



## 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

Ref: 873  
29 July 2014

The Secretary - Investor Services / Listing  
Madras Stock Exchange Ltd.  
"Exchange Building"  
11, Second Line Beach,  
Chennai - 600 001.

Scrip Code:MCM

Bombay Stock Exchange Ltd.  
Floor 25, "P.J.Towers",  
Dalal Street, Mumbai - 400 001.

Scrip Code:500260

National Stock Exchange Of India Ltd.  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051.

Scrip Code:RAMCOCEM

Dear Sirs,

### Sub: Compliance of Clause 35A of Listing Agreement

We wish to inform you that the Annual General Meeting of the Equity Shareholders of the Company was held on Monday, the 28<sup>th</sup> July 2014, at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu

Date of the AGM	28.7.2014
Total number of shareholders on record date (i.e) 25.6.2014	20,899
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	<b>36</b>
Promoters and Promoter Group:	7
Public	29
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	<b>Not applicable</b>
Promoters and Promoter Group	Not applicable
Public	Not applicable

The shareholders transacted the business as provided in Annexure. The mode of voting was by e-Voting and Poll.

Thanking you,

Yours faithfully,  
For THE RAMCO CEMENTS LIMITED,

*K Selvanayagam*

**K.SELVANAYAGAM**  
**SECRETARY**

Encl : As above

THE RAMCO CEMENTS LIMITED

Res.No

1 Ordinary Resolution

Adoption of Financial Statements for the year ended 31st March 2014

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	100703560	100703560	100.00%	100703560	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	98779007	43140521	43.67%	43140521	0	0	100.00%	0.00%
E-Voting	Public - Others	38486813	1172613	3.05%	1172613	0	0	100.00%	0.00%
E-Voting, Total		237969380	145016694	60.94%	145016694	0	0		
Poll at AGM	Promoter and Promoter Group	100703560	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	98779007	1936221	1.96%	1936221	0	0	100.00%	0.00%
Poll at AGM	Public - Others	38486813	7365	0.02%	7365	0	0	100.00%	0.00%
Poll at AGM, Total		237969380	1943586	0.82%	1943586	0	0		
<b>Total for Resolution</b>		<b>237969380</b>	<b>146960280</b>	<b>61.76%</b>	<b>146960280</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



THE RAMCO CEMENTS LIMITED

Res.No

2 Ordinary Resolution

Declaration of Dividend at the rate of Re.1/- per share for the year 2013-14

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	100703560	100703560	100.00%	100703560	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	98779007	43754521	44.30%	43754521	0	0	100.00%	0.00%
E-Voting	Public - Others	38486813	1172613	3.05%	1172613	0	0	100.00%	0.00%
E-Voting, Total		237969380	145630694	61.20%	145630694	0	0		
Poll at AGM	Promoter and Promoter Group	100703560	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	7500000	1936221	25.82%	1936221	0	0	100.00%	0.00%
Poll at AGM	Public - Others	129765820	7365	0.01%	7365	0	0	100.00%	0.00%
Poll at AGM, Total		237969380	1943586	0.82%	1943586	0	0		
<b>Total for Resolution</b>		<b>237969380</b>	<b>147574280</b>	<b>62.01%</b>	<b>147574280</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



THE RAMCO CEMENTS LIMITED

Res.No

3 Ordinary Resolution

Appointment of M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants and M/s.CNGSN &

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	100703560	100703560	100.00%	100703560	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	98779007	43164521	43.70%	42847191	3,17,330	0	99.26%	0.74%
E-Voting	Public - Others	38486813	1172613	3.05%	1172039	574	0	99.95%	0.05%
E-Voting, Total		237969380	145040694	60.95%	144722790	3,17,904	0		
Poll at AGM	Promoter and Promoter Group	100703560	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	7500000	1936221	25.82%	0	1936221	0	0.00%	100.00%
Poll at AGM	Public - Others	129765820	7365	0.01%	7365	0	0	100.00%	0.00%
Poll at AGM, Total		237969380	1943586	0.82%	7365	19,36,221	0		
<b>Total for Resolution</b>		<b>237969380</b>	<b>146984280</b>	<b>61.77%</b>	<b>144730155</b>	<b>22,54,125</b>	<b>0</b>	<b>98.47%</b>	<b>1.53%</b>



THE RAMCO CEMENTS LIMITED

Res.No

4 Special Resolution

Amendment of Article 119A of the Articles of Association to enable for appointment of Managing Director

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	100703560	100703560	100.00%	100703560	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	98779007	43754521	44.30%	40582697	31,71,824	0	92.75%	7.25%
E-Voting	Public - Others	38486813	1172613	3.05%	1172599	14	0	100.00%	0.00%
E-Voting, Total		237969380	145630694	61.20%	142458856	31,71,838	0		
Poll at AGM	Promoter and Promoter Group	100703560	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	7500000	1936221	25.82%	1936221	0	0	100.00%	0.00%
Poll at AGM	Public - Others	129765820	7365	0.01%	7365	0	0	100.00%	0.00%
Poll at AGM, Total		237969380	1943586	0.82%	1943586	0	0		
<b>Total for Resolution</b>		<b>237969380</b>	<b>147574280</b>	<b>62.01%</b>	<b>144402442</b>	<b>31,71,838</b>	<b>0</b>	<b>97.85%</b>	<b>2.15%</b>



THE RAMCO CEMENTS LIMITED

Res.No

5 Special Resolution

Appointment of Shri.P.R.Ramasubrahmaneya Rajha as the Chairman & Managing Director from 1.4.2014 to

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	100703560	100703560	100.00%	100703560	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	98779007	43754521	44.30%	40429718	33,24,803	0	92.40%	7.60%
E-Voting	Public - Others	38486813	1172613	3.05%	1160799	11,814	0	98.99%	1.01%
E-Voting, Total		237969380	145630694	61.20%	142294077	33,36,617	0		
Poll at AGM	Promoter and Promoter Group	100703560	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	7500000	1936221	25.82%	1936221	0	0	100.00%	0.00%
Poll at AGM	Public - Others	129765820	7365	0.01%	7365	0	0	100.00%	0.00%
Poll at AGM, Total		237969380	1943586	0.82%	1943586	0	0		
<b>Total for Resolution</b>		<b>237969380</b>	<b>147574280</b>	<b>62.01%</b>	<b>144237663</b>	<b>33,36,617</b>	<b>0</b>	<b>97.74%</b>	<b>2.26%</b>



THE RAMCO CEMENTS LIMITED

Res.No

6 Ordinary Resolution

Appointment of Shri.R.S.Agarwal as Independent Director from 1.4.2014 to 31.3.2019.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	100703560	100703560	100.00%	100703560	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	98779007	43754521	44.30%	42143622	16,10,899	0	96.32%	3.68%
E-Voting	Public - Others	38486813	1172613	3.05%	1172573	40	0	100.00%	0.00%
E-Voting, Total		237969380	145630694	61.20%	144019755	16,10,939	0		
Poll at AGM	Promoter and Promoter Group	100703560	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	7500000	1936221	25.82%	1936221	0	0	100.00%	0.00%
Poll at AGM	Public - Others	129765820	7365	0.01%	7365	0	0	100.00%	0.00%
Poll at AGM, Total		237969380	1943586	0.82%	1943586	0	0		
<b>Total for Resolution</b>		<b>237969380</b>	<b>147574280</b>	<b>62.01%</b>	<b>145963341</b>	<b>16,10,939</b>	<b>0</b>	<b>98.91%</b>	<b>1.09%</b>



THE RAMCO CEMENTS LIMITED

Res.No

7 Ordinary Resolution

Appointment of Shri.M.B.N.Rao as Independent Director from 1.4.2014 to 31.3.2019.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	100703560	100703560	100.00%	100703560	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	98779007	43164521	43.70%	41209100	19,55,421	0	95.47%	4.53%
E-Voting	Public - Others	38486813	1172613	3.05%	1172613	0	0	100.00%	0.00%
E-Voting, Total		237969380	145040694	60.95%	143085273	19,55,421	0		
Poll at AGM	Promoter and Promoter Group	100703560	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	7500000	1936221	25.82%	267583	1668638	0	13.82%	86.18%
Poll at AGM	Public - Others	129765820	7365	0.01%	7365	0	0	100.00%	0.00%
Poll at AGM, Total		237969380	1943586	0.82%	274948	16,68,638	0		
<b>Total for Resolution</b>		<b>237969380</b>	<b>146984280</b>	<b>61.77%</b>	<b>143360221</b>	<b>36,24,059</b>	<b>0</b>	<b>97.53%</b>	<b>2.47%</b>





THE RAMCO CEMENTS LIMITED

Res.No

8 Ordinary Resolution

Appointment of Shri.M.M.Venkatachalam as Independent Director from 1.4.2014 to 31.3.2019.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	100703560	100703560	100.00%	100703560	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	98779007	43754521	44.30%	43754521	0	0	100.00%	0.00%
E-Voting	Public - Others	38486813	1172613	3.05%	1172439	174	0	99.99%	0.01%
<b>E-Voting, Total</b>		<b>237969380</b>	<b>145630694</b>	<b>61.20%</b>	<b>145630520</b>	<b>174</b>	<b>0</b>		
Poll at AGM	Promoter and Promoter Group	100703560	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	7500000	1936221	25.82%	1936221	0	0	100.00%	0.00%
Poll at AGM	Public - Others	129765820	7365	0.01%	7365	0	0	100.00%	0.00%
<b>Poll at AGM, Total</b>		<b>237969380</b>	<b>1943586</b>	<b>0.82%</b>	<b>1943586</b>	<b>0</b>	<b>0</b>		
<b>Total for Resolution</b>		<b>237969380</b>	<b>147574280</b>	<b>62.01%</b>	<b>147574106</b>	<b>174</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>



THE RAMCO CEMENTS LIMITED

Res.No 9 Special Resolution  
Authority to borrow money up to Rs.5,000 crores.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	100703560	100703560	100.00%	100703560	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	98779007	43754521	44.30%	16399102	2,73,55,419	0	37.48%	62.52%
E-Voting	Public - Others	38486813	1172613	3.05%	1172053	560	0	99.95%	0.05%
<b>E-Voting, Total</b>		<b>237969380</b>	<b>145630694</b>	<b>61.20%</b>	<b>118274715</b>	<b>2,73,55,979</b>	<b>0</b>		
Poll at AGM	Promoter and Promoter Group	100703560	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	7500000	1936221	25.82%	1936221	0	0	100.00%	0.00%
Poll at AGM	Public - Others	129765820	7365	0.01%	7365	0	0	100.00%	0.00%
<b>Poll at AGM, Total</b>		<b>237969380</b>	<b>1943586</b>	<b>0.82%</b>	<b>1943586</b>	<b>0</b>	<b>0</b>		
<b>Total for Resolution</b>		<b>237969380</b>	<b>147574280</b>	<b>62.01%</b>	<b>120218301</b>	<b>2,73,55,979</b>	<b>0</b>	<b>81.46%</b>	<b>18.54%</b>



THE RAMCO CEMENTS LIMITED

Res.No

10 Special Resolution

Maintenance of Registers and Returns at the Corporate Office of the Company at Chennai.

Type of voting	Shareholder Type	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes Against	Invalid votes	% of votes in favour of votes polled	% of votes against on votes polled
E-Voting	Promoter and Promoter Group	100703560	100703560	100.00%	100703560	0	0	100.00%	0.00%
E-Voting	Public Institutional Holders	98779007	43754521	44.30%	43754521	0	0	100.00%	0.00%
E-Voting	Public - Others	38486813	1172613	3.05%	1172613	0	0	100.00%	0.00%
<b>E-Voting, Total</b>		<b>237969380</b>	<b>145630694</b>	<b>61.20%</b>	<b>145630694</b>	<b>0</b>	<b>0</b>		
Poll at AGM	Promoter and Promoter Group	100703560	0	0.00%	0	0	0	0.00%	0.00%
Poll at AGM	Public Institutional Holders	7500000	1936221	25.82%	1936221	0	0	100.00%	0.00%
Poll at AGM	Public - Others	129765820	7365	0.01%	7365	0	0	100.00%	0.00%
<b>Poll at AGM, Total</b>		<b>237969380</b>	<b>1943586</b>	<b>0.82%</b>	<b>1943586</b>	<b>0</b>	<b>0</b>		
<b>Total for Resolution</b>		<b>237969380</b>	<b>147574280</b>	<b>62.01%</b>	<b>147574280</b>	<b>0</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>

