



THE RAMCO CEMENTS LIMITED

(formerly Madras Cements Ltd.)

Corporate Office:

Auras Corporate Centre, V Floor,
98-A, Dr. Radhakrishnan Salai, Mylapore,
Chennai - 600 004, India.

Tel: +91 44 2847 8666 Fax: +91 44 2847 8676

Website: www.ramcocements.in

Corporate Identity Number: L26941TN1957PLC003566

5 August 2016

National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.

Scrip Code:RAMCOCEM

BSE Limited,
Floor 25, "P.J.Towers",
Dalal Street, Mumbai – 400 001.

Scrip Code:500260

Dear Sirs,

Sub: Compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the Annual General Meeting of the Equity Shareholders of the Company was held on Thursday, the 4th August 2016, at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu.

All the resolutions had been passed with requisite majority. The details regarding the voting results in the prescribed format are enclosed.

Thanking you,

Yours faithfully,

For **THE RAMCO CEMENTS LIMITED**,

K.Selvanayagam

K.SELVANAYAGAM
SECRETARY

Encl : As above

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58th Annual General Meeting – Voting Results

[Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of AGM	4 th August 2016
Total Number of shareholders on record date	23,559
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	7
Public	32
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	0
Public	0

Resolution No.	1
Resolution Required : Ordinary	Adoption of Financial Statements for the year ended 31 st March 2016
Whether promoter/promoter group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		100705560	100.00	100705560	0	100	0
	Poll							
	Total	100705560	100705560	100.00	100705560	0	100	0
Public - Institutions	E-Voting		51274951	57.95	51274951	0	100	0
	Poll							
	Total	88480685	51274951	57.95	51274951	0	100	0
Public - Non-Institutions	E-Voting		3334295	6.82	3334295	0	100	0
	Poll		241676	0.49	241676	0	100	0
	Total	48890535	3575971	7.31	3575971	0	100	0
TOTAL		238076780	155556482	65.34	155556482	0	100	0



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Resolution No.	2
Resolution Required : Ordinary	Reappointment of Shri.P.R.Ramasubrahmaneya Rajha as Director
Whether promoter/promoter group are interested in the agenda/resolution	Shri.P.R.Ramasubrahmaneya Rajha, Promoter, is interested in this resolution as appointee.

Category	Mode of Voting	No. of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		100705560	100.00	100705560	0	100	0
	Poll							
	Total	100705560	100705560	100.00	100705560	0	100	0
Public - Institutions	E-Voting		51644559	58.37	51515323	129236	99.75	0.25
	Poll							
	Total	88480685	51644559	58.37	51515323	129236	99.75	0.25
Public - Non-Institutions	E-Voting		3334295	6.82	3334295		100	0.00
	Poll		241676	0.49	241676		100	0.00
	Total	48890535	3575971	7.31	3575971	0	100	0.00
TOTAL		238076780	155926090	65.49	155796854	129236	99.92	0.08



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Resolution No.	3
Resolution Required : Ordinary	Reappointment of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants and M/s.CNGSN & Associates LLP, Chartered Accountants, as Auditors
Whether promoter/promoter group are interested in the agenda/resolution	No

Category	Mode of Voting	No. of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		100705560	100.00	100705560	0	100	0
	Poll							
	Total	100705560	100705560	100.00	100705560	0	100	0
Public - Institutions	E-Voting		51338462	58.02	43701331	7637131	85.12	14.88
	Poll							
	Total	88480685	51338462	58.02	43701331	7637131	85.12	14.88
Public - Non-Institutions	E-Voting		2878658	5.89	2878620	38	100.00	0.00
	Poll		241676	0.49	241676	0	100	0.00
	Total	48890535	3120334	6.38	3120296	38	100.00	0.00
TOTAL		238076780	155164356	65.17	147527187	7637169	95.08	4.92



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Resolution No.	4
Resolution Required : Special	Reappointment of Shri.P.R.Ramasubrahmaneya Rajha as the Chairman And Managing Director
Whether promoter/promoter group are interested in the agenda/resolution	Shri.P.R.Ramasubrahmaneya Rajha, Promoter, is interested in this resolution as appointee.

Category	Mode of Voting	No. of shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		100705560	100.00	100705560	0	100	0
	Poll							
	Total	100705560	100705560	100.00	100705560	0	100	0
Public - Institutions	E-Voting		46158865	52.17	41036980	5121885	88.90	11.10
	Poll							
	Total	88480685	46158865	52.17	41036980	5121885	88.90	11.10
Public - Non-Institutions	E-Voting		2878658	5.89	2878658	0	100	0.00
	Poll		241676	0.49	241676	0	100	0.00
	Total	48890535	3120334	6.38	3120334	0	100	0.00
TOTAL		238076780	149984759	63.00	144862874	5121885	96.59	3.41



5 GF Abirami Apartments 14 VOC Road, Cantonment Trichy 620001 Phone: 0431-2140542	D1 B Block First Floor Parsn Paradise 46 GN Chetty Road T Nagar Chennai 600017 Phone: 044-42059739/45008214
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Email: srinivasan.k@msjnk.com

Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
The Ramco Cements Limited
'Ramamandiram'
Rajapalayam 626117

Dear Sir,

Sub: E-voting and ballot process in respect of your Company's 58th Annual General meeting (AGM) held on 04 August 2016 - submission of Scrutiniser's report

1. I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, 5, GF, Abirami Apartments, 14 VOC Road, Cantonment, Trichy 620001, have been appointed as Scrutinizer by the Board of Directors of **The Ramco Cements Limited**, ("the Company") for the purpose of scrutinizing the e-voting process and the continuation of the ballot process at the AGM and ascertaining the requisite majority on voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 4 resolutions contained in the notice convening the 58th AGM of the members of the Company, held at 10:15 AM on Thursday, the 04th August 2016 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam- 626108.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means and the continuation of the ballot process at the AGM on the resolutions contained in the notice to the AGM of the members of the Company. My responsibility is to conduct the ballot process at the AGM and scrutinize the remote e-voting process in a fair and transparent manner and make a consolidated scrutinizer's report of the total votes cast in favour or against.
3. The equity shares lying in Unclaimed Shares Suspense Account on which voting rights were frozen in terms of Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') were not considered in the ballot process.
4. The Chairman announced that the ballot process be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting, to exercise their voting rights. I displayed to the members present an empty ballot box meant to be used for the ballot process and locked them. I also authenticated ballot papers in Form No. MGT-12 for use in the ballot process and had them distributed to the members at the AGM hall who wanted to vote.



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5. On the completion of the voting through ballot process:
- 5.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company.
- 5.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
- 5.3. I scrutinized the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date.
6. I have also verified and confirm that:
- 6.1. No voting rights were exercised in respect of the equity shares lying in Unclaimed Shares Suspense Account in terms of LODR.
- 6.2. No member who had exercised their vote through remote e-voting facility, participated in the ballot process at the AGM.
7. I have recorded the particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
8. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:

Resolution No	Brief Text of Resolution	Type
1	ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016	Ordinary Resolution
2	REAPPOINTMENT OF SHRI.P.R.RAMASUBRAHMANEYA RAJHA AS DIRECTOR	Ordinary Resolution
3	RATIFICATION OF APPOINTMENT OF M/S.M.S.JAGANNATHAN & N.KRISHNASWAMI, CHARTERED ACCOUNTANTS AND M/S.CNGSN & ASSOCIATES LLP, CHARTERED ACCOUNTANTS, AS AUDITORS	Ordinary Resolution
4	REAPPOINTMENT OF SHRI.P.R.RAMASUBRAHMANEYA RAJHA AS THE CHAIRMAN AND MANAGING DIRECTOR	Special Resolution

9. The consolidated results of the voting through remote e-voting and the ballot process at the AGM venue are as under:



K.SRINIVASAN
CHARTERED ACCOUNTANT

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Resolution No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	240	15,55,56,482	240	15,55,56,482	100.00%	0	0	0.00%
2.	244	15,59,26,090	239	15,57,96,854	99.92%	5	1,29,236	0.08%
3.	238	15,51,64,356	212	14,75,27,187	95.08%	26	76,37,169	4.92%
4.	229	14,99,84,759	191	14,48,62,874	96.59%	38	51,21,885	3.41%

10. All the three (3) ordinary resolutions and one (1) special resolution have been passed with the requisite majority on the date of the AGM, namely 04 August 2016.



K.Srinivasan
Chartered Accountant
Membership No. 021510

Chennai
05 August 2016



For THE RAMCO CEMENTS LIMITED,



K. SELVANAYAGAM
SECRETARY