

## **THE RAMCO CEMENTS LIMITED**

**Corporate Office:**

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98-A, Dr. Radhakrishnan Salai, Mylapore,  
Chennai - 600 004, India.

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Website: [www.ramcocements.in](http://www.ramcocements.in)

Corporate Identity Number: L26941TN1957PLC003566

3 August 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: Proceedings of Annual General Meeting held on 3.8.2018**

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the Annual General Meeting held on 3.8.2018.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **THE RAMCO CEMENTS LIMITED**,

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

Encl : As above

# THE RAMCO CEMENTS LIMITED

## PROCEEDINGS OF 60<sup>TH</sup> ANNUAL GENERAL MEETING

Day & Date	:	Friday, the 3 <sup>rd</sup> August 2018
Venue	:	P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam-626108.
Time of Commencement	:	10.15 AM
Time of Conclusion	:	11.00 AM

Attendance / Holding		No. of Persons	Aggregate No. of Shares held
Attended in Person	:	48	9,69,97,757
Attended through Proxy	:	2	20,664

The following Directors were present at the Meeting:

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

Auditors present:

1. Ms.V.Jayanthi  
Mr.M.Vijayan M/s.Ramakrishna Raja And Co.  
Chartered Accountants
2. Mr.P.Santhanam M/s.SRSV & Associates  
Chartered Accountants
3. Shri.K.Sriram  
Shri.R.Sivasubramanian M/s.S.Krishnamurthy & Co.  
Company Secretaries

Scrutiniser Present:

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



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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
2. Shri.S.Vaithyanathan, Chief Financial Officer
3. Shri.P.Sridar, General Manager – Audit & Systems

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

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

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

The Chairman explained the absence of 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, Independent Auditors' Report and the Secretarial Audit Report were available for inspection by Members.

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

The Chairman delivered his speech during the course of which he reviewed the performance of the Company and adequately clarified the queries raised by some of the members.

The Chairman informed the Members that the Company had provided remote e-voting facility to the Members as on 27<sup>th</sup> July 2018, the cut-off date to vote on the resolutions to be considered at the Annual General Meeting. He informed that the remote e-voting commenced at 9.00 AM on 31<sup>st</sup> July 2018 and ended at 5.00 PM on 2<sup>nd</sup> August 2018. He requested the Members who had not availed the remote e-voting facility to vote through ballot for which polling papers and ballot box had been provided at the venue of the meeting.



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The Chairman informed the Members that Shri.K.Srinivasan, Chartered Accountant (MembershipNo:021510), Partner, M/s.M.S.Jagannathan &N.Krishnaswami, Chartered Accountants had been appointed as the Scrutiniser to scrutinise the remote e-voting and the ballot process in a fair and transparent manner.

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

## **ORDINARY BUSINESS**

### **RESOLUTION NO: 1 - ORDINARY RESOLUTION**

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

### **RESOLUTION NO: 2 - ORDINARY RESOLUTION**

*"RESOLVED THAT a Dividend of Rs.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."*

### **RESOLUTION NO: 3 - ORDINARY RESOLUTION**

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

## **SPECIAL BUSINESS**

### **RESOLUTION NO: 4 - SPECIAL RESOLUTION**

*"RESOLVED THAT 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 Rs.1000 Crores, within the overall outstanding borrowing limits approved by the Members.*



## **THE RAMCO CEMENTS LIMITED**

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

**RESOLUTION NO: 5 - 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."*

**RESOLUTION NO: 6 - SPECIAL RESOLUTION**

*"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, 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."*

**RESOLUTION NO: 7 - 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."*



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RESOLUTION NO: 8 - 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 Rs.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.*



## **THE RAMCO CEMENTS LIMITED**

*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.*

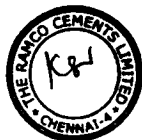
*RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2018 – PLAN A.*

*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 Rs.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.*



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*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 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.”*

**RESOLUTION NO: 9 - 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.”*





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RESOLUTION NO: 10 - 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 Rs.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.”*

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

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

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

