



## **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](http://www.ramcocements.in)

Corporate Identity Number: L26941TN1957PLC003566

8 August 2019

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,

**Sub: Proceedings of Annual General Meeting held on 8.8.2019**

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the Annual General Meeting held on 8.8.2019.

Kindly take the same on record.

Thanking you,

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

*K.Selvanayagam*

**K.SELVANAYAGAM**  
**SECRETARY**

Encl : As above

# THE RAMCO CEMENTS LIMITED

## PROCEEDINGS OF 61<sup>ST</sup> ANNUAL GENERAL MEETING

Day & Date	:	Thursday, the 8 <sup>th</sup> August 2019
Venue	:	P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam-626108.
Time of Commencement	:	10.15 AM
Time of Conclusion	:	11.00 AM

Attendance / Holding		No. of Persons	Aggregate No. of Shares held
Attended in Person	:	43	68666554
Attended through Proxy	:	1	500

The following Directors were present at the Meeting:

1. Shri.P.R.Venketrama Raja Chairman & Managing Director
2. Shri.R.S.Agarwal Chairman of the Audit Committee and Nomination and Remuneration Committee
3. Shri.M.M.Venkatachalam Chairman of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee
4. Shri.M.B.N.Rao Chairman of the Risk Management Committee
5. Shri.M.F.Farooqui, IAS (Retd.)

Auditors present:

1. Mr.M.Vijayan M/s.Ramakrishna Raja And Co.  
Mr.C.Kesavan Chartered Accountants
2. Mr.P.Santhanam M/s.SRSV & Associates  
Chartered Accountants
3. Shri.R.Sivasubramanian M/s.S.Krishnamurthy & Co.  
Company Secretaries

Scrutiniser Present:

1. Shri.K.Srinivasan Partner, M/s.M.S.Jagannathan & N.Krishnaswami  
Chartered Accountants

The following Executives were present at the Meeting:



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In Attendance:

1. Shri.K.Selvanayagam, Secretary

By Invitation:

1. Shri.A.V.Dharmakrishnan, Chief Executive Officer
2. Shri.S.Vaithyanathan, Chief Financial Officer

Shri.P.R.Venketrama Raja, Chairman and Managing Director of the Company presided.

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

The Chairman welcomed the Members to take part in the proceedings of the Meeting.

The Chairman explained the absence of Smt. Justice Chitra Venkataraman (Retd.), Director, which was due to her pre-occupation.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel maintained under Section 170(1) of the Companies Act, 2013, Independent Auditors' Report and the Secretarial Audit Report were available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Board's Report, Financial Statements (both Separate and Consolidated), Independent Auditors' Report to the Shareholders and Secretarial Audit Report, having already been circulated to the Members were taken as read. It was noted that there were no qualifications, observations or comments or other remarks on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors' Report.

The Chairman and the Chief Executive Officer delivered their speeches during the course of which they reviewed the performance of the Company and adequately clarified the queries raised by some of the members.

The Chairman informed the Members that the Company had provided remote e-voting facility to the Members as on 1<sup>st</sup> August 2019, the cut-off date to vote on the resolutions to be considered at the Annual General Meeting. He informed that the remote e-voting commenced at 9.00 AM on 5<sup>th</sup> August 2019 and ended at 5.00 PM on 7<sup>th</sup> August 2019. He requested the Members who had not availed the remote e-voting facility to vote through ballot for which polling papers and ballot box had been provided at the venue of the meeting.

The Chairman informed the Members that Shri.K.Srinivasan, Chartered Accountant (Membership No: 021510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants had been appointed as the Scrutiniser to scrutinise the remote e-voting and the ballot process in a fair and transparent manner.



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The Secretary read out the resolutions on which the Members were required to vote.

### ORDINARY BUSINESS

#### RESOLUTION NO: 1 - ORDINARY RESOLUTION

*"RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31<sup>st</sup> March 2019, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."*

#### RESOLUTION NO: 2 - ORDINARY RESOLUTION

*"RESOLVED THAT a Dividend of ₹ 3/- per Share be and is hereby declared for the year ended 31<sup>st</sup> March 2019 and the same be paid to those shareholders whose names appear in the Register of Members and Register of Depositories as on 1<sup>st</sup> August 2019."*

#### RESOLUTION NO: 3 - ORDINARY RESOLUTION

*"RESOLVED THAT Shri.P.R.Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby re-appointed as a Director of the Company."*

### SPECIAL BUSINESS

#### RESOLUTION NO: 4 - SPECIAL RESOLUTION

*"RESOLVED THAT subject to the provisions of Section 185 of Companies Act, 2013, and such other provisions, as may be applicable, including any statutory modification(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to give loans including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate, which may be deemed beneficial and in the interest of the Company, as listed below.*

Name of the Company	Relationship
Ramco Windfarms Limited	Subsidiary Company
Ramco Industrial and Technology Services Limited	- do -
Madurai Trans Carrier Limited	Associate Company

*RESOLVED FURTHER THAT the aggregate outstanding of the loans, guarantee or securities so extended to subsidiary or associate shall not exceed ₹ 250 crores and the outstanding to any single entity shall not exceed ₹ 100 crores, at any point in time.*



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*RESOLVED FURTHER THAT the Board of Directors or any committee or Director or Officer(s) thereof, be and are hereby authorised to do all such acts, deeds and matters including but not limited to making requisite filings with Ministry of Corporate Affairs, Stock Exchanges or any other statutory/regulatory bodies, as the case may be, from time to time, that may be required in connection with the above resolution."*

### RESOLUTION NO: 5 - SPECIAL RESOLUTION

*"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and pursuant to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and such other applicable Regulations, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a Committee of the Board entrusted with relevant powers and responsibilities) for making offer(s) or invitation(s) to subscribe to Secured Non-Convertible Debentures including but not limited to subordinate debt, bonds, and/or other debt securities, etc., (hereinafter collectively referred as "Securities") on a private placement basis, listed or unlisted in one or more tranches, during the period of one year from the date of passing this Special Resolution by the Members, upto a limit of ₹ 500 Crores, within the overall outstanding borrowing limits approved by the Members.*

*RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms of the issue including the class of investors to whom such Securities to be issued, time, total amount to be raised by issuance of Securities, the number of Securities, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts, deeds, filings, matters and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, as it may in its absolute discretion deem it necessary."*

### RESOLUTION NO: 6 - SPECIAL RESOLUTION

*"RESOLVED THAT pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Smt. Justice Chitra Venkataraman (Retd.) (DIN 07044099), Independent Director of the Company, whose term ends on 19-03-2020 be reappointed as Independent Director for another term of 5 years starting from 20-03-2020 to 19-03-2025."*



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RESOLUTION NO: 7 - ORDINARY RESOLUTION

*"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 ₹ 4,50,000/- (Rupees Four lakhs fifty thousand only) exclusive of GST and Out-of-pocket expenses, payable to M/s.Geeyes & Co., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2019-20 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified."*

The Chairman informed the Members that in accordance with Rule 20(4)(xii) and its Proviso of the Companies (Management and Administration) Rules, 2014, the Secretary of the Company had been authorised to receive the Scrutiniser's Report, countersign the same and declare the results of the voting forthwith. The Chairman further informed that the results declared along with the report of the Scrutiniser would be placed on the website of the Company and would also be provided to CDSL immediately after the declaration of result for placing on their website.

The results would also be submitted to the stock exchanges within 48 hours of conclusion of the General Meeting as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of placing the results on their websites as provided under Proviso to Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014.

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

For THE RAMCO CEMENTS LIMITED,



K. SELVANAYAGAM  
SECRETARY

