



**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

Corporate Identity Number: L26941TN1957PLC003566

5 July 2018

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: Notice to Shareholders for convening Annual General Meeting**

Pursuant to Schedule III (A) (12), read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith copy of Notice sent to Shareholders, informing them about convening of the 60<sup>th</sup> Annual General Meeting of our Company at 10.15 AM on Friday, the 3<sup>rd</sup> August 2018 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam – 626 108.

Kindly take the same on record.

Thanking you,

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

*K.Selvanayagam*

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

Encl : As above

*SAA*

## THE RAMCO CEMENTS LIMITED

### NOTICE TO THE MEMBERS

Notice is hereby given that the 60<sup>th</sup> Annual General Meeting of the Company will be held at 10.15 AM on Friday, the 3<sup>rd</sup> August 2018 at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 108, Tamil Nadu to transact the following business:

#### ORDINARY BUSINESS

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31<sup>st</sup> March 2018, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED THAT a Dividend of ₹ 3/- per Share be and is hereby declared for the year ended 31<sup>st</sup> March 2018 and the same be paid to those shareholders whose names appear in the Register of Members and Register of Depositories as on 27<sup>th</sup> July 2018."

3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

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

#### SPECIAL BUSINESS

4. To consider and pass the following Resolution as a 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 ₹ 1000 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."

5. To consider and pass the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri.R.S.Agarwal (DIN 00012594), Independent Director of the Company, whose term ends on 31-03-2019 be reappointed as Independent Director for another term of 5 years starting from 01-04-2019 to 31-03-2024."

6. To consider and pass the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri.M.B.N.Rao (DIN 00287260), Independent Director of the Company, whose term ends on 31-03-2019 be reappointed as Independent Director for another term of 5 years starting from 01-04-2019 to 31-03-2024."

7. To consider and pass the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri.M.M.Venkatachalam (DIN 00152619), Independent Director of the Company, whose term ends on 31-03-2019 be reappointed as Independent Director for another term of 5 years starting from 01-04-2019 to 31-03-2024."

8. To consider and pass the following Resolution as a SPECIAL RESOLUTION:

#### PLAN A

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 [Act], and Companies (Share Capital and Debentures) Rules, 2014 [Rule], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [LODR], Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SBEB") [collectively referred to as "applicable laws"] and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions



and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded to the Employees Stock Option Scheme 2018 – Plan A (hereinafter referred to as the “ESOS 2018 – PLAN A”).

RESOLVED FURTHER THAT the Nomination and Remuneration Committee (“Committee”), constituted under Section 178 of the Act, be and is hereby authorised to grant from time to time such number of options, to the employees, as defined in Regulation 2(1)(f) of SBEB, not more than 5,00,000 (Five Lakhs) Options in aggregate, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of ₹ 1/- each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Committee in accordance with the provisions of the ESOS 2018 – PLAN A and in compliance with the applicable laws and subject to required approvals.

RESOLVED FURTHER THAT the Committee be and is hereby authorised to allot Equity Shares upon exercise of options by Employee from time to time in accordance with the ESOS 2018 – PLAN A and other applicable laws and such Equity shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Committee be and is hereby authorised inter-alia to:

- a. Formulate the detailed terms and conditions of the Scheme which shall include the provisions as specified by SEBI in this regard and
- b. Frame suitable policies and procedures to ensure compliance of the statutory provisions.

RESOLVED FURTHER THAT the Committee be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2018 – PLAN A subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2018 – PLAN A and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2018 – PLAN A.

RESOLVED FURTHER THAT Committee be and is hereby authorized to delegate to any of the Directors or Key Managerial Personnel of the Company the power to take necessary steps for implementation of the scheme and

for listing of the securities allotted under the ESOS 2018 – PLAN A on the Stock Exchanges, where the securities of the Company are listed.”

#### PLAN B

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 [Act], and Companies (Share Capital and Debentures) Rules, 2014 [Rule], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [LODR], Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SBEB”) [collectively referred to as “applicable laws”] and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded to the Employees Stock Option Scheme 2018 – Plan B (hereinafter referred to as the “ESOS 2018 – PLAN B”).

RESOLVED FURTHER THAT the Nomination and Remuneration Committee (“Committee”), constituted under Section 178 of the Act, be and is hereby authorised to grant from time to time such number of options, to the employees, as defined in Regulation 2(1)(f) of SBEB, not more than 7,00,000 (Seven Lakhs) Options in aggregate, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of ₹ 1/- each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Committee in accordance with the provisions of the ESOS 2018 – PLAN B and in compliance with the applicable laws and subject to required approvals.

RESOLVED FURTHER THAT the Committee be and is hereby authorised to allot Equity Shares upon exercise of options by Employee from time to time in accordance with the ESOS 2018 – PLAN B and other applicable laws and such Equity shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Committee be and is hereby authorised inter-alia to:

- a. Formulate the detailed terms and conditions of the Scheme which shall include the provisions as specified by SEBI in this regard and
- b. Frame suitable policies and procedures to ensure compliance of the statutory provisions.

RESOLVED FURTHER THAT the Committee be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2018 – PLAN B subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may

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arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2018 – PLAN B and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2018 – PLAN B.

RESOLVED FURTHER THAT Committee be and is hereby authorized to delegate to any of the Directors or Key Managerial Personnel of the Company the power to take necessary steps for implementation of the scheme and for listing of the securities allotted under the ESOS 2018 – PLAN B on the Stock Exchanges, where the securities of the Company are listed."

9. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri.M.F.Farooqui, IAS (Retd.) (DIN 01910054), appointed as an Additional Director of the Company in the category of Independent Director on 30-08-2017 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 himself for appointment, 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 his appointment, viz. 30-08-2017."

10. To consider and pass the following Resolution as an 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 2018-19 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified."

By Order of the Board,  
For THE RAMCO CEMENTS LIMITED,  
P.R.VENKETRAMA RAJA  
Chairman & Managing Director

Chennai  
23-05-2018

### NOTES:

- Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
- A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
- A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Attendance slip is attached. Members, Proxies and Authorised Representatives are requested to bring the duly filled-in and signed, attendance slips to the Meeting.
- The cut-off date will be 27<sup>th</sup> July 2018, for determining the eligibility to vote by remote e-voting or in the General Meeting.
- Pursuant to Rule 8 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed/unpaid dividends lying with the Company on the website of the Company ([www.ramcocements.in](http://www.ramcocements.in)), as also on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are:

| Year    | Type of Dividend                 | Date of Declaration of Dividend | Last Date for Claiming Unpaid Dividend | Due Date for Transfer to IEP Fund |
|---------|----------------------------------|---------------------------------|--|-----------------------------------|
| 2010-11 | Dividend                         | 10-08-2011                      | 09-08-2018                             | 07-09-2018                        |
| 2011-12 | Interim Dividend                 | 21-03-2012                      | 20-03-2019                             | 18-04-2019                        |
|         | Final Dividend                   | 02-08-2012                      | 01-08-2019                             | 30-08-2019                        |
| 2012-13 | 1 <sup>st</sup> Interim Dividend | 05-11-2012                      | 04-11-2019                             | 02-12-2019                        |
|         | 2 <sup>nd</sup> Interim Dividend | 13-02-2013                      | 12-02-2020                             | 12-03-2020                        |
|         | Final Dividend                   | 29-07-2013                      | 28-07-2020                             | 26-08-2020                        |
| 2013-14 | Dividend                         | 28-07-2014                      | 27-07-2021                             | 25-08-2021                        |
| 2014-15 | Dividend                         | 06-08-2015                      | 05-08-2022                             | 01-09-2022                        |
| 2015-16 | Dividend                         | 11-03-2016                      | 10-03-2023                             | 08-04-2023                        |
| 2016-17 | Dividend                         | 04-08-2017                      | 03-08-2024                             | 01-09-2024                        |



6. In accordance with Section 125(5) of the Companies Act, 2013, the Company has transferred the unclaimed/unpaid dividends lying with the Company for a period of over 7 years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
7. In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more have been transferred by the Company to IEPF. The shareholders / their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at [www.ramcocements.in](http://www.ramcocements.in) and [www.iepf.gov.in](http://www.iepf.gov.in)
8. Electronic copy of the Notice for the Annual General Meeting together with the Annual Report for 2017-18 is being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s). Physical copy of the Notice together with the Annual Report is being sent in permitted mode, to members for whom the E-Mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website - [www.ramcocements.in](http://www.ramcocements.in) for their download.
9. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not got their E-Mail IDs recorded are requested to register their E-mail address and changes therein with the Company in respect of physical shares and with Depository Participants in respect of dematerialised shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company/Depository Participants.
10. Voting through electronic means
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] the Company is providing members remote e-voting facility to exercise their right to vote at the 60<sup>th</sup> Annual General Meeting (AGM) and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting, either through electronic voting system or ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for e-voting are as under:
- i) To log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - ii) To Click on "Shareholders" tab.
  - iii) Now enter your User ID as given below:
    - \* For CDSL: 16 Digits beneficiary ID,
    - \* For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - \* Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - iv) Next enter the Captcha Code as displayed and Click on Login.
  - v) PASSWORD
    - \* If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
    - \* If you are first time user follow the steps given below:
      - a. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).  
Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No./Client ID in the PAN field.  
In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. after the first two characters of the name in CAPITAL letters. Eg. If your name is Vasudevan with Folio No. 1 then enter VA00000001 in the PAN Field.
      - b. Please enter any one of the following details in order to login:  
Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format.  
Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the Company records.  
If both of the above details are not recorded with the depository or Company, please enter the User ID/Folio Number (mentioned in (iii) above) in the Dividend Bank details field.
  - vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login

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password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- viii) Click on the relevant EVSN for THE RAMCO CEMENTS LIMITED on which you choose to vote.
- ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the voting done by you by clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.
- xiv) If you have forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- xv) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. A scanned copy of

the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xvi) The facility for remote e-voting shall remain open from 9.00 AM on Tuesday, the 31<sup>st</sup> July 2018 to 5.00 PM on Thursday, the 2<sup>nd</sup> August 2018. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. Friday, the 27<sup>th</sup> July 2018, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on 2<sup>nd</sup> August 2018.
  - xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- IV. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 27-07-2018.
- V. Shri.K.Srinivasan, Chartered Accountant (Membership- No. 021510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- VI. The Chairman shall, at the annual general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutiniser, by use of ballot or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- VII. The scrutiniser shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

Chennai  
23-05-2018

By Order of the Board,  
For THE RAMCO CEMENTS LIMITED,  
P.R.VENKETRAMA RAJA  
Chairman & Managing Director



## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No: 4

As per the provisions of Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering securities or making invitation to subscribe securities on a private placement basis, is required to obtain the approval of the members by way of a Special Resolution.

The approval of the Members is being sought by way of a Special Resolution to enable the Company to borrow for financing capital expenditure and also for general corporate purposes by way of Secured, Redeemable, Non-Convertible Debentures ("SRNCDS"), sub-ordinated bonds and other debt securities on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution [Pursuant to Second Proviso to Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014] by the members, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the SRNCDS, sub-ordinated bonds and other debt securities.

The Directors recommend the Resolution to the Members for their approval.

None of the Directors, Key Managerial Personnel or their relatives are interested in this Resolution.

### Item No: 5

Shri.R.S.Agarwal (DIN 00012594) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 28-07-2014, Shri.R.S.Agarwal was appointed as Independent Director of the Company, for a period of 5 years from 01-04-2014 to 31-03-2019. In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for reappointment upon passing of a Special Resolution at the General Meeting of the Company.

The name of Shri.R.S.Agarwal has been featured in the website of Ministry of Corporate Affairs for disqualification under Section 164(2) of the Companies Act, 2013 regarding Orion Alloy & Strips Limited. Shri.R.S.Agarwal had submitted that he had never provided his consent to act as a Director in Orion Alloy & Strips Limited and that the said company had forged his signature in the consent letter and created false documents. He had initially obtained a stay from Honourable High Court of Delhi against his disqualification from acting as Director. Subsequently, the court has set aside the disqualification vide its order dated 11-01-2018, subject to any further order that may be passed by the Registrar of Companies, Delhi, on consideration of his representation. Shri.R.S.Agarwal has confirmed that as on the date of this notice, the Registrar of Companies has not passed any order on his representation.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Shri.R.S.Agarwal, as an Independent Director and found the same to be satisfactory and his contributions to

the deliberations were beneficial in Board / Committee Meetings.

In accordance with Part D(A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 23-05-2018 had recommended to extend the term of office of Shri.R.S.Agarwal by reappointing him for another period of 5 years from 01-04-2019 to 31-03-2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Shri.R.S.Agarwal fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

Shri.R.S.Agarwal is eligible for sitting fee for attending Board / Committee Meetings as applicable to the Directors from time to time. His reappointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His reappointment has been included as Special Resolution and the Board of Directors recommend his reappointment.

His Profile in brief is given below:-

Shri.R.S.Agarwal, B.Sc., B.E. (Chemical Engineering) started his career in 1965 and after serving in various capacities with a leading paper mill of Northern India for 9 years and with Industrial Development Bank of India (IDBI) for 28 years, retired as Executive Director of IDBI.

While in service with IDBI, he had dealt with many subjects and projects including –

- \* Member of "Satyam Committee" set up by Government of India in 1999-2000 for formulation of policy for textile industry and involvement in preparation of policy notes, detailed guidelines and implementation of "Technology Upgradation Fund (TUF)" introduced by the Ministry of Textiles, Government of India in April 1999.
- \* Preparation of policy paper and guidelines on development of "Special Economic Zone" in the country for the Ministry of Commerce, Government of India in January 2002.
- \* Head of the Infrastructure Finance Department and Project Appraisal Department of IDBI from February 1999 to March 2002, during which period about 30 large size power projects in the range of 250 MW to 500 MW were evaluated and sanctioned assistance by IDBI.

He has been on the Board of The Ramco Cements Limited since 2006.

He is also the Chairman of the Audit Committee and Nomination and Remuneration Committee of the Company.

He is also a Director in the following Companies:-

1. Ramco Industries Limited
2. Ramco Systems Limited
3. Surya Lakshmi Cotton Mills Ltd.
4. Suryalata Spinning Mills Ltd
5. GVK Jaipur Expressway Pvt. Ltd.

## THE RAMCO CEMENTS LIMITED

He is also a Member in the following Committees:-

| No | Name of the Company                   | Name of the Committee                     | Position Held |
|----|---------------------------------------|---|---------------|
| 1  | Ramco Industries Limited              | Audit Committee                           | Chairman      |
| 2  | Ramco Industries Limited              | Nomination & Remuneration Committee       | Chairman      |
| 3  | Ramco Industries Limited              | Corporate Social Responsibility Committee | Member        |
| 4  | Surya Lakshmi Cotton Mills Limited    | Audit Committee                           | Member        |
| 5  | Suryalata Spinning Mills Limited      | Audit Committee                           | Member        |
| 6  | GVK Jaipur Expressway Private Limited | Audit Committee                           | Member        |

Under Regulation 17(1A) of LODR, Special Resolution is necessary for appointing any person, as a Non-Executive Director, if he has attained the age of 75 years. The proposed Special Resolution satisfies the norm. The statement pursuant to Section 102 of the Companies Act, 2013, may be treated as the required justification for the appointment of Shri.R.S.Agarwal.

He holds no shares in The Ramco Cements Limited.

The draft letter of reappointment for Shri.R.S.Agarwal as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

### Disclosure of Interest:

Except Shri.R.S.Agarwal, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

### Item No: 6

Shri.M.B.N.Rao (DIN 00287260) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 28-07-2014, Shri.M.B.N.Rao was appointed as Independent Director of the Company, for a period of 5 years from 01-04-2014 to 31-03-2019. In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for reappointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Shri.M.B.N.Rao as an Independent Director and found the same to be satisfactory and his contributions to the deliberations were beneficial in Board / Committee Meetings.

In accordance with Part D(A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 23-05-2018 had recommended to extend the term of office of Shri.M.B.N.Rao by reappointing him for another period of 5 years from 01-04-2019 to 31-03-2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that

Shri.M.B.N.Rao fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

Shri.M.B.N.Rao is eligible for sitting fee for attending Board / Committee Meetings as applicable to the Directors from time to time. His reappointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His reappointment has been included as Special Resolution and the Board of Directors recommend his reappointment.

His Profile in brief is given below:-

Shri.M.B.N.Rao, a graduate in Agriculture holds Diploma in Computer Studies from University of Cambridge and National Computing Centre, London and Certificate in Industrial Finance.

He started his Banking career in the year 1970 when he joined Indian Bank as a Probationary Officer. He has handled various assignments in the Banking Industry in India and Overseas and rose to become the Chairman and Managing Director of Indian Bank and later Chairman & Managing Director of Canara Bank, from where he retired.

He has visited USA, UK, Germany, France, Switzerland, Spain, Malaysia, Philippines, Thailand, Hong Kong and China in connection with multifarious responsibilities assigned to him.

He has been on the Board of The Ramco Cements Limited since 2009.

He is also Member of the Audit Committee of the Company.

He is also a Director in the following Companies:-

1. TAJ GVK Hotels and Resorts Limited
2. TI Financial Holdings Limited
3. Cholamandalam Investment and Finance Company Limited
4. MMTC – PAMP India Private Limited
5. Mumbai International Airport Private Limited
6. Apollo Munich Health Insurance Company Limited
7. Franklin Templeton Asset Management (India) Private Limited
8. CRISIL Risk and Infrastructure Solutions Limited
9. Nuziveedu Seeds Limited
10. Apollo Health and Lifestyle Limited
11. Green Woods Palaces and Resorts Private Limited





He is also a Member in the following Committees:-

| No | Name of the Company                                  | Name of the Committee               | Position Held |
|----|--|-------------------------------------|---------------|
| 1  | Cholamandalam Investment and Finance Company Limited | Audit Committee                     | Member        |
| 2  | Cholamandalam Investment and Finance Company Limited | Business Committee                  | Member        |
| 3  | Cholamandalam Investment and Finance Company Limited | Risk Management Committee           | Member        |
| 4  | Cholamandalam Investment and Finance Company Limited | Compensation & Nomination Committee | Member        |
| 5  | TAJ GVK Hotels & Resorts Limited                     | Audit Committee                     | Member        |
| 6  | Nuziveedu Seeds Limited                              | Audit Committee                     | Member        |
| 7  | Nuziveedu Seeds Limited                              | IT Committee                        | Member        |
| 8  | Mumbai International Airport Private Limited         | Audit Committee                     | Member        |
| 9  | Apollo Health and Lifestyle Limited                  | Audit Committee                     | Member        |
| 10 | Apollo Munich Health Insurance Company Limited       | Audit Committee                     | Chairman      |
| 11 | TI Financial Holdings Limited                        | Audit Committee                     | Chairman      |

He holds no shares in The Ramco Cements Limited.

The draft letter of reappointment for Shri.M.B.N.Rao as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

**Disclosure of Interest:**

Except Shri.M.B.N.Rao, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

**Item No: 7**

Shri.M.M.Venkatachalam (DIN 00152619) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 28-07-2014, Shri.M.M.Venkatachalam was appointed as Independent Director of the Company, for a period of 5 years from 01-04-2014 to 31-03-2019. In accordance with Section 149(10) of the Companies Act, 2013, he is eligible for reappointment upon passing of a Special Resolution at the General Meeting of the Company.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors have evaluated the performance of Shri.M.M.Venkatachalam as an Independent Director and found the same to be satisfactory and his contributions to the deliberations were beneficial in Board / Committee Meetings.

In accordance with Part D(A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 23-05-2018 had recommended to extend the term of office of Shri.M.M.Venkatachalam by reappointing him for another period of 5 years from 01-04-2019 to 31-03-2024.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Shri.M.M.Venkatachalam fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

Shri.M.M.Venkatachalam is eligible for sitting fee for attending Board / Committee Meetings as applicable to the Directors from time to time. His reappointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His reappointment has been included as Special Resolution and the Board of Directors recommend his reappointment.

His Profile in brief is given below:-

Shri.M.M.Venkatachalam, a graduate in Agriculture from the University of Agricultural Sciences in Bangalore, holds Masters in Business Administration from the George Washington University, USA.

He had held the position of Vice Chairman of The Planters' Association of Tamil Nadu and was the past president of The Employers' Federation of Southern India.

He has been on the Board of The Ramco Cements Limited since 2013.

He is also the Chairman of Stakeholders Relationship Committee and Corporate Social Responsibility Committee and Member of Audit Committee and Nomination and Remuneration Committee of the Company.

He is also a Director in the following Companies:-

1. Ramco Systems Limited
2. Coromandel International Limited
3. Coromandel Engineering Company Limited
4. EID (Parry) India Limited
5. Parry Agro Industries Limited
6. Ootacamund Club
7. Ambadi Enterprises Limited
8. Ambadi Investments Limited
9. M M Muthiah Sons Private Limited
10. New Ambadi Estates Private Limited
11. Alampara Hotels and Resorts Private Limited
12. M M Muthiah Research Foundation
13. USV Private Limited

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He is also a Member in the following Committees:-

| No | Name of the Company                    | Name of the Committee                     | Position Held |
|----|--|---|---------------|
| 1  | Ramco Systems Limited                  | Audit Committee                           | Member        |
| 2  | Ramco Systems Limited                  | Nomination and Remuneration Committee     | Chairman      |
| 3  | Ramco Systems Limited                  | Allotment Committee                       | Chairman      |
| 4  | Ramco Systems Limited                  | Fund Raising Committee                    | Member        |
| 5  | Ramco Systems Limited                  | Rights Issue 2013 Committee               | Member        |
| 6  | Ramco Systems Limited                  | Corporate Social Responsibility Committee | Member        |
| 7  | Coromandel Engineering Company Limited | Nomination and Remuneration Committee     | Member        |
| 8  | Coromandel Engineering Company Limited | Risk Management Committee                 | Member        |
| 9  | Coromandel International Limited       | Audit Committee                           | Member        |
| 10 | Coromandel International Limited       | Nomination and Remuneration Committee     | Member        |
| 11 | Coromandel International Limited       | Corporate Social Responsibility Committee | Member        |
| 12 | E I D Parry (India) Limited            | Audit Committee                           | Member        |
| 13 | Parry Agro Industries Limited          | Audit Committee                           | Member        |
| 14 | Parry Agro Industries Limited          | Stakeholders Relationship Committee       | Chairman      |
| 15 | Parry Agro Industries Limited          | Nomination and Remuneration Committee     | Member        |
| 16 | Parry Agro Industries Limited          | Corporate Social Responsibility Committee | Chairman      |
| 17 | New Ambadi Estates Private Limited     | Corporate Social Responsibility Committee | Chairman      |
| 18 | Ambadi Enterprises Limited             | Audit Committee                           | Member        |
| 19 | Ambadi Enterprises Limited             | Nomination and Remuneration Committee     | Member        |
| 20 | Ambadi Enterprises Limited             | Corporate Social Responsibility Committee | Member        |
| 21 | USV Private Limited                    | Corporate Social Responsibility Committee | Member        |

He holds no shares in The Ramco Cements Limited.

The draft letter of reappointment for Shri.M.M.Venkatachalam as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

### Disclosure of Interest:

Except Shri.M.M.Venkatachalam, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

### Item No: 8

#### PLAN A

The Company is proposing Employee Stock Option Schemes, to reward those who had put in long service and contributed to the growth of the Company. The objective of the scheme is to give them opportunity to participate and gain from the Company's performance, thereby acting as a suitable reward.

Participation in the ownership of the Company, through share based compensation schemes will be a just reward for the

employees for their continuous hard work, dedication and support, which has led the company to be what it is today.

The scheme is also intended to attract and retain key talents and motivate them to contribute for the Company's progress and profitability.

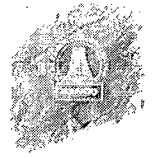
Accordingly, the Company had formulated "Employee Stock Option Scheme 2018 – Plan A" (ESOS 2018 – PLAN A) with the aggregate shares underlying the stock option scheme as 5,00,000 equity shares of ₹ 1/- each. The scheme will be extended to the Employees of the Company, as defined in Regulation 2(1)(f) of SBEB.

The scheme will be implemented in accordance with Rule 12 of the Rules and SBEB and such other laws, as may be applicable in this regard, by the Nomination and Remuneration Committee of the Company.

The main features of the ESOS 2018 – PLAN A are as under:

#### 1. Brief Description of the Scheme(s):

This proposed Scheme called Employees Stock Option Scheme 2018 – Plan A (ESOS 2018 – PLAN A) is intended to reward the Eligible Employees of the Company, for their performance and to motivate them to contribute to the progress and profitability of the Company. The Company also intends to



- use this Scheme to retain talent in the organization as it views options as instruments that would enable the Employees to share the value they create for the Company.
2. Total number of options to be granted:

Such number of options would be available for grant to the eligible employees of the Company under ESOS 2018 – PLAN A, in one or more tranches exercisable up to 5,00,000 (Five Lakhs) Equity Shares in the Company of face value of ₹ 1/- each fully paid-up.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/termination of the employees or otherwise, would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOS 2018 – PLAN A, within overall ceiling.

The SBEB require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, the Committee is authorised to decide on issue of additional options, in such circumstances, subject to compliance of the SEBI (SBEB) Regulations.
  3. Identification of classes of employees entitled to participate in ESOS 2018 – PLAN A:

The Permanent employees of the Company, who have put in 15 years of service are entitled to participate in ESOS 2018 – PLAN A. Following persons are not eligible:

    - a) an employee who is a Promoter or belongs to the Promoter Group;
    - b) a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
    - c) an Independent Director within the meaning of the Companies Act, 2013.
  4. Requirements of vesting and period of vesting:

The options granted shall vest so long as an employee continues to be in the employment of the Company. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year.

The vesting dates in respect of the options granted under the Scheme may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.
  5. Maximum period within which the options shall be vested:

Options granted under ESOS 2018 – PLAN A would vest subject to maximum period of 5 (five) years from the date of grant of such options, as may be decided by the Committee.
  6. Exercise price or pricing formula:

The Exercise Price shall be equal to ₹ 1/- (Rupees One only) per option or any other price as may be decided by the Committee.
  7. Exercise period and the process of Exercise:

The options vested during a financial year can be exercised by the Grantee on or before 31<sup>st</sup> December of the immediately succeeding Financial Year.

The Vested options shall be exercisable by the employees by an application to the Company expressing his/her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. The options shall lapse if not exercised within the specified exercise period.
  8. Appraisal process for determining the eligibility of employees under ESOS 2018 – PLAN A:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time.
  9. Maximum number of options to be issued per employee and in aggregate:

The number of options that may be granted to any specific employee of the Company under ESOS 2018 – PLAN A, shall not exceed 1 lakh in any financial year and shall not exceed 2 lakh in aggregate.
  10. Maximum Quantum of benefits to be provided per employee under the ESOS 2018 – PLAN A:

The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.
  11. Scheme of implementation:

The Scheme shall be implemented and administered directly by the Company.
  12. Source of Shares:

The Scheme contemplates fresh Issue of Shares by the Company ("Primary Shares").
  13. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:

Company is not providing any loan for ESOS 2018 – PLAN A purpose, as Company is directly implementing the plan.
  14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:

Not applicable.
  15. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant

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Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

### 16. Method of Valuation:

The Company shall use one of the applicable methods (intrinsic value or fair value) to value its options. In case of Intrinsic Value Method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earnings per Share (EPS) of the company shall be disclosed in the Board's report.

Consent of the members is being sought by way of Special Resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SBEB.

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in the Resolution to the extent of any Stock Options that may be granted to them and the resultant equity shares issued, as applicable.

### PLAN B

The Company is proposing Employee Stock Option Schemes, to reward those who had put in long service and contributed to the growth of the Company. The objective of the scheme is to give them opportunity to participate and gain from the Company's performance, thereby acting as a suitable reward.

Participation in the ownership of the Company, through share based compensation schemes will be a just reward for the employees for their continuous hard work, dedication and support, which has led the company to be what it is today.

The scheme is also intended to attract and retain key talents and motivate them to contribute for the Company's progress and profitability.

Accordingly, the Company had formulated "Employee Stock Option Scheme 2018 – Plan B" (ESOS 2018 – PLAN B) with the aggregate shares underlying the stock option scheme as 7,00,000 equity shares of ₹ 1/- each. The scheme will be extended to the Employees of the Company, as defined in Regulation 2(1)(f) of SBEB.

The scheme will be implemented in accordance with Rule 12 of the Rules and SBEB and such other laws, as may be applicable in this regard, by the Nomination and Remuneration Committee of the Company.

The main features of the ESOS 2018 – PLAN B are as under:

#### 1. Brief Description of the Scheme(s):

This proposed Scheme called Employees Stock Option Scheme 2018 – Plan B (ESOS 2018 – PLAN B) is intended to reward the Eligible Employees of the Company, for their performance and to motivate them to contribute to the progress

and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization as it views options as instruments that would enable the Employees to share the value they create for the Company.

#### 2. Total number of options to be granted:

Such number of options would be available for grant to the eligible employees of the Company under ESOS 2018 – PLAN B, in one or more tranches exercisable up to 7,00,000 (Seven Lakhs) Equity Shares in the Company of face value of ₹ 1/- each fully paid-up.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/termination of the employees or otherwise, would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOS 2018 – PLAN B, within overall ceiling.

The SBEB require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, the Committee is authorised to decide on issue of additional options, in such circumstances, subject to compliance of the SEBI (SBEB) Regulations.

#### 3. Identification of classes of employees entitled to participate in ESOS 2018 – PLAN B:

The Permanent employees of the Company, who have put in 2 years of service are entitled to participate in ESOS 2018 – PLAN B. Following persons are not eligible:

- an employee who is a Promoter or belongs to the Promoter Group;
- a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- an Independent Director within the meaning of the Companies Act, 2013.

#### 4. Requirements of vesting and period of vesting:

The options granted shall vest so long as an employee continues to be in the employment of the Company. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year.

The vesting dates in respect of the options granted under the Scheme may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.

#### 5. Maximum period within which the options shall be vested:

Options granted under ESOS 2018 – PLAN B would vest



- subject to maximum period of 5 (five) years from the date of grant of such options, as may be decided by the Committee.
6. Exercise price or pricing formula:  
The Exercise Price shall be equal to ₹ 100/- (Rupees One hundred only) per option or any other price as may be decided by the Committee.
7. Exercise period and the process of Exercise:  
The options vested during a financial year can be exercised by the Grantee on or before 31<sup>st</sup> December of the immediately succeeding Financial Year.  
The Vested options shall be exercisable by the employees by an application to the Company expressing his/her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. The options shall lapse if not exercised within the specified exercise period.
8. Appraisal process for determining the eligibility of employees under ESOS 2018 – PLAN B:  
The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time.
9. Maximum number of options to be issued per employee and in aggregate:  
The number of options that may be granted to any specific employee of the Company under ESOS 2018 – PLAN B, shall not exceed 1 lakh in any financial year and shall not exceed 2 lakh in aggregate.
10. Maximum Quantum of benefits to be provided per employee under the ESOS 2018 – PLAN B:  
The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.
11. Scheme of implementation:  
The Scheme shall be implemented and administered directly by the Company.
12. Source of Shares:  
The Scheme contemplates fresh Issue of Shares by the Company ("Primary Shares").
13. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:  
Company is not providing any loan for ESOS 2018 – PLAN B purpose, as Company is directly implementing the plan.
14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:  
Not applicable.
15. Accounting and Disclosure Policies:  
The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.
16. Method of Valuation:  
The Company shall use one of the applicable methods (intrinsic value or fair value) to value its options. In case of Intrinsic Value Method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earnings per Share (EPS) of the company shall be disclosed in the Board's report.  
Consent of the members is being sought by way of Special Resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SBEB.  
The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in the Resolution to the extent of any Stock Options that may be granted to them and the resultant equity shares issued, as applicable.

#### Item No: 9

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Shri.M.F.Farooqui, IAS (Retd.) (DIN 01910054) as Additional Director on 30<sup>th</sup> August 2017, under Non-Executive Independent Director category.

Shri.M.F.Farooqui had spent 36 years as a career Civil Servant in the Indian Administrative Service. He had worked in the Government of India in various positions, including as Secretary–Department of Telecom and Heavy Industries, Special Secretary & Additional Secretary–Ministry of Environment and Joint Secretary–Department of Economic Affairs.

In the Government of Tamil Nadu, he had worked as Principal Secretary – Industries Department, Member Secretary – Chennai Metropolitan Development Authority and Deputy Secretary – Finance Department (Budget).

He had also served as Chairman of Repco Bank, Titan Company Limited and Tamilnadu Newsprint & Papers Limited.

He holds Masters Degree in Physics and Business Administration.

He is presently on the Board of TVS Electronics Limited as Independent Director.

In terms of Section 161(1) of the Companies Act, 2013 read with Article 92 of the Articles of Association of the Company, Shri.M.F.Farooqui holds office as Additional Director up to the date of the forthcoming Annual General Meeting.

Shri.M.F.Farooqui is proposed to be appointed as an Independent Director for 5 consecutive years from the date of his appointment.

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He has furnished a declaration pursuant to section 149(6) of the Companies Act, 2013 that he meets the criteria of independence and is hence eligible for appointment as an Independent Director. In the opinion of the Board, Shri.M.F.Farooqui fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

He holds no shares in The Ramco Cements Limited.

The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

A copy of the letter of appointment issued to Shri.M.F.Farooqui would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Shri.M.F.Farooqui, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

### Item No: 10

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of cement and generation of wind energy.

On the recommendation of the Audit Committee at its meeting held on 23-05-2018, the Board had approved the appointment of M/s.Geeyes & Co., Cost Accountants as the Cost Auditors of the Company to audit the Company's Cost Records relating to manufacture of cement and generation of wind energy, for the financial year 2018-19. The Board had approved a remuneration of ₹ 4,50,000/- (Rupees Four lakhs fifty thousand only) exclusive of GST and Out-of-pocket expenses.

The remuneration to be paid to the cost auditor is required to be ratified by the members, in accordance with the provisions of Section 148(3) of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014.

The Directors recommend the Resolution to the Members for their approval. None of the Directors, Key Managerial Personnel or their relatives are interested in this Resolution.