

THE RAMCO CEMENTS LIMITED

MINUTES OF THE 57TH ANNUAL GENERAL MEETING

Day & Date	:	Thursday, the 6 th August 2015
Venue	:	P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam
Time of Commencement	:	10.15 AM
Time of Conclusion	:	11.00 AM
Members attended in person	..	34
Members attended through proxy	..	2
Total	..	36

The following Directors were present at the Meeting:

1. Shri.P.R.Ramasubrahmaneya Rajha, Chairman
2. Shri.P.R.Venketrama Raja
3. Shri.R.S.Agarwal
4. Shri.M.M.Venkatachalam
5. Smt. Justice Chitra Venkataraman (Retd.)

Auditors present:

1. Shri.K.Srinivasan M/s.M.S.Jagannathan & N.Krishnaswami
Statutory Auditors
2. Shri.C.N.Gangadaran M/s.CNGSN & Associates LLP
Statutory Auditors
3. Ms.S.Sharanya M/s.S.Krishnamurthy & Co
Secretarial Auditors

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The following Executives were present at the Meeting:

In Attendance:

1. Shri.K.Selvanayagam, Secretary

By Invitation:

1. Shri.A.V.Dharmakrishnan, Chief Executive Officer

Shri.P.R.Ramasubrahmaneya Rajha, 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 Shri.M.B.N.Rao, Director, which was due to his 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 was kept open and available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Directors' Report, Statement of Profit & Loss of the Company for the year ended 31st March 2015, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date having been already circulated to the Members were taken as read.

The Auditors' Report to the Shareholders was read by the Secretary. It was noted that there were no qualifications in the Auditors' Report.

The Chairman reviewed the performance of the Company and adequately clarified the queries raised by the members.

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The Chairman informed the Members that the Company had provided remote e-voting facility to the Members to exercise their voting on the resolutions to be considered at the Annual General Meeting. He informed that the remote e-voting commenced at 9.00 AM on 3rd August 2015 and ended at 5.00 PM on 5th August 2015. He also informed that the Members who had not availed the remote e-voting facility were requested to exercise their voting through ballot for which ballot papers and ballot box had been provided in the venue of the meeting.

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

ORDINARY BUSINESS

RESOLUTION NO: 1

ORDINARY RESOLUTION

“RESOLVED that the Directors’ Report and the Company’s Standalone and Consolidated Statements of Profit and Loss for the year ended 31st March 2015, Balance Sheets as at that date and Cash Flow Statements for the year ended on that date and the Auditors’ Reports thereon be and are hereby considered and adopted.”

RESOLUTION NO: 2

ORDINARY RESOLUTION

“RESOLVED that a Dividend of Rs.1.50 per Share be and is hereby declared for the year ended 31st March 2015.”

RESOLUTION NO: 3

ORDINARY RESOLUTION

“RESOLVED that Shri.P.R.Venketrama Raja, who retires by rotation, be and is hereby elected as Director of the Company.”

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RESOLUTION NO: 4

ORDINARY RESOLUTION

"RESOLVED THAT in terms of section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, holding Firm Registration No: 001208S and M/s.CNGSN & Associates LLP, Chartered Accountants, holding Firm Registration No: 004915S, as Auditors of the Company for the second consecutive year, viz. from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 28-07-2014, be and is hereby ratified."

SPECIAL BUSINESS

RESOLUTION NO: 5

ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 150, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Justice Chitra Venkataraman (Retd.) (DIN: 07044099), appointed as an Additional Director of the Company on 20-03-2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Smt. Justice Chitra Venkataraman (Retd.) for the office of Director, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of 5 consecutive years from the date of her appointment, viz. 20-03-2015."

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RESOLUTION NO: 6

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 following remuneration, exclusive of Service Tax 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 years 2014-15, 2015-16 and 2016-17 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified.

Year	Cost Audit Fee - Amount in Rs.		
	For Cement Manufacturing Activities	For Generation of Wind Energy	Total
2014-15	1,50,000	1,50,000	3,00,000
2015-16	2,00,000	1,50,000	3,50,000
2016-17	2,50,000	1,50,000	4,00,000

RESOLUTION NO: 7

SPECIAL RESOLUTION

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to create charge by way of mortgage, hypothecation, lien or in any other manner on all or any of the movable and/or immovable properties of the Company wheresoever situate both present and future and/or the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of the Financial Institutions/Banks/Trusts/Mutual Funds or any other Institutions/Companies/Authorities/Debenture Holders/Entities, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine for securing the loans/facilities sanctioned or to be sanctioned to the company or for securing the securities or any other

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debt instruments etc. issued or to be issued that fall within Board's powers, together with interest, remuneration of the trustees and/or any other Institutions/ Companies/Authorities, premium (if any) on redemption and all other costs, charges and expenses payable by the Company in terms of the trust deed and/or any other agreements/documents, etc. to be finalized and executed between the Company and the agents and trustees and/or any other Institutions or Authorities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the agents and trustees and / or any other Institutions or Authorities."

RESOLUTION NO: 8

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and pursuant to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and such other applicable Regulations / Guidelines, 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 any of the existing Committee of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) 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 Rs.500 Crores, within the overall outstanding borrowing limits approved by the Members.

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RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and are 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."

The Chairman informed that, Shri.K.Srinivasan, Chartered Accountant, Partner of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, who was the scrutiniser for the E-voting process was the scrutiniser for the poll also. He was requested to consolidate the voting particulars of the remote e-voting and the Poll and submit his report.

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

Based upon the scrutiniser's report, the results of the voting on the resolutions were given in Annexure.



P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN

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Annexure

Resolution No.: 1

Ordinary Resolution

ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Promoter /Public	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	10,07,05,560	10,07,05,560	100.00%	10,07,05,560	0	100.00%	0.00%
Public	8,46,99,964	4,23,90,012	50.05%	4,23,90,012	0	100.00%	0.00%
Institutional Holders							
Public - Others	5,26,71,256	60,70,214	11.52%	60,70,214	0	100.00%	0.00%
Total	23,80,76,780	14,91,65,786	62.65%	14,91,65,786	0	100.00%	0.00%

Resolution No.: 2

Ordinary Resolution

DECLARATION OF DIVIDEND at Rs.1.50 PER SHARE FOR THE YEAR 2014-15

Promoter/ Public	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	100705560	100705560	100.00%	100705560	0	100.00%	0.00%
Public	84699964	44683527	52.76%	44683527	0	100.00%	0.00%
Institutional Holders							
Public - Others	52671256	6070214	11.52%	6070214	0	100.00%	0.00%
Total	238076780	151459301	63.62%	151459301	0	100.00%	0.00%

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Resolution No.: 3

Ordinary Resolution

APPOINTMENT OF SHRI.P.R.VENKETRAMA RAJA AS DIRECTOR, WHO RETIRES BY ROTATION

Promoter/ Public	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	100705560	100705560	100.00%	100705560	0	100.00%	0.00%
Public	84699964	44683527	52.76%	43455178	12,28,349	97.25%	2.75%
Institutional Holders	52671256	5226810	9.92%	5226772	38	100.00%	0.00%
Public - Others	238076780	150615897	63.26%	149387510	1228387	99.18%	0.82%

Resolution No.: 4

Ordinary Resolution

RATIFICATION OF APPOINTMENT OF M/S.M.S.JAGANNATHAN & N.KRISHNASWAMI,
CHARTERED ACCOUNTANTS AND M/S.CNGSN & ASSOCIATES LLP, CHARTERED
ACCOUNTANTS, AS AUDITORS

Promoter/ Public	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	100705560	100705560	100.00%	100705560	0	100.00%	0.00%
Public	84699964	43958876	51.90%	39427817	45,31,059	89.69%	10.31%
Institutional Holders	52671256	6070214	11.52%	6070176	38	100.00%	0.00%
Public - Others	238076780	150734650	63.31%	146203553	4531097	96.99%	3.01%

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Resolution No.: 5 Ordinary Resolution

APPOINTMENT OF JUSTICE SMT.CHITRA VENKATARAMAN (RETD.) AS AN INDEPENDENT DIRECTOR

Promoter/ Public	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	100705560	100705560	100.00%	100705560	0	100.00%	0.00%
Public	84699964	41758834	49.30%	41729485	29,349	99.93%	0.07%
Institutional Holders							
Public - Others	52671256	6070214	11.52%	6070176	38	100.00%	0.00%
	238076780	148534608	62.39%	148505221	29387	99.98%	0.02%

Resolution No.: 6 Ordinary Resolution

RATIFICATION OF FEE PAYABLE TO M/S.GEEYES & CO., COST ACCOUNTANTS, APPOINTED AS COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEARS 2014-15, 2015-16 AND 2016-17

Promoter/ Public	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	100705560	100705560	100.00%	100705560	0	100.00%	0.00%
Public	84699964	44683527	52.76%	44683527	0	100.00%	0.00%
Institutional Holders							
Public - Others	52671256	6070214	11.52%	6070214	0	100.00%	0.00%
	238076780	151459301	63.62%	151459301	0	100.00%	0.00%

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Resolution No.: 7

Special Resolution

CREATION OF CHARGE BY WAY MORTGAGE, HYPOTHECATION, ETC. ON THE MOVABLE / IMMOVABLE PROPERTIES OF THE COMPANY

Promoter/ Public	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	100705560	100705560	100.00%	100705560	0	100.00%	0.00%
Public	84699964	44683527	52.76%	32564105	1,21,19,422	72.88%	27.12%
Institutional Holders							
Public - Others	52671256	6070214	11.52%	5731367	3,38,847	94.42%	5.58%
	238076780	151459301	63.62%	139001032	12458269	91.77%	8.23%

Resolution No.: 8

Special Resolution

APPROVAL FOR MAKING OFFER OR INVITATION TO SUBSCRIBE TO SECURED NON-CONVERTIBLE DEBENTURES

Promoter/ Public	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	100705560	100705560	100.00%	100705560	0	100.00%	0.00%
Public	84699964	44683527	52.76%	44683527	0	100.00%	0.00%
Institutional Holders							
Public - Others	52671256	6070214	11.52%	6070214	0	100.00%	0.00%
	238076780	151459301	63.62%	151459301	0	100.00%	0.00%

CERTIFIED TRUE COPY

For THE RAMCO CEMENTS LIMITED,

K. Selvanayagam
K. SELVANAYAGAM
SECRETARY

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