



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

4 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: Proceedings of Annual General Meeting held on 4.8.2016.

Pursuant to Clause 13 of Schedule III, Part A, Para A read with Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the Annual General Meeting held on 4.8.2016.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **THE RAMCO CEMENTS LIMITED,**

K Selvanayagam

K.SELVANAYAGAM
SECRETARY

Encl : As above

SOLA

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PROCEEDINGS OF 58TH ANNUAL GENERAL MEETING

Day & Date : Thursday, the 4th August 2016
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

Members attended in person	..	33
Members attended through proxy*	..	6

Total	..	39

* No. of Shares Represented by the Proxies .. 11,88,668

The following Directors were present at the Meeting:

1. Shri.P.R.Ramasubrahmaneya Rajha, Chairman
2. Shri.P.R.Venketrama Raja (Chairman of the Stakeholders Relationship Committee)
3. Shri.R.S.Agarwal (Chairman of the Audit Committee and Nomination and Remuneration Committee)
4. Shri.M.M.Venkatachalam
5. Smt. Justice Chitra Venkataraman (Retd.)

Auditors present:

1. Shri.K.Srinivasan M/s.M.S.Jagannathan & N.Krishnaswami
Statutory Auditors
2. Shri.C.N.Gangadaran M/s.CNGSN & Associates LLP
Statutory Auditors
3. Shri.K.Sriram M/s.S.Krishnamurthy & Co
Secretarial Auditors

The following Executives were present at the Meeting:

In Attendance:

1. Shri.K.Selvanayagam, Secretary



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By Invitation:

1. Shri.A.V.Dharmakrishnan, Chief Executive Officer
2. Shri.S.Vaithyanathan, Chief Financial Officer

Shri.P.R.Ramasubrahmaneya Rajha, 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, 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 Standalone and Consolidated Statement of Profit & Loss of the Company for the year ended 31st March 2016, 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.

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 1st August 2016 and ended at 5.00 PM on 3rd August 2016. 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:21510), 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.



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ORDINARY BUSINESS

RESOLUTION NO: 1

“RESOLVED that the Board’s Report and the Company’s Standalone and Consolidated Statements of Profit and Loss for the year ended 31st March 2016, Balance Sheets as at that date and Cash Flow Statements for the year ended on that date and the Auditors’ Reports thereon be and are hereby considered and adopted.”

RESOLUTION NO: 2

“RESOLVED that Shri.P.R.Ramasubrahmaneya Rajha (DIN:00331357), who retires by rotation, be and is hereby elected as Director of the Company.”

RESOLUTION NO: 3

“RESOLVED THAT in terms of section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, holding Firm Registration No:001208S and M/s.CNGSN & Associates LLP, Chartered Accountants, holding Firm Registration No:004915S, as Auditors of the Company for the third consecutive year, viz. from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 28-07-2014, be and is hereby ratified.”

SPECIAL BUSINESS

RESOLUTION NO: 4

“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.Ramasubrahmaneya Rajha (DIN:00331357) as Chairman & Managing Director of the Company for a period of 3 years with effect from 01-04-2017, at a remuneration equivalent to 5% of the net profits of the Company.

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 however that the annual remuneration does not exceed 5% of the net profits of the Company in any financial year.



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RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, the Chairman & Managing Director shall be paid remuneration as approved by the Nomination and Remuneration Committee which shall be 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 the remuneration aforesaid shall be exclusive of any fee 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.”

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.

