



THE RAMCO CEMENTS LIMITED

Corporate Office:

Auras Corporate Centre, V Floor,
98-A, Dr. Radhakrishnan Salai, Mylapore,
Chennai – 600 004, India.
Phone: +91-44 28478666, Fax: +91-44 28478676
Web Site: www.ramcocements.in
Corporate Identity Number: L26941TN1957PLC003566

29 April 2024

National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.

Symbol : RAMCOCEM

BSE Limited,
Floor 25, “P.J.Towers”,
Dalal Street, Mumbai – 400 001.

Scrip Code : 500260

Dear Sirs,

Sub: Result of Postal Ballot by remote E-Voting process

This is in continuation of letter dated 26th March 2024, enclosing the copy of Postal Ballot Notice dated 19th March 2024 (“Notice”) for seeking approval of the Shareholders of our Company on the following Special Resolution:

| No | SPECIAL BUSINESS – SPECIAL RESOLUTION |
|----|--|
| 1. | <i>To approve the employee stock option scheme, viz. “THE RAMCO CEMENTS LIMITED EMPLOYEE STOCK OPTION SCHEME 2024” (TRCL ESOS 2024) with the aggregate shares underlying the stock option scheme as 15,00,000 (Fifteen lakhs only) equity shares of Rs.1/- each.</i> |

Pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, the Company has transacted the above Special Business by way of Postal Ballot through remote e-voting process as set out in the Notice.

The remote e-voting process concluded on Sunday, the 28th April 2024 at 5.00 PM (IST). The Scrutiniser has today, (i.e) 29th April 2024, submitted his report on the results of the Postal Ballot through remote e-voting. Based on the report of the scrutiniser, we hereby inform that the Shareholders of our Company have not passed the above Special Resolution with requisite majority.



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In compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results in the prescribed format are enclosed as per Annexure – A.

In compliance of Rule 20 of Companies (Management and Administration) Rules, 2014, the Scrutiniser's Report dated 29th April 2024, issued by Mr.K.Srinivasan, Chartered Accountant, Partner of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, Scrutiniser is enclosed as Annexure – B.

Thanking you,

Yours faithfully,

For **THE RAMCO CEMENTS LIMITED,**

K.SELVANAYAGAM
SECRETARY

Encl : As above

Copy to

Central Depository Services (India) Limited
Marathon Futurex, Unit No. 2501
25th Floor, A-Wing, Mafatlal Mills Compound,
N M Joshi Marg, Lower Parel, Mumbai – 400 013

| General information about company | |
|---|---------------------------|
| Scrip code | 500260 |
| NSE Symbol | RAMCOCEM |
| MSEI Symbol | NOTLISTED |
| ISIN | INE331A01037 |
| Name of the company | THE RAMCO CEMENTS LIMITED |
| Type of meeting | Postal Ballot |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 28-04-2024 |
| Start time of the meeting | |
| End time of the meeting | |

Scrutinizer Details

| | |
|---|----------------------------------|
| Name of the Scrutinizer | K.SRINIVASAN |
| Firms Name | M.S.JAGANNATHAN & N.KRISHNASWAMI |
| Qualification | CA |
| Membership Number | 021510 |
| Date of Board Meeting in which appointed | 19-03-2024 |
| Date of Issuance of Report to the company | 29-04-2024 |

| Voting results | |
|--|------------|
| Record date | 22-03-2024 |
| Total number of shareholders on record date | 56779 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 1 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To approve the employee stock option scheme, viz. "THE RAMCO CEMENTS LIMITED EMPLOYEE STOCK OPTION SCHEME 2024" (TRCL ESOS 2024) with the aggregate shares underlying the stock option scheme as 15,00,000 (Fifteen lakhs only) equity shares of Rs.1/- each. | | | | |
| 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 |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 99511874 | 98775874 | 99.2604 | 98775874 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 99511874 | 98775874 | 99.2604 | 98775874 | 0 | 100 |
| Public-Institutions | E-Voting | 102107594 | 73364324 | 71.85 | 13556363 | 59807961 | 18.4781 | 81.5219 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 102107594 | 73364324 | 71.85 | 13556363 | 59807961 | 18.4781 |
| Public- Non Institutions | E-Voting | 34672912 | 1759855 | 5.0756 | 1750071 | 9784 | 99.444 | 0.556 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 34672912 | 1759855 | 5.0756 | 1750071 | 9784 | 99.444 |
| Total | | 236292380 | 173900053 | 73.5953 | 114082308 | 59817745 | 65.6022 | 34.3978 |
| Whether resolution is Pass or Not. | | | | | | | No | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

Srinivasan Krishnaswami
Chartered Accountant

Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013, and Rule 22 of the Companies(Management and Administration) Rules, 2014]

The Chairman
The Ramco Cements Limited
Ramamandiram
Rajapalayam-626117

Sub: Scrutiniser Report on voting through e-voting for the Postal Ballot in terms of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014

1. I, K. Srinivasan, Practicing Chartered Accountant and Partner of M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, Trichy 620001, have been appointed as Scrutiniser by The Ramco Cements Limited ("the Company") on 19 March 2024 to scrutinise the e-voting process for the Postal Ballot through electronic voting ("remote e-voting") conducted by the Company, as per provisions of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Postal Ballot Notice ("the Notice") dated 19th March 2024, in respect of the following Special Resolution:

Resolution - 1

To approve the employee stock option scheme, viz. "THE RAMCO CEMENTS LIMITED EMPLOYEE STOCK OPTION SCHEME 2024" (TRCL ESOS 2024) with the aggregate shares underlying the stock option scheme as 15,00,000 (Fifteen lakhs only) equity shares of Rs.1/- each.

To consider and pass the following Resolution, as a SPECIAL RESOLUTION: "RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 [Act], 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 and Sweat Equity) Regulations, 2021 ["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 of the Company be and is hereby accorded to the employee stock option scheme, viz. "The Ramco Cements Limited



G7, Parsi Paradise
46, GN Chetty Road
T Nagar Chennai 600017

G5, Abirami Apartments
14 VOC Road
Cantonment Trichy 620001

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e-mail: srinivasan.k@msjandnk.in
Web: www.msjandnk.in

Srinivasan Krishnaswami
Chartered Accountant

Employee Stock Option Scheme 2024” (TRCL ESOS 2024).

RESOLVED FURTHER THAT the Nomination and Remuneration Committee constituted under Section 178 of the Act, also designated as Compensation Committee (“Committee”) by the Board of Directors, for the purpose of administering the Employee Stock Option Schemes [ESOS] in terms of applicable regulations, be and is hereby authorised to grant from time to time such number of options, to the employees, as defined in TRCL ESOS 2024, not more than 15,00,000 (Fifteen lakhs only) 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 Rs.1/- each, at Rs.200/- per option, 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 TRCL ESOS 2024 in compliance with the applicable laws and subject to required approvals.

RESOLVED FURTHER THAT in case of any corporate action(s) such as issue of bonus shares, rights issue, conversion of convertible securities, merger, demerger, sale of undertaking / division or any other form of corporate restructuring and additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the Committee be and is hereby authorised to decide on such issue of additional options, in such circumstances, subject to compliance of the SBEB.

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs.1/- (Rupees One only) per equity share shall bear to the revised face value of the equity shares of the company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified shall be deemed to be adjusted accordingly.

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 TRCL ESOS 2024 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 or Board of Directors be and are hereby severally authorized at any time to modify, change, vary, alter, amend, suspend or terminate the TRCL ESOS 2024 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and



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T. Nagar, Chennai 600017

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Web: www.msjandnk.in

Srinivasan Krishnaswami
Chartered Accountant

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 TRCL ESOS 2024 and do all other things incidental and ancillary thereto.

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 TRCL ESOS 2024.

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, such as obtaining in-principle approval from the stock exchanges and such other approval from any Regulatory Authorities / Governing Bodies and for listing of the securities allotted under the TRCL ESOS 2024 on the Stock Exchanges, where the securities of the Company are listed."

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to Postal ballot and e-voting. My responsibility is to Scrutinise the e-voting of postal ballot in a fair and transparent manner and issue a Scrutinizer's Report of the total votes cast in favour or against.
3. Pursuant to Sections 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with circulars and notifications issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, the Notice along with explanatory statement and instructions for e-voting were sent to the 54,282 Members (members who have registered their mail IDs, out of the total members of 56,779) only through electronic mode on Tuesday, 26th March 2024 to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 22th March 2024 (the "Cut-Off date") who have registered their e-mail addresses with the Depository Participant.
4. Central Depository Services (India) Limited, the agency selected by your Company to provide a secure e-voting platform for the e-voting process, allotted E-Voting Serial Number 240325003 for the same.
5. The particulars with regard to the remote e-voting process were duly advertised on 26th March 2024 in Business Standard (English), Trinity Mirror [English] and Makkal Kural (Tamil). The advertisement also stated the manner in which the Members who had not



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Web: www.msjandnk.in

Srinivasan Krishnaswami
Chartered Accountant

registered their e-mail address could register the same with the Company's Registrar and Share Transfer Agent.

6. The Members holding shares as on the Cut-Off date were entitled to vote on the resolution set out in the Notice only through e-voting.
7. The e-voting facility for the Postal Ballot was made available from 09.00 AM (IST) on Saturday, the 30th March 2024 to 5.00 PM (IST) on Sunday, 28th April 2024.
8. On the completion of the e-voting process:
 - A. I Finalised voting and downloaded the voting details of the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company and Scrutinized the votes cast through remote e-voting and validated the same with the list of eligible members and their holding as on the cut-off date.
 - B. Equity shares lying in the Suspense Escrow Demat Account were not considered for remote e-voting.
9. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.

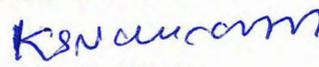
10. The results of the e-voting are as under:

| Resolution Number | Total No. of Ballots | Total No. of Votes | Invalid Votes | | Total Valid Votes | Votes cast in favour | | | Votes cast against | | |
|-------------------|----------------------|--------------------|----------------|---------------------|-------------------|----------------------|--------------|---------------------|--------------------|--------------|---------------------|
| | | | No. of Ballots | Total Invalid Votes | | No. of Ballots | No. of Votes | Percentage of votes | No. of Ballots | No. of Votes | Percentage of votes |
| 1 | 459 | 175,666,645 | 18 | 1,766,592 | 173,900,053 | 297 | 114,082,308 | 65.60% | 144 | 59,817,745 | 34.40% |

11. The Special Resolution was not passed with requisite majority on the conclusion of the Postal Ballot as on 28th April 2024.


K. Srinivasan
Chartered Accountant
Membership No.: 021510
Scrutinizer
UDIN: 24021510BKAHBW5679
Chennai
29 April 2024



For THE RAMCO CEMENTS LIMITED,

K. SELVANAYAGAM
SECRETARY