



**THE RAMCO CEMENTS LIMITED**

(formerly Madras Cements Ltd.)

**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

Corporate Identity Number: L26941TN1957PLC003566

26 March 2016

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: Submission of Scrutiniser Report and Voting Results of Postal Ballot**

This is in continuation of our letter dated 23.2.2016 enclosing a copy of the Notice of Postal Ballot seeking the approval of the Members to issue Secured Redeemable Non-Convertible Debentures upto a maximum of Rs.500 crores.

The resolution has been passed as a Special Resolution, as required. We now enclose the voting results of the Postal Ballot and the scrutiniser's report.

We request you to take the same on record and oblige.

Thanking you,

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

*K Selvanayagam*

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

Encl : As above



# THE RAMCO CEMENTS LIMITED

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## VOTING RESULTS OF THE POSTAL BALLOT

Sub: To issue Secured Redeemable Non-Convertible Debentures (SRNCDs) upto a maximum limit of Rs.500 crores.

Cut-off Date	19.2.2016		
Total No. of Shareholders	19,754		
Total No. of Shares	23,80,76,780		
Period for Voting Postal Ballot / e-Voting	From February 24, 2016 to March 24, 2016.		
		No. of Voters	No. of Shares
Total Votes cast through e-Voting	A	210	16,56,42,481
Total Votes cast through Postal Ballot Forms received	B	370	1,18,55,724
Grand Total of e-Voting and Postal Ballot Forms (A+B)	C	580	17,74,98,205
Less: Invalid e-Voting/Postal Ballot Forms	D	3	6,457
Net e-Voting and Postal Ballot Forms	E	577	17,74,91,748

### Summary of Postal Ballot

Promoter/ Public	No. of Shares held (1)	No. of valid votes cast (Postal Ballot & e- Voting) (2)	% of votes cast on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour	No. of votes against	% of votes in favour on votes cast (6) = [(4)/(2)]*100	% of votes against on votes cast (7) = [(5)/(2)]*100
Promoter and Promoter Group	10,07,05,560	10,07,05,560	100.00	10,07,05,560	0	100	0
Public Institutional Holders	7,93,25,129	6,31,12,108	79.56	6,31,12,108	0	100	0
Public – Others	5,80,46,091	1,36,74,080	23.56	1,36,37,670	36,410	99.73	0.27
Total	23,80,76,780	17,74,91,748	74.55	17,74,55,338	36,410	99.98	0.02

Based on the scrutiniser's report, the Special Resolution as mentioned in the Postal Ballot Notice had been passed with requisite majority by the Members of the Company.

The Special Resolution duly approved by the Members of the Company is reproduced below:



For THE RAMCO CEMENTS LIMITED,

*K Selvanayagam*

K. SELVANAYAGAM  
SECRETARY

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# **THE RAMCO CEMENTS LIMITED**

(formerly Madras Cements Ltd.)

“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, 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 / 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 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, appointment of trustees, 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 deem 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.”

For THE RAMCO CEMENTS LIMITED,



*K. Selvanayagam*

K. SELVANAYAGAM  
SECRETARY

## **SCRUTINISER'S REPORT**

To  
**The Chairman & Managing Director**  
The Ramco Cements Limited  
"Auras Corporate Centre", 5<sup>th</sup> Floor  
No:98-A, Dr. Radhakrishnan Road  
Mylapore, Chennai – 600 004

Sub: Voting Process under Sections 108 and 110 of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules")

1. I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, D1, B Block, First Floor, Parsn Paradise, 46, GN Chetty Road, T. Nagar Chennai 600017, have been appointed as Scrutiniser by the Board of Directors of The Ramco Cements Limited, ("the Company") for the purpose of scrutinising the Postal Ballot process, including e-voting, carried out as per the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, for ascertaining the requisite majority with respect to the following Special Resolution contained in the 'Postal Ballot Notice' dated 6 November 2015:

**Issue of Securities on a Private Placement basis up to a maximum limit of Rs.500 Crores, within the overall borrowing limits, as approved by the Members.**

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to Postal Ballot, including voting by electronic means, on the resolution contained in the Postal Ballot Notice.
3. The Management of the Company on 23 February 2016 has sent the notice to the Members whose names appeared in the Register of Members / Record of Depositories on 19 February 2016, which was the cut-off date, by e-mail to the



Flat 5, GF, Abirami Apartments  
14 VOC Road, Cantonment  
Trichy 620001  
Phone: 0431-2140552

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

Email: mail@msjnk.com

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registered e-mail id of the Members, who have registered their e-mail id with the Company and through Registered Post for Members who have not registered their e-mail id with the Company.

4. The e-voting period opened at 9:00 AM on 24 February 2016 and closed at 06:00 PM on 24 March 2016. With respect to Postal Ballot Forms, the forms received till the close of working hours at 6.00 PM on 24 March 2016 were considered.
5. The members of the company holding shares as on 19 February 2016 were entitled to vote on the resolution as set out in the Postal Ballot Notice.
6. The votes cast through e-voting were unblocked and finalised at 9:41 AM on 25 March 2016 in the presence of two witnesses who were not employees of the Company, and who had signed as witness to the unblocking / finalizing. In case of Postal Ballot Forms, all the forms received till the close of working hours at 6.00 PM on 24 March 2016 were kept under safe custody and were validated.
7. Forms that are defective as determined in accordance with the instructions contained in the Postal Ballot Notice were rejected.
8. All the requisite details regarding Postal Ballot Forms received were recorded in the Register maintained for this purpose.
9. For e-voting, the voting results with details of equity shareholders who have voted in favour of the Resolution or against the Resolution and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).



**K. SRINIVASAN B. Com, FCA.**  
CHARTERED ACCOUNTANT

Flat 5, GF, Abirami Apartments  
14 VOC Road, Cantonment  
Trichy 620001  
Phone: 0431-2140552

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

Email: mail@msjnk.com

10. Votes cast through e-voting and through Postal Ballot Forms were consolidated.  
The summary of the result of voting is given below:

	<b>Number of persons voted</b>	<b>Number of votes cast by them</b>
Total votes cast through E-voting	210	16,56,42,481
Total votes cast through Postal Ballots	370	1,18,55,724
Total of E-voting and Postal Ballots	580	17,74,98,205
Less: Invalid Postal Ballots	3	6,457
<b>Net E-voting and Postal Ballots</b>	<b>577</b>	<b>17,74,91,748</b>

	<b>Number of shares</b>	<b>% of votes cast to valid votes</b>
Total number of votes cast in favour of the resolution	17,74,55,338	99.98%
Total number of votes cast against the resolution	36,410	0.02%
<b>Total</b>	<b>17,74,91,748</b>	<b>100.00%</b>

11. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR",  
"AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

12. The poll papers and all other relevant records were sealed and handed over to the  
Company for safe keeping.



**K. Srinivasan**

Chartered Accountant

Membership No. 021510

Partner

M.S. Jagannathan & N. Krishnaswami

Chartered Accountants

Firm Registration Number: 001208S

Chennai

25 March 2016.

