

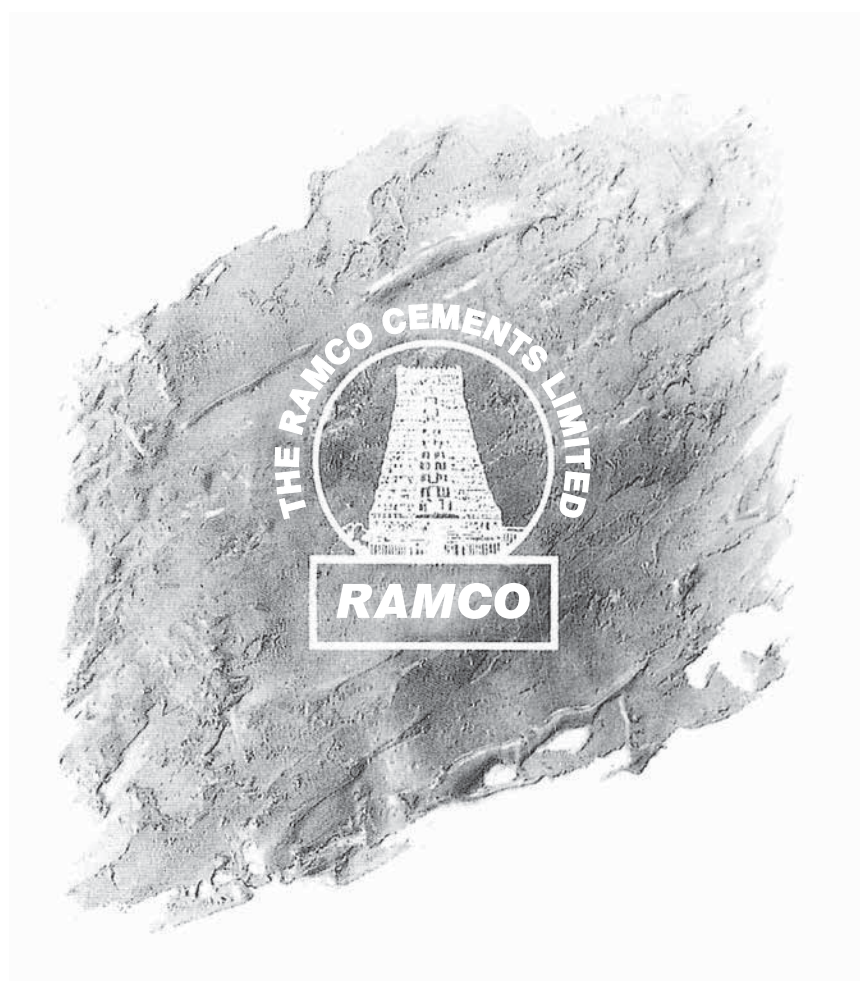
The Ramco Cements Limited

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Annual Report

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2017-2018





**SHRI. P.R. RAMASUBRAHMANEYA RAJHA**

Sridharmarakshakar, Ramco Group

*Keep on performing your duties without  
Expecting any reward in return and lead a selfless life.*

*- Bhagavad Gita*

# THE RAMCO CEMENTS LIMITED



## Board of Directors

Shri.P.R.VENKETRAMA RAJA, B.Tech.,  
*Chairman & Managing Director*

Shri.R.S.AGARWAL, B.Sc., B.E.,

Shri.M.B.N.RAO, B.Sc. (Agri).

Shri.M.M.VENKATACHALAM, B.Sc. (Agri).

Smt. JUSTICE CHITRA VENKATARAMAN (Retd.)

Shri.M.F.FAROOQUI, IAS (Retd.)

## Bankers

Canara Bank

Citi Bank

Deutsche Bank

HDFC Bank Ltd

ICICI Bank Ltd

IDBI Bank Ltd

IDFC Bank Ltd

Kotak Mahindra Bank Ltd

Standard Chartered Bank

The Federal Bank Ltd

The Hongkong and Shanghai  
Banking Corporation Ltd

Yes Bank Ltd

## Chief Executive Officer

Shri.A.V.Dharmakrishnan

## Chief Financial Officer

Shri.S.Vaithyanathan

## Secretary

Shri.K.Selvanayagam

## Corporate Office

98-A, Dr.Radhakrishnan Road, Mylapore  
Chennai – 600 004, Tamil Nadu

## Registered Office

“Ramamandiram”  
Rajapalayam – 626 117, Tamil Nadu

## Website

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

## Corporate Identity Number

L26941TN1957PLC003566

## Auditors

M/s.Ramakrishna Raja And Co  
Chartered Accountants  
1-D, GD Apartments, 6, Shanthinikethan  
V.P.Rathinasamy Nadar Road  
Bibikulam, Madurai – 625 002.

M/s.SRSV & Associates  
Chartered Accountants  
F2, 1<sup>st</sup> Floor, B Block, Sivams Padmalaya  
28/25, Neelakanta Metha Street  
T. Nagar, Chennai 600 017.

## Cost Auditors

M/s.Geeyes & Co  
A-3, III Floor, 56, Seventh Avenue  
Ashok Nagar, Chennai – 600 083.

## Secretarial Auditors

M/s.S.Krishnamurthy & Co  
Company Secretaries  
Old No:17, New No:16, Pattammal Street  
Mandaveli, Chennai – 600 028.

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## TEN YEAR HIGHLIGHTS

Description	AS (Previous GAAP)							Ind AS		
	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18
Cement										
Capacity										
Integrated Cement Plants (lac tons)	99.90	104.90	104.90	104.90	124.90	124.90	124.90	124.90	124.90	124.90
Satellite Grinding Units (lac tons)	–	19.50	19.50	19.50	30.50	30.50	40.00	40.00	40.00	42.00
Production (lac tons)	65.30	80.30	73.05	75.22	84.75	85.90	76.96	72.33	83.11	93.16
Windfarm										
Capacity (MW)	181.59	185.59	159.19	159.19	159.19	125.95	125.95	125.95	125.95	125.95
Generation (lac units)	2611	4115	3572	2855	3247	2667	2106	1643	2747	2624
Net Revenue from Operations (₹ in Crores)	2471.23	2821.25	2644.69	3256.58	3872.66	3769.23	3731.77	3661.69	3993.05	4443.00
Operating Profit (₹ in Crores)	793.49	877.29	657.31	969.77	1047.30	648.76	800.12	1160.02	1238.16	1136.07
Cash Generation (₹ in Crores)	628.52	644.97	435.65	811.32	868.79	460.63	606.31	978.16	1134.64	1076.86
Profit Before Tax (₹ in Crores)	545.42	530.44	297.26	557.42	588.21	154.34	356.43	673.37	850.15	784.66
Profit After Tax (₹ in Crores)	363.52	353.68	210.98	385.11	403.65	137.70	242.35	542.19	649.29	555.66
Total Comprehensive Income (₹ in Crores)	–	–	–	–	–	–	–	540.15	648.05	553.94
Number of employees	2447	2583	2593	2626	2787	2937	2883	2846	2883	3034
Contribution to Exchequer (₹ in Crores)	711	809	839	1186	1423	1403	1418	1550	1779	2056
Face value per share (₹)	1	1	1	1	1	1	1	1	1	1
Earnings per share (₹)	15	15	9	16	17	6	10	23	27	23
Dividend per share (₹)	2.00	2.00	1.25	2.50	3.00	1.00	1.50	3.00	3.00	3.00
Dividend payout (₹ in Crores)	47.66	47.66	29.79	59.58	71.49	23.83	35.75	71.49	70.75	70.74
Dividend payout %	13	13	14	15	18	17	15	13	11	13
Operating profit ratio %	32.11	31.10	24.85	29.78	27.04	17.21	21.44	31.68	31.01	25.57
Market price of share (₹)										
(a) High	198	140	134	169	274	261	380	428	728	831
(b) Low	55	70	85	76	134	135	205	279	396	648
(c) As on 31 <sup>st</sup> March	71	122	102	154	254	215	305	400	673	724
Market capitalisation (₹ in Crores)	1700	2897	2427	3659	6045	5117	7265	9520	16016	17056
Net worth per share (₹)	52	65	73	86	100	104	111	130	157	172

Bonus shares were issued in the ratio of 1:1 in 1992-93, 1994-95 and 2008-09.

## THE RAMCO CEMENTS LIMITED

### NOTICE TO THE MEMBERS

Notice is hereby given that the 60<sup>th</sup> Annual General Meeting of the Company will be held at 10.15 AM on Friday, the 3<sup>rd</sup> August 2018 at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 108, Tamil Nadu to transact the following business:

#### ORDINARY BUSINESS

1. To consider and pass the following Resolution, as an 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.”

2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT a Dividend of ₹ 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.”

3. To consider and pass the following Resolution, as an 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

4. To consider and pass the following Resolution as a 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 ₹ 1000 Crores, within the overall outstanding borrowing limits approved by the Members.

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.”

5. To consider and pass the following Resolution as a 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.”

6. To consider and pass the following Resolution as a 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.”

7. To consider and pass the following Resolution as a 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.”

8. To consider and pass the following Resolution as a 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 ₹ 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.

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 ₹ 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.

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

## THE RAMCO CEMENTS LIMITED

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.”

9. To consider and pass the following Resolution, as an 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.”

10. To consider and pass the following Resolution as an 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 ₹ 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.”

By Order of the Board,  
For THE RAMCO CEMENTS LIMITED,  
P.R.VENKETRAMA RAJA  
Chairman & Managing Director

Chennai  
23-05-2018

### NOTES:

- Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
- A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
- A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Attendance slip is attached. Members, Proxies and Authorised Representatives are requested to bring the duly filled-in and signed, attendance slips to the Meeting.
- The cut-off date will be 27<sup>th</sup> July 2018, for determining the eligibility to vote by remote e-voting or in the General Meeting.
- Pursuant to Rule 8 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed/unpaid dividends lying with the Company on the website of the Company ([www.ramcocements.in](http://www.ramcocements.in)), as also on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are:

Year	Type of Dividend	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Due Date for Transfer to IEP Fund
2010-11	Dividend	10-08-2011	09-08-2018	07-09-2018
2011-12	Interim Dividend	21-03-2012	20-03-2019	18-04-2019
	Final Dividend	02-08-2012	01-08-2019	30-08-2019
2012-13	1 <sup>st</sup> Interim Dividend	05-11-2012	04-11-2019	02-12-2019
	2 <sup>nd</sup> Interim Dividend	13-02-2013	12-02-2020	12-03-2020
	Final Dividend	29-07-2013	28-07-2020	26-08-2020
2013-14	Dividend	28-07-2014	27-07-2021	25-08-2021
2014-15	Dividend	06-08-2015	05-08-2022	01-09-2022
2015-16	Dividend	11-03-2016	10-03-2023	08-04-2023
2016-17	Dividend	04-08-2017	03-08-2024	01-09-2024





6. In accordance with Section 125(5) of the Companies Act, 2013, the Company has transferred the unclaimed/unpaid dividends lying with the Company for a period of over 7 years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
7. In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more have been transferred by the Company to IEPF. The shareholders / their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at [www.ramcocements.in](http://www.ramcocements.in) and [www.iepf.gov.in](http://www.iepf.gov.in)
8. Electronic copy of the Notice for the Annual General Meeting together with the Annual Report for 2017-18 is being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s). Physical copy of the Notice together with the Annual Report is being sent in permitted mode, to members for whom the E-Mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website - [www.ramcocements.in](http://www.ramcocements.in) for their download.
9. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not got their E-Mail IDs recorded are requested to register their E-mail address and changes therein with the Company in respect of physical shares and with Depository Participants in respect of dematerialised shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company/Depository Participants.
10. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] the Company is providing members remote e-voting facility to exercise their right to vote at the 60<sup>th</sup> Annual General Meeting (AGM) and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).
  - II. The facility for voting, either through electronic voting system or ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
  - III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for e-voting are as under:
    - i) To log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - ii) To Click on "Shareholders" tab.
    - iii) Now enter your User ID as given below:
      - \* For CDSL: 16 Digits beneficiary ID,
      - \* For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - \* Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - iv) Next enter the Captcha Code as displayed and Click on Login.
    - v) PASSWORD
      - \* If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
      - \* If you are first time user follow the steps given below:
        - a. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No./Client ID in the PAN field.

In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. after the first two characters of the name in CAPITAL letters. Eg. If your name is Vasudevan with Folio No. 1 then enter VA00000001 in the PAN Field.
        - b. Please enter any one of the following details in order to login:

Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the Company records.

If both of the above details are not recorded with the depository or Company, please enter the User ID/Folio Number (mentioned in (iii) above) in the Dividend Bank details field.
    - vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login

password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- viii) Click on the relevant EVSN for THE RAMCO CEMENTS LIMITED on which you choose to vote.
- ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
- xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the voting done by you by clicking on “Click here to Print” option on the Voting page. It need not be sent to the Company.
- xiv) If you have forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- xv) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. A scanned copy of

the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xvi) The facility for remote e-voting shall remain open from 9.00 AM on Tuesday, the 31<sup>st</sup> July 2018 to 5.00 PM on Thursday, the 2<sup>nd</sup> August 2018. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. Friday, the 27<sup>th</sup> July 2018, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on 2<sup>nd</sup> August 2018.
- xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

IV. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 27-07-2018.

V. Shri.K.Srinivasan, Chartered Accountant (Membership No. 021510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

VI. The Chairman shall, at the annual general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutiniser, by use of ballot or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.

VII. The scrutiniser shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

Chennai  
23-05-2018

By Order of the Board,  
For THE RAMCO CEMENTS LIMITED,  
P.R.VENKETRAMA RAJA  
Chairman & Managing Director