



Ref.No.53rd AGM Mnts/Filing
5.9.2018

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051
Scrip Code: RAMCOIND EQ

BSE Limited
Floor 25, "P.J.Towers"
Dalal Street
Mumbai - 400 001
Scrip Code: 532369

Dear Sir,

Sub : Submission of 53rd AGM Minutes – reg.

We enclose a copy of the minutes of 53rd Annual General Meeting held on 3rd August 2018, together with the voting results.

Kindly take the same on record.

Thanking you

Yours faithfully
For RAMCO INDUSTRIES LIMITED

S. Balamurugasundaram
Company Secretary & Legal Head

Encl.: as above

Ramco Industries Limited

MINUTES OF THE 53RD ANNUAL GENERAL MEETING OF THE MEMBERS OF RAMCO INDUSTRIES LIMITED HELD ON FRIDAY THE 3RD AUGUST, 2018 AT 11.00 A.M. AT SHRI P.A.C.R. CENTENARY COMMUNITY HALL, SUDARSAN GARDENS, P.A.C. RAMASAMY RAJA SALAI, RAJAPALAIYAM – 626 108

Time of Commencement : 11.00 a.m.
Time of Conclusion : 11.40 a.m.

Attendance / Holding		No. of Persons	Aggregate No. of Shares held
Attended in Person	:	36	3,28,15,579
Attended through Proxy	:	Nil	Nil

The following Directors were present at the Meeting :

1. Shri P.R. Venketrama Raja, Chairman (Chairman of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee)
2. Shri P.V. Abinav Ramasubramaniam Raja, Managing Director
3. Shri S.S. Ramachandra Raja
4. Shri N.K. Shrikantan Raja
5. Shri R.S. Agarwal (Chairman of Audit Committee and Nomination and Remuneration Committee)
6. Shri V. Santhanaraman
7. Smt. Justice Chitra Venkataraman (Retd.)

Auditors Present :

1. Shri M. Vijayan M/s. Ramakrishna Raja And Co.
Chartered Accountants
2. Shri P. Santhanam M/s. SRSV & Associates
Chartered Accountants
3. Shri K. Sriram M/s. S. Krishnamurthy & Co.
Shri R. Sivasubramanian Company Secretaries (Secl. Auditors)

Scrutinizer Present :

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

The following Key Managerial Personnel were present at the Meeting :

Shri Prem G Shanker, Chief Executive Officer
Shri K. Sankaranarayanan, Chief Financial Officer
Shri S. Balamurugasundaram, Company Secretary & Legal Head

Shri P.R. Venketrama Raja, Chairman of the Company presided over the 53rd Annual General Meeting of the Company.

CHAIRMAN'S
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The Chairman declared that the necessary Quorum for the Meeting was present and called the Meeting to Order. The Chairman then introduced the Directors of the Company present on the dais to the Shareholders.

Chairman informed the Members that due to personal pre-occupation, Shri K.T. Ramachandran, Director, could not be present at the Meeting.

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

Chairman informed the Members that the Register of Directors and Key Managerial Personnel maintained under Section 170(1) of the Companies Act, 2013 was kept open and available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Board's Report, Financial Statement comprising Separate (Standalone) and Consolidated Statement of Profit & Loss of the Company for the year ended 31st March 2018, 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 been already 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 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 27th 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 31st July, 2018 and ended at 5.00 PM on 2nd 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 (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.

ORDINARY BUSINESS

RESOLUTION NO : 1 - ORDINARY RESOLUTION :

"RESOLVED that the Board's Report and the Company's Separate and Consolidated Statements of Profit and Loss for the year ended 31st March 2018, 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 – ORDINARY RESOLUTION

"RESOLVED that a Dividend of Re.0.50 per share be and is hereby declared for the year ended 31st March,2018 and the same be paid to those shareholders whose names appears in the Register of Members and Register of Depositories as on 27th July, 2018".

RESOLUTION No: 3 - ORDINARY RESOLUTION

"RESOLVED that Shri. S.S. Ramachandra Raja (DIN: 00331491), who retires by rotation, be and is hereby elected as Director of the Company."

SPECIAL BUSINESS :


RESOLUTION NO: 4 - 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 an Independent Director for another term of 5 years starting from 01.04.2019 to 31.03.2024."

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 K.T. Ramachandran (DIN 00351334), 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: 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.250 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 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: 7 - 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 the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.2,50,000/- (Rupees Two lakh 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 Fibre Cement Products (FCP & CSB) and Cotton Yarn, be and is hereby ratified".

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Chairman informed that Shri.K.Srinivasan, Chartered Accountant, Partner of M/s.M.S.Jagannathan & N. Krishnaswami, Chartered Accountants, who was the scrutiniser for the e-voting process was the scrutiniser for the poll also. He was requested to consolidate the voting particulars of the e-voting and the Poll and submit his report.

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

Based upon the Scrutiniser's Report, the results of the voting on the resolutions were given in annexure.

Date of Entry : 27.08.2018

Place: Rajapalayam

Date : 28.8.2018

Spala

P.R. Venketrama Raja

P.R. VENKETRAMA RAJA
CHAIRMAN

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P.R. Venketrama Raja

Ramco Industries Limited

Annexure

Resolution No.	1
Resolution Required : Ordinary	Adoption of Financial Statements for the year ended 31 st March 2018

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	46729821	46729821	100.00	46729821	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	46729821	46729821	100.00	46729821	0	100.00	0
Public - Institutions	E-Voting	4016083	2269241	56.50	2269241	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4016083	2269241	56.50	2269241	0	100.00	0
Public - Non-Institutions	E-Voting	35917156	501327	1.40	501327	0	100.00	0
	Poll		2204384	6.14	2204384	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	35917156	2705711	7.54	2705711	0	100.00	0
TOTAL		86663060	51704773	59.66	51704773	0	100.00	-

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Resolution No.	2
Resolution Required : Ordinary	Declaration of Dividend of Re.0.50 per share for the year 2017-18

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	46729821	46729821	100.00	46729821	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		46729821	100.00	46729821	0	100.00	0
Public - Institutions	E-Voting	4016083	2269241	56.50	2269241	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4016083	56.50	2269241	0	100.00	0
Public - Non-Institutions	E-Voting	35917156	501327	1.40	501327	0	100.00	0
	Poll		2204384	6.14	2204384	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		35917156	7.54	2705711	0	100.00	0
TOTAL		86663060	51704773	59.66	51704773	0	100.00	-

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Resolution No.	3
Resolution Required : Ordinary	Re-Appointment of Shri S.S. Ramachandra Raja (DIN:00331491) as a Director, liable to retire by rotation

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	46729821	46729821	100.00	46729821	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	46729821	46729821	100.00	46729821	0	100.00	0
Public - Institutions	E-Voting	4016083	2269241	56.50	2269241	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4016083	2269241	56.50	2269241	0	100.00	0
Public - Non-Institutions	E-Voting	35917156	501327	1.40	501327	0	100.00	0
	Poll		2204384	6.14	2204384	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	35917156	2705711	7.54	2705711	0	100.00	0
TOTAL		86663060	51704773	59.66	51704773	0	100.00	-

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Resolution No.	4
Resolution Required : Special	Reappointment of Shri R.S. Agarwal (DIN:00012594) as an Independent Director from 01.04.2019 to 31.03.2024

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	46729821	46729821	100.00	46729821	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	46729821	46729821	100.00	46729821	0	100.00	0
Public - Institutions	E-Voting	4016083	2269241	56.50	1834196	435045	80.83	19.17
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4016083	2269241	56.50	1834196	435045	80.83	19.17
Public - Non-Institutions	E-Voting	35917156	501327	1.40	501327	0	100.00	0
	Poll		2204384	6.14	2204384	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	35917156	2705711	7.54	2705711	0	100.00	0
TOTAL		86663060	51704773	59.66	51269728	435045	99.16	0.84

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Resolution No.	5
Resolution Required : Special	Reappointment of Shri K.T. Ramachandran (DIN:00351334) as an Independent Director from 01.04.2019 to 31.03.2024

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	46729821	46729821	100.00	46729821	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	46729821	46729821	100.00	46729821	0	100.00	0
Public - Institutions	E-Voting	4016083	2269241	56.50	1831366	437875	80.70	19.30
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4016083	2269241	56.50	1831366	437875	80.70	19.30
Public - Non-Institutions	E-Voting	35917156	501327	1.40	501327	0	100.00	0
	Poll		2204384	6.14	2204384	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	35917156	2705711	7.54	2705711	0	100.00	0
TOTAL		86663060	51704773	59.66	51266898	437875	99.15	0.85

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Resolution No.	6
Resolution Required : Special	Invitation to subscribe for Secured Non-Convertible debenture

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	46729821	46729821	100.00	46729821	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	46729821	46729821	100.00	46729821	0	100.00	0
Public - Institutions	E-Voting	4016083	2269241	56.50	2255328	13913	99.39	0.61
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4016083	2269241	56.50	2255328	13913	99.39	0.61
Public - Non-Institutions	E-Voting	35917156	501327	1.40	501327	0	100.00	0
	Poll		2204384	6.14	2204384	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	35917156	2705711	7.54	2705711	0	100.00	0
TOTAL		86663060	51704773	59.66	51690860	13913	99.97	0.03

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Resolution No.	7
Resolution Required : Ordinary	Ratification of fee payable to M/s.Geeyes & Co., Cost Accountants, appointed as Cost Auditors of the Company for the Financial year 2018-19

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	46729821	46729821	100.00	46729821	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	46729821	46729821	100.00	46729821	0	100.00	0
Public - Institutions	E-Voting	4016083	2269241	56.50	2255328	13913	99.39	0.61
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4016083	2269241	56.50	2255328	13913	99.39	0.61
Public - Non-Institutions	E-Voting	35917156	501327	1.40	501327	0	100.00	0
	Poll		2204384	6.14	2204384	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	35917156	2705711	7.54	2705711	0	100.00	0
TOTAL		86663060	51704773	59.66	51690860	13913	99.97	0.03

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