



THE RAMCO CEMENTS LIMITED

Corporate Office:

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98-A, Dr. Radhakrishnan Salai, Mylapore,
Chennai - 600 004, India.

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Website: www.ramcocements.in

Corporate Identity Number: L26941TN1957PLC003566

19 August 2021

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 19.08.2021

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the Annual General Meeting held on 19.08.2021.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **THE RAMCO CEMENTS LIMITED,**

K Selvanayagam

K.SELVANAYAGAM
SECRETARY

Encl : As above

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PROCEEDINGS OF 63RD ANNUAL GENERAL MEETING

Day & Date : Thursday, the 19th August 2021
The Annual General Meeting was held through
Video Conferencing / Other Audio Visual Means (VC)

Time of Commencement : 10.00 AM ✓
Time of Conclusion : 11.04 AM ✓

DIRECTORS PRESENT	CATEGORY / POSITION	ATTENDED THROUGH VC FROM
Shri.P.R.Venketrama Raja	Chairman and Managing Director	Chennai
Shri.R.S.Agarwal	Independent Director & Chairperson of Audit Committee and Nomination and Remuneration Committee	Mumbai
Shri.M.B.N.Rao	Independent Director and Chairperson of Risk Management Committee	Hyderabad
Shri.M.M.Venkatachalam	Independent Director & Chairperson of Stakeholders Relationship Committee and Corporate Social Responsibility Committee	Chennai
Smt. Justice Chitra Venkataraman (Retd.)	Independent Director	Chennai
Shri.M.F.Farooqui, IAS (Retd.)	Independent Director	Gurgaon
Shri.M.S.Krishnan	Independent Director	Michigan, USA
IN ATTENDANCE Shri.K.Selvanayagam	Secretary	Chennai
BY INVITATION		
Shri.A.V.Dharmakrishnan	Chief Executive Officer (CEO)	Chennai
Shri.S.Vaithiyanathan	Chief Financial Officer (CFO)	Chennai
SCRUTINISER Shri.K.Srinivasan	Chartered Accountant. Partner - M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants.	Chennai
AUDITORS		
Shri.P.Santhanam	Representing M/s.SRSV & Associates, Chartered Accountants – Statutory Auditors	Chennai
Shri.M.Vijayan	Representing M/s.Ramakrishna Raja And Co., Chartered Accountants – Statutory Auditors	Madurai
Shri.K.Sriram and Shri.R.Sivasubramanian	Representing M/s.S.Krishnamurthy & Co., Company Secretaries, Secretarial Auditor	Chennai & Coimbatore respectively



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The meeting was attended by 64 members through VC.

The Secretary welcomed the Shareholders and informed that the Meeting was held through VC in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India. He further informed that the Company had provided live webcast of the proceedings of Meeting through CDSL Platform and requested Chairman to preside over the meeting.

Shri.P.R.Venketrama Raja, Chairman and Managing Director of the Company presided and welcomed the Shareholders.

The Chairman introduced the Directors.

The Chairman confirmed that the quorum was present and called the meeting to order.

Secretary informed the Shareholders that the Registers as required under the Companies Act, 2013 were made available electronically for inspection by the members. Members seeking to inspect such registers could send their request to ksn@ramcocements.co.in

Secretary further informed the shareholders that a certificate had been obtained from the statutory auditors that the Company had complied with SEBI (Share Based Employee Benefits) Regulations, 2014, with respect to implementation of its stock option schemes to employees.

Secretary announced that since the Notice convening the meeting has been circulated by e-mail to shareholders and hosted on the website of the Company and the Stock Exchanges, the Notice had been taken as read.

Secretary further informed that there was no qualification in the Statutory Auditors' Report. Since the Audit Report had been circulated along with the annual report, the same had been taken as read.

Secretary informed the members that the e-voting process had been explained in the Notice convening the AGM. For those persons who had acquired shares subsequent to the despatch of the annual report, the notice for the AGM containing the instructions had been mailed to them individually.

Secretary informed the Members that the facility of remote e-voting for the Members was made available from 9:00 a.m. on Monday, the 16th August 2021 and concluded at 5:00 p.m. on Wednesday, the 18th August 2021. The Secretary further informed that the Members who were present at the AGM and had not cast their votes by remote e-voting could cast their votes during the Meeting.

The Chairman delivered his speech during the course of which he reviewed the performance of the Company.



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The Chairman opened the session for Questions and Answers. The Secretary informed that the Company had made necessary arrangements for the two-way communication in the meeting, for the registered shareholders to express their views. Accordingly, out of 12 shareholders who had been registered as speaker shareholders, 9 shareholders spoke during the AGM. The Chairman and Chief Executive Officer adequately clarified the queries raised by them.

The following items of business as set out in the Notice convening the 63rd Annual General Meeting were transacted.

No	ORDINARY BUSINESS – ORDINARY RESOLUTION
1	<p>Adoption of Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March 2021.</p> <p>"RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March 2021, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."</p>
2	<p>Reappointment of Shri.P.R.Venketrama Raja, as a Director, liable to retire by rotation.</p> <p>"RESOLVED THAT Shri.P.R.Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby reappointed as a Director of the Company."</p>

	SPECIAL BUSINESS – SPECIAL RESOLUTION
3	<p>Reappointment of Shri.M.F.Farooqui, IAS (Retd.) as Independent Director from 30-08-2022 to 29-08-2027.</p> <p>"RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Shri.M.F.Farooqui, IAS (Retd.) (DIN: 01910054), Independent Director of the Company, whose term ends on 29-08-2022 be reappointed as Independent Director for another term of 5 years starting from 30-08-2022 to 29-08-2027."</p>

	SPECIAL BUSINESS – ORDINARY RESOLUTION
4	<p>Ratification of remuneration of ₹ 5,50,000/- (exclusive of GST and out of pocket expenses) to M/s.Geeyes & Co., Cost Accountants, Cost Auditors of the Company, for the financial year 2021-22.</p> <p>"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 ₹</p>



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5,50,000/- (Rupees Five lakhs fifty thousand only) exclusive of GST and Out-of-pocket expenses, payable to M/s.Geeyes & Co., Cost Accountants (Firm Registration No: 000044) appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2021-22 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified."

The Secretary informed that Shri.K.Srinivasan, Scrutiniser would provide the results of the e-voting, which would be announced to stock exchanges, besides being displayed on the website of the Company.

The Chairman thanked the Members who participated in the Meeting through VC.

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



For THE RAMCO CEMENTS LIMITED,

A handwritten signature in black ink, appearing to read "K. Selvanayagam".

K. SELVANAYAGAM
SECRETARY