option to vote either through e-voting process or through postal ballots.



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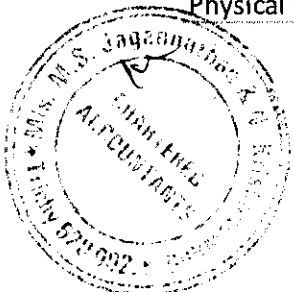
6. On the completion of the voting through postal ballot process which included e-voting :
- 6.1. I scrutinised all the votes polled through physical process for postal ballot and had entered the details of the same in a register maintained for this purpose.
 - 6.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
 - 6.3. I scrutinised the votes cast through remote e-voting and in the physical ballot process and validated the same with the list of eligible members and their holding as on the cut-off date.
7. I have also verified and confirm that :
- 7.1. No voting rights were exercised in respect of the equity shares lying in Unclaimed Shares Suspense Account in terms of LODR.
 - 7.2. No member who had exercised their vote through remote e-voting facility, participated through the postal ballot process.
8. I have recorded the particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
9. The items of business set out in the Notice :

Resolution No.	Description of Resolution	Type
1	Continuation of appointment of Shri S.S. Ramachandra Raja (DIN 00331491), aged 83 years, as a Non-Executive Director from 1 April 2019 till the completion of his present term in terms of Section 156(6)(c) of the Companies Act, 2013 (from the Annual General Meeting held on 3rd August 2018 till the Annual General Meeting at which he becomes liable to retire by rotation)	Special Resolution

10. Invalid votes

The physical votes contained certain invalid votes, and these were not considered. The details invalid votes are as below:

Description	Members voting	Invalid votes
Physical Votes	5	2,001



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11. The consolidated results of the valid votes through remote e-voting and the physical postal ballot process are as under:

Description	Members voting	Total votes polled	Votes in favour	Votes against	Percentage of votes in favour	Percentage of votes in 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%

12. The Special Resolution has been passed with requisite majority on the conclusion of the postal ballot on 12 March 2019.


K. Srinivasan
Chartered Accountant
Membership No. 021510



Rajapalayam
13 March 2019

For **RAMCO INDUSTRIES LIMITED**


S. Balamurugasundaram
Company Secretary & Legal Head

Resolution (1)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

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

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	46248821	98.9707	46248821	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		46729821	46248821	98.9707	46248821	0	100.0000
Public-Institutions	E-Voting	4683724	369612	7.8914	369612	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		4683724	369612	7.8914	369612	0	100.0000
Public- Non Institutions	E-Voting	35249515	9073	0.0257	8798	275	96.9690	3.0310
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		650275	1.8448	650245	30	99.9954	0.0046
	Total		35249515	659348	1.8705	659043	305	99.9537
Total		86663060	47277781	54.5536	47277476	305	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	



For RAMCO INDUSTRIES LIMITED

S. Balamurugasundaram
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Company Secretary & Legal Head