



## **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

4 August 2017

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 4.8.2017**

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 4.8.2017.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **THE RAMCO CEMENTS LIMITED,**

*K.Selvanayagam*

**K.SELVANAYAGAM  
SECRETARY**

Encl : As above

# THE RAMCO CEMENTS LIMITED

## PROCEEDINGS OF 59<sup>TH</sup> ANNUAL GENERAL MEETING

Day & Date	:	Friday, the 4 <sup>th</sup> August 2017
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	:	32	9,53,71,223
Attended through Proxy	:	5	5,42,227

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

Auditors present:

1. Mr.K.Srinivasan M/s.M.S.Jagannathan & N.Krishnaswami  
Statutory Auditors
2. Ms.Madura Ganesh M/s.CNGSN & Associates LLP  
Statutory Auditors
3. Mr.K.Sriram M/s.S.Krishnamurthy & Co.  
Secretarial Auditors
4. Ms.V.Jayanthi M/s.Ramakrishna Raja And Co.\*  
Mr.M.Vijayan Chartered Accountants
5. Mr.R.Subburaman M/s.SRSV & Associates\*  
Mr.V.Rajeswaran Chartered Accountants

\* Proposed Auditors for the years  
2017-18 to 2021-22



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The following Executives were present at the Meeting:

In Attendance:

1. Shri.K.Selvanayagam, Secretary

By Invitation:

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

Shri.P.R.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 informed the gathering about the passing away of, Shri.P.R.Ramasubrahmaneya Rajha, the Company's former Chairman & Managing Director on 11.5.2017. The Members observed silence for a minute as a mark of respect to the departed soul.

The Chairman thanked the shareholders for being a pillar of support to Shri.P.R.Ramasubrahmaneya Rajha and to the Company all along. He sought their continued co-operation and support in the years to come as well. He also assured that he and the Management Team would assiduously follow the vision and path set by the former CMD and would strive to take the Company to newer heights.

The Chairman explained the absence of Shri.M.B.N.Rao and Smt. Justice Chitra Venkataraman (Retd.), Directors, which was due to their 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, Auditors' Report and the Secretarial Auditor's Report were available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Board's Report, Financial Statements comprising Separate and Consolidated Statement of Profit & Loss of the Company for the year ended 31<sup>st</sup> March 2017, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date, Auditors' Report to the Shareholders and Secretarial Auditor's 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.



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

The Chairman informed the Members that the Company had provided remote e-voting facility to the Members 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 1<sup>st</sup> August 2017 and ended at 5.00 PM on 3<sup>rd</sup> August 2017. He requested the Members who had not availed the remote e-voting facility to vote through ballot for which polling papers and ballot box had been provided at the venue of the meeting.

The Chairman informed the Members that Shri.K.Srinivasan, Chartered Accountant (Membership No: 021510), Partner, M/s.M.S.Jagannathan &N.Krishnaswami, Chartered Accountants had been appointed as the Scrutiniser to scrutinise the 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**

“RESOLVED THAT the Board’s Report and the Company’s Separate and Consolidated Statements of Profit and Loss for the year ended 31<sup>st</sup> March 2017, Balance Sheets as at that date and Cash Flow Statements for the year ended on thatdate and the Auditors’ Reports thereon be and are hereby considered and adopted.”

### **RESOLUTION NO: 2**

“RESOLVED THAT a Dividend of Rs.3/- per Share be and is hereby declared for the year ended 31<sup>st</sup> March 2017 and the same be paid to those shareholders whose names appear in the Register of Members and Register of Depositories as on 28<sup>th</sup> July 2017.”

### **RESOLUTION NO: 3**

“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.”

### **RESOLUTION NO: 4**

“RESOLVED THAT in terms of section 139, 142 and otherapplicable provisions of the Companies Act, 2013 and Companies(Audit and Auditors) Rules, 2014, M/s.Ramakrishna Raja And Co., Chartered Accountants, holding Firm Registration No: 005333S and M/s.SRSV& Associates, Chartered Accountants, holding Firm Registration No: 015041S, be and are hereby appointed as Auditors of the Company [in place of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, and M/s.CNGSN & Associates LLP, Chartered



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Accountants, whose tenure as Auditors come to an end at the close of the 59th Annual General Meeting in terms of Section 139(2) of Companies Act, 2013] for five consecutive financial years commencing from the Financial Year 2017-2018 and to hold office from the conclusion of 59<sup>th</sup> Annual General Meeting till the conclusion of the 64<sup>th</sup> Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the Members at every intervening Annual General Meeting to be held after this Annual General Meeting.

RESOLVED FURTHER THAT each of the Auditors shall be paid for the financial year 2017-2018, a remuneration of Rs.11,00,000/- (exclusive of Service Tax and Out-of-pocket expenses).

RESOLVED FURTHER THAT for the financial years 2018-2019, 2019-2020, 2020-2021 and 2021-2022, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee.”

## SPECIAL BUSINESS

### RESOLUTION NO: 5 – SPECIAL RESOLUTION

“RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the Company be and is hereby accorded to the appointment of Shri.P.R.Venketrama Raja (DIN: 00331406) as Managing Director of the Company for a period of 5 years with effect from 04-06-2017, at a remuneration equivalent to 5% of the net profits of the Company.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, not being more than three such financial years over the entire tenure of five years, the Company has no profit or inadequate profit, the Managing Director shall be paid remuneration as approved by the Board and the Nomination and Remuneration Committee which shall not exceed the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT when the Company is having no profit or inadequate profit, the Managing Director shall be eligible for the following perquisites which shall not be included in the computation of ceiling on the remuneration, in respect of those financial years:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- c. Encashment of leave at the end of the tenure.



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RESOLVED FURTHER THAT in addition to the remuneration as aforesaid the Managing Director shall also be eligible for any fee that may be paid for attending Meetings of the Board or any Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised to fix the components, quantum and periodicity of the remuneration payable to the Managing Director subject to the limits above."

### RESOLUTION NO: 6 – SPECIAL RESOLUTION

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

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

### RESOLUTION NO: 7

"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.4,00,000/- (Rupees Four lakhs only) exclusive of Service Tax and Out-of-pocket expenses, payable to M/s. Geeyes & Co., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2017-18 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified."



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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.

