



THE RAMCO CEMENTS LIMITED

Registered Office: "Ramamandiram", Rajapalayam-626 117.

Corporate Office: "Auras Corporate Centre", 5th Floor,
No:98-A, Dr.Radhakrishnan Road, Mylapore, Chennai-600004.

Ph.: 044-28478666 Fax: 044-28478676

CIN : L26941TN1957PLC003566; Website : www.ramcocements.in

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

1. In terms of Section 110(1)(b) of the Companies Act, 2013 (the Act), your Company proposes to transact an item of special business by means of a postal ballot, in the manner prescribed under Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules).
2. Approval of the Members under Section 42, 71 and applicable provisions, if any, of the Act, by way of a Special Resolution, is being sought to enable the Company to issue Secured Redeemable Non-Convertible Debentures upto a maximum limit of Rs.500 crores, as specified in the Resolution.
3. Extracts of the special resolution proposed, together with the Statement of material facts and the Postal Ballot Form are enclosed.
4. The Board of Directors have appointed Mr.K.Srinivasan, Partner, M/s.M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, who has confirmed his willingness for the appointment, as Scrutiniser to conduct the Postal ballot process in a fair and transparent manner in accordance with the said Rules.
5. In terms of Rule 22 of the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations), the Company is providing a facility to the Members to exercise their right to vote on the special resolution by electronic means. Members may participate in the postal ballot process, either through Physical Postal Ballot or by Electronic Means. If a Member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa and if he votes both by post and e-voting, his vote by post shall be treated as invalid.
6. This notice is being sent to the Members whose names appear in the Register of Members / Record of Depositories on 19th day of February 2016 (cut-off date) by e-mail to the registered e-mail id of the Members, who have registered their e-mail id with the Company and through Registered Post / Courier for Members who have not registered their e-mail id with the Company.
7. Members holding equity shares as on the cut-off date of 19th day of February 2016 are entitled to exercise their right to vote and the voting rights shall be reckoned on the paid up value of the shares, registered in their names on the said date. A person who is not a member as on the record date should treat this Notice for information purpose only.
8. The results of the Postal ballot process will be declared at the Corporate Office of the Company on Saturday, the 26th March 2016, at 11.30 AM, by Shri.P.R.Ramasubrahmaneya Rajha, Chairman & Managing Director of the Company, or in his absence by any other Director or Officer authorised by him in writing. Members who wish to be present at the time of declaration of result may be present at the above venue. The results shall then be placed on the Company's notice board and Company's website at www.ramcocements.in along with the Scrutiniser's report, and also intimated to National Stock Exchange of India Limited and BSE Limited. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting.
9. Shri.A.V.Dharmakrishnan, Chief Executive Officer and Shri.K.Selvanayagam, Secretary of the Company are severally authorized to ensure smooth conduct of the Postal Ballot process. Members having any queries, clarifications or grievances connected with the voting by postal ballot (including voting through remote e-voting process) may communicate with either of them at the registered office of the Company or through telephone at 044-28478666 or email at investorgrievance@ramcocements.co.in
10. The detailed instructions for casting the vote on the postal ballot form and for E-Voting are as follows:

Instructions:

A. Voting through Physical Postal Ballot Form

- i. A Member desiring to exercise vote by Physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the attached self addressed postage prepaid envelope.
- ii. However, envelopes containing Postal Ballots, if sent by courier at the expense of the registered Shareholder will also be accepted.

- iii. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed by the first named Shareholder or in his/her absence, by the next named Shareholder.
- iv. Votes will be considered invalid on the following grounds:
 - a. If the Member has not signed or his/her signature does not tally with the specimen signature registered with the Company / Depository Participant.
 - b. If the Member has marked both in favour of and against the resolution.
 - c. If the ballot paper received is torn or defaced or mutilated to such an extent that it is difficult for the Scrutiniser to identify the Member or the number of votes or whether the votes have been cast in favour or against the resolution.
 - d. If the postal ballot form, signed in a representative capacity is not accompanied by a certified copy of the relevant specific authority.
 - e. On such other grounds which in the opinion of the Scrutiniser makes the votes invalid.

The decision of the Scrutiniser on the validity or otherwise of the votes shall be final.

- v. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of working hours that is, 6.00 P.M., on Thursday, the 24th March 2016.
- vi. Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
- vii. In case of shares held by companies, trusts, societies, bodies corporate or institutional investors, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority.
- viii. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed envelope in as much as all such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed by the Scrutiniser.
- ix. Members who have received the Postal Ballot Notice by e-mail, but wish to vote through the Physical Postal Ballot Form may either print out the Ballot Form attached to the E-Mail or seek a Physical Postal Ballot Form from The Ramco Cements Limited, "Auras Corporate Centre", 5th Floor, No:98-A, Dr.Radhakrishnan Road, Mylapore, Chennai – 600004 and complete and send the same to the Scrutiniser.

B. Voting through E-Voting Facility

The instructions for e-voting are as under:

- i) To log on to the e-voting website 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 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 V. Siva Kumar with Folio No. 1 then enter VS00000001 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 for the said demat account or folio in dd/mm/yyyy format.

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

If both of the above details are not recorded with the depository or Company, please enter the User ID (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 'Set Password' 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 Resolution.
- 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 out 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) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutiniser to verify the same.
- xvi) The facility for remote e-voting shall remain open from 9.00 AM on 24th February 2016 to 6.00 PM on 24th March 2016. Voting shall not be allowed beyond this date and time.
- 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board,
For THE RAMCO CEMENTS LIMITED,

P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN & MANAGING DIRECTOR

CHENNAI
6.11.2015

Annexures:

1. Extracts of the resolution proposed, with the Statement of material facts
2. Postal Ballot Form
3. Postage pre-paid envelope

SPECIAL RESOLUTION

TO ISSUE SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES (SRNCDs)

“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, 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 / Guidelines, 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 any of the existing Committee of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) 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 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, appointment of trustees, 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.”

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The shareholders at the Annual General Meeting held on 6.8.2015 had approved issue of Securities including Debentures upto a limit of Rs.500 crores. Out of the said approval, on 30.10.2015 the company had issued 3,000 Nos. of Debentures of Rs.10,00,000/- each aggregating to Rs.300 crores at an interest rate of 8.55% per annum. The issue of debentures for the balance Rs.200 crores is underway. The debentures are rated “AA” by ICRA.

Now, the approval of the Members is being sought under the provisions of Section 42 of the Companies Act, 2013 and other applicable provisions, by way of a Special Resolution to enable the Company to borrow another Rs.500 crores by way of SRNCDs, sub-ordinated bonds and other debt securities on private placement basis, in one or more tranches, during the period of one year from the date of passing of this Special Resolution by the members, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the SRNCDs, sub-ordinated bonds and other debt securities.

The money raised through the issue would be utilised for pre payment / substitution of borrowings and for meeting capital expenditure and general corporate purposes. As the interest rate for the debentures is less compared to the average interest rate for the bank borrowings, the proposal is advantageous to the Company.

The issue of Securities of Rs.500 crores will be within the overall borrowing limit of Rs.5,000 crores as approved by the Members under Section 180(1)(c) of the Companies Act, 2013, at the Annual General Meeting held on 28.7.2014.

The approval of the Members will be valid for a period of one year from the date of passing of this Special Resolution.

The Directors recommend the Resolution to the Members for their approval.

None of the Directors, Key Managerial Personnel or their relatives are interested in this Resolution.

By Order of the Board,
For THE RAMCO CEMENTS LIMITED,

CHENNAI
6.11.2015

P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN & MANAGING DIRECTOR