



THE RAMCO CEMENTS LIMITED

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

February 14, 2017

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 Sir/ Madam,

Sub: Buy Back of fully paid up equity shares of the face value of Rs.1/- each from open market through the stock exchanges by The Ramco Cements Limited ("Company")

In compliance with the Companies Act, 2013 and the Buy Back Regulations, we are enclosing herewith a copy of the Public Announcement.

The Company will provide relevant updates in relation to the Buyback as per applicable law in due course.

Thanking you,

Yours Sincerely,

For **THE RAMCO CEMENTS LIMITED,**

K. Selvanayagam

K.SELVANAYAGAM
SECRETARY

Encl : As above

15.2. **Settlement of Physical Shares:** Shareholders holding physical shares would be required to present the completed set of documents referred to in Paragraph 14.12 above to Dalt & Broacha Stock Broking Pvt. Ltd. within the time period prescribed under the Act.

15.3. **Establishment of Demat Shares:** The Demat Shares bought back by the Company shall be established and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 1996, as amended and by bye-laws, in the manner specified in the Buy Back Regulations and the Act. The Equity Shares lying in credit in the Demat Account will be extinguished within 15 (fifteen) days of acceptance of the Demat Shares, provided that the Company undertakes to ensure that all Demat Shares bought back by the Company are extinguished within 7 (seven) days from the last date of completion of the Buy Back.

15.4. **Extinguishment of Physical Shares:** Physical shares bought back by the Company during a month shall be extinguished and physically destroyed by the Company in the presence of IFC Bank Limited ("Manager to the Buy Back") and the Statutory Auditor of the Company by the 15th day of the succeeding month provided that the Company undertakes to ensure that all physical shares bought back are extinguished within 7 (seven) days from the last date of completion of the Buy Back, in compliance with the Buy Back Regulations.

15.5. **Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash (i.e. by way of Demand Draft/Order /NET /RTGS / Cheque) to the Company's Broker.** They shall transfer the said amount to the clearing and settlement agencies of the Stock Exchanges under the normal method of secondary market process and obligations of the Stock Exchanges.

16. **Brief Information about the Company**
The Ramco Cements Limited is a Public Limited Company forming part of Ramco group. The Company was incorporated on July 3, 1957. The Company is engaged in the manufacture of Cement. The Company's cement is sold under the Brand Name "RAMCO".
From a single factory with a production capacity of 0.07 million tonnes per annum (MTA) in Ramnagar Raja Nagar in Tamil Nadu in 1962, the company has now expanded to have nine manufacturing facilities, including integrated plants and kiln grinding units, with captive thermal power generations spread across the country.
As on December 31, 2016, the capacity of integrated cement plants is at 12.49 million tonnes per annum (MTA) and of satellite grinding units is at 4.00 million tonnes per annum (MTA).
Others
In addition to the above, the company has a packing plant at Muppalandi, Nagertoli, Tamil Nadu, Ready mix concrete plant at Madhavaram, Chennai and a Dry Mortar plant at Sigurumudali, Chennai.
Wind Farm
The installed capacity of the wind farm of the company is 125.95 MW as on December 31, 2016 comprising of 108 Wind Electric Generators.
Subsidiary
As on December 31, 2016, Ramco Windfarms Limited is the subsidiary of The Ramco Cements Limited. The Ramco Cements Limited is holding 71.50% of the paid up capital of Ramco Windfarms Limited. The installed capacity of Ramco Windfarms Limited is 39,825 MW, comprising of 127 Nos. of Wind Electric Generators.
17. Financial Information on the basis of audited standalone financial statements of the Company for the last three financial years ended March 31, 2016, March 31, 2015 and March 31, 2014 and the unaudited, limited reviewed standalone financial statements for the six months period ended September 30, 2016 is provided herunder:

Particulars	Rs Lakhs, except ratios and per share data			
	For the period ended September 30, 2016	For the period ended March 31, 2016	For the period ended March 31, 2015	For the period ended March 31, 2014
Income				
Revenue from Operations	1,97,513	3,58,722	3,59,387	3,63,212
Other Income	853	853	5,102	5,139
Total revenue	1,97,513	3,59,575	3,64,489	3,68,351
Expenses				
Cost of Materials consumed	31,525	58,434	67,733	66,896
Purchase of Stock in Trade	1,170	994	321	1,980
Changes in inventories of finished goods, work-in-progress and stock-in-trade	14,009	25,923	27,858	22,183
Employee benefits expense	86,434	1,68,327	2,02,243	2,20,898
Other Expenses	13,249	26,704	24,968	30,629
Depreciation and amortisation expense	1,46,839	2,80,382	3,18,153	3,42,676
Total expenses	51,114	79,193	46,336	25,675
Profit from operations before other income, finance costs and exceptional items	2,048	9,134	8,688	8,572
Other Income	53,162	88,327	55,024	34,247
Profit from other activities before finance costs and exceptional items	57,300	97,461	63,712	42,819
Finance Costs	47,432	70,394	39,381	15,434
Profit from ordinary activities after finance costs but before exceptional items	9,868	27,067	24,331	27,385
Exceptional Items	47,432	70,394	39,381	15,434
Profit from ordinary activities before tax	57,300	97,461	63,712	42,819
Tax expense	11,138	14,478	11,408	1,694
Net Profit from ordinary activities after tax	46,162	82,983	52,304	41,125
Extraordinary Items	36,294	55,826	24,235	13,770
Net Profit for the period	82,456	138,809	76,539	54,895
Other Comprehensive Income	65	-	-	-
Total Comprehensive Income	82,521	138,809	76,539	54,895
Per Share Equity Share Capital (Face Value of ₹1/- per Equity Share)	2,381	2,381	2,381	2,380
Reserves excluding Revaluation Reserve as per balance sheet of previous accounting year	3,43,463	3,06,882	2,82,138	2,45,828
Long Term Debt (including current maturities)	1,19,216	1,15,393	2,15,828	2,20,518
Short Term Debt	61,818	70,159	55,351	72,352
Total Debt	1,81,034	1,85,552	2,71,179	2,92,870
Earnings per share - ₹				
- Basic	15*	23	10	6
- Diluted	15*	23	10	6
EPS for the 6 months ended 30 September 2016, is the actual for the period, while the EPS for the 3 previous years are on annual basis.				
Key Ratios Basic:				
Book Value per share - ₹	145	130	111	104
Debt - Equity Ratio	0.53 : 1	0.71 : 1	1.00 : 1	1.18 : 1
Return on average net worth	22.16%	19.49%	9.45%	5.68%

Notes:
i. The financials for the period six months ended on September 30, 2016 have been subjected to Limited Review by the joint statutory auditors of the Company and figures for the six months ended September 30, 2016 are Indian Accounting Standards compliant. For the financial years ended March 31, 2016, 2015 and 2014, the financials are audited and have been prepared under Indian GAAP.
ii. Profit for the period year is considered for computation of key ratios.
iii. For 6 months ended September 30, 2016, return on average net worth is annualised.
iv. Basic Earnings Per Share = Profit for the period / Weighted average no. of Equity Shares
v. Diluted Earnings Per Share = Profit for the period / Weighted average no. of shares
vi. Book Value per share = Net Worth (without rounding off) / No. of Equity Shares at the year-end (without rounding off)
vii. Debt to Equity Ratio = Total Debt (Long Term Debt) (including current maturities) + Short Term Debt / (Equity share capital + Reserves)
viii. Return on average net worth = Profit for the period / Average of the opening and closing Net Worth for the year.
ix. Figures have been rounded off, as necessary. Any discrepancies between the figures listed above and the ones in annual report are due to rounding off.

18. **Details of Escrow Account**
18.1. In accordance with Regulation 15B of the Buy Back Regulations and towards security for performance of its obligations under the Buy Back Regulations, the Company has entered into an escrow agreement dated February 7, 2017 with the Manager to the Buy Back and Escrow agent namely IFC Bank Limited ("Escrow Bank") pursuant to which the Company has opened an escrow account bearing number 10000001544 titled "Ramco Cements Buy Back 2017" (the "Escrow Account"). The Company has authorized the Manager to the Buy Back to operate the Escrow Account in compliance with the Buy Back Regulations and the Escrow Agreement. The Company has deposited in the Escrow Account cash aggregating to ₹4.50 Crores (Rupees Four Crores and Fifty Lakhs only), being 2.5% of the Maximum Buy Back Size remaining in the Board Resolution. The Company's escrow arrangement consisting of Cash Escrow of ₹4.50 Crores (Rupees Four Crores and Fifty Lakhs only) and bank guarantee of ₹40.50 Crores (Rupees Forty Crores and Fifty Lakhs only), aggregating to ₹45 Crores (Rupees Forty Five Crores only), which is 2.5% of the Maximum Offer Size is in compliance with Buy Back Regulations.
18.2. In addition, the Buy Back has issued a bank guarantee dated February 10, 2017 in favour of Manager to the Buy Back for an amount of ₹40.50 Crores (Rupees Forty Crores and Fifty Lakhs only), being 2.5% of the Maximum Buy Back Size remaining in the Board Resolution. The Company's escrow arrangement consisting of Cash Escrow of ₹4.50 Crores (Rupees Four Crores and Fifty Lakhs only) and bank guarantee of ₹40.50 Crores (Rupees Forty Crores and Fifty Lakhs only), aggregating to ₹45 Crores (Rupees Forty Five Crores only), which is 2.5% of the Maximum Offer Size is in compliance with Buy Back Regulations.
18.3. The Company has authorized the Manager to the Buy Back to operate the Escrow Account in compliance with the Buy Back Regulations.
18.4. The funds in the Escrow Account may be released for making payment to the shareholders, subject to at least 2.5% of the Maximum Buy Back Size remaining in the escrow account at all points in time.
18.5. If the Company is not able to complete Buy Back equivalent to Minimum Buy Back Size, the amount held in the Escrow Account up to a maximum of 2.5% of the Maximum Buy Back Size, shall be liable for forfeiture in accordance with the Buy Back Regulations.
18.6. The balance lying in the credit of the Escrow Account will be released to the Company on completion of all obligations and in accordance with Buy Back Regulations.

19. **Listing Details and Stock Market Data**
19.1. The Equity Shares are listed on the BSE and NSE with nationwide terminals.
19.2. The Company was listed on the BSE and NSE under the name "Ramco Cements Limited". In 2004, the Company had applied to CSE for delisting of its Equity Shares. However, the delisting has not yet been done. The Company had regularly reiterated its request to CSE for delisting, as it is already listed on stock exchanges with nationwide terminals, pursuant to the order on delisting from regional stock exchanges for companies listed on stock exchanges with nationwide terminals. As per the website of the CSE accessed as on the date of this Public Announcement i.e. February 13, 2017 the listing status is shown as suspended for non-compliance, although the Company has not received any communication from CSE in relation to this suspension. There is no trading of the Company on the CSE, hence trading data is not available.
19.3. The high, low and average market prices of the Equity Shares for the preceding three years and the monthly high, low and average market prices of the Equity Shares for the six months preceding the date of this Public Announcement and their corresponding volumes on the BSE and the NSE are as follows:

Twelve Months Period Ended	High	Date of High	No of shares traded on that date	Low	Date of Low	No of shares traded on that date	Volume Weighted Average Price	Total Volume of shares Traded in the period	Total Turnover (₹ in Lakhs)
CY 2014	380.00	07-Nov-14	65,548	155.55	04-Feb-14	10,548	260.06	1,06,10,174	27,306.59
CY 2015	405.50	01-Dec-15	81,327	270.00	27-Jul-15	14,493	335.97	56,76,533	18,735.00
CY 2016	685.25	14-Oct-16	1,11,384	354.55	12-Feb-16	5,146	512.72	95,57,690	49,094.47

Last Six Months	High	Date of High	No of shares traded on that date	Low	Date of Low	No of shares traded on that date	Volume Weighted Average Price	Total Volume of shares Traded in the period	Total Turnover (₹ in Lakhs)
August 2015	560.80	31-Aug-16	17,191	530.25	04-Aug-16	18,179	554.77	4,06,370	2,251.40
September 2015	622.80	23-Sep-16	10,615	562.00	26-Sep-16	12,156	606.33	13,49,188	8,180.57
October 2015	685.55	14-Oct-16	1,11,384	550.00	03-Oct-16	11,938	639.66	4,72,476	3,021.84
November 2015	638.00	01-Nov-16	4,649	478.00	15-Nov-16	1,31,635	560.59	4,87,111	2,730.68
December 2015	619.10	01-Dec-16	7,549	500.00	26-Dec-16	12,540	522.71	14,89,557	7,755.95
January 2016	728.00	01-Jan-17	96,255	547.00	02-Jan-17	19,114	625.72	14,67,928	8,698.68
February 2016	723.00	06-Feb-17	50,449	672.00	08-Feb-17	58,206	695.50	2,86,324	2,005.45

Twelve Months Period Ended	High	Date of High	No of shares traded on that date	Low	Date of Low	No of shares traded on that date	Volume Weighted Average Price	Total Volume of shares Traded in the period	Total Turnover (₹ in Lakhs)
CY 2014	360.00	07-Nov-14	4,58,258	159.20	04-Feb-14	48,894	278.97	5,46,34,961	1,52,449.45
CY 2015	405.50	01-Dec-15	10,32,377	270.00	27-Jul-15	14,493	335.97	6,08,68,778	1,98,717.72
CY 2016	685.00	14-Oct-16	4,17,394	352.65	12-Feb-16	11,691	500.17	5,31,96,981	2,66,013.42

Last Six Months	High	Date of High	No of shares traded on that date	Low	Date of Low	No of shares traded on that date	Volume Weighted Average Price	Total Volume of shares Traded in the period	Total Turnover (₹ in Lakhs)
August 2016	581.00	31-Aug-16	1,43,913	531.00	04-Aug-16	2,25,005	555.25	28,86,123	16,038.20
September 2016	622.80	23-Sep-16	2,37,382	550.10	01-Sep-16	2,41,531	600.30	28,39,429	16,170.87
October 2016	685.00	14-Oct-16	4,17,394	552.00	02-Oct-16	9,305	634.33	29,02,108	16,809.07
November 2016	639.00	01-Nov-16	54,611	472.80	15-Nov-16	7,30,859	574.87	56,87,564	32,695.96
December 2016	619.20	01-Dec-16	6,72,475	501.00	26-Dec-16	94,669	541.10	44,36,598	24,007.03
January 2017	728.00	01-Jan-17	5,63,610	544.55	02-Jan-17	78,271	624.74	41,54,578	25,955.26
February 2017	724.00	02-Feb-17	1,23,534	672.00	07-Feb-17	8,42,410	696.50	28,39,444	19,718.93

Source: www.bseindia.com
Source: www.nseindia.com
a. CV means Calendar Year.
b. In case of same high and low prices occurring on more than one date, then the date on which the quantity traded is more is considered.
c. Intra day high and low prices have been considered.
d. The period for the month of February 2017 has been considered from February 01, 2017 till the date of this Public Announcement i.e. February 13, 2017.
19.4. There has been no change in the Equity Share capital of the Company including by way of bonus issue, rights issue or consolidation of Equity Shares during the period for which data has been disclosed in the table above, except as follows: The Company has issued bonus shares in the ratio 1:1 in the year 1992-1993, 1994-1995, 2008-2009 and 1,07,400 bonus shares which were kept in abeyance were allotted during the year April 1, 2014 to March 31, 2015. Total of 2,33,600 bonus shares remain unallotted pending completion of required formalities as on March 31, 2016. The share prices have become ex-bonus in the respective years in which the bonus issues were made, and hence there is no impact during the period as disclosed above.
19.5. The Board resolution approving the Buy Back was passed on February 7, 2017. The clearing market price immediately after the date of the resolution of the Board of Directors approving the Buy Back i.e. February 8, 2017 was ₹675.90 on BSE and ₹680.60 on NSE.

Particulars	As on date of the public announcement	Post completion of the Buy Back
Authorized Share Capital 25,00,00,000 Equity Shares of ₹1 each	2,500.00	2,500.00
Issued, subscribed and paid up 23,80,76,780 Equity Shares of ₹1 each	2,380.77	2,355.77

*Assuming the Company buys back the Maximum Buy Back Shares.
*The capital structure post completion of the Buy Back may differ depending on the actual number of Equity Shares bought back under the Buy Back.
20.2. As on the date of this Public Announcement, there are no partly paid up Equity Shares, call-in-arrears and no outstanding instruments convertible into Equity Shares.

Category	Pre-Buy Back	Post-Buy Back
	No of Equity Shares	No of Equity Shares
A. Holding of the Promoter Group	79,98,340	79,98,340
(a) Individual / HUF	9,27,07,220	9,27,07,220
(b) Bodies Corporate	10,07,05,560	10,07,05,560
Total (A)	10,07,05,560	10,07,05,560
B. Non-Promoters Holding		
1. Institutional Investors		
(a) Mutual Funds / UTI	3,83,07,970	16,099
(b) Financial Institutions / Banks	61,18,098	2,578
(c) Foreign Portfolio Investors	3,47,51,867	14,606
(d) Foreign Institutional Investors	7,91,77,235	33,626
2. Others		
(a) Bodies Corporate	1,60,72,733	6,758
(b) Individual	3,31,97,819	13,943
(c) State Government		
(d) Non Resident Indian (Repatriated)	9,22,003	0.09%
(e) Escrow Member	80,00,000	3.36%
Total (B)	5,91,93,465	24,443
Total (A+B)	15,99,09,025	57.25%
Grand Total (A)+(B)	23,80,76,780	100.00%

*Assuming the Company buys back the Maximum Buy Back Shares. The shareholding post completion of the Buy Back, may differ depending upon the actual number of Equity Shares bought back in the Buy Back.

S. No.	Promoter/Persons who are in control/ Directors of the Promoters, where the Promoter is a company, promoter and persons in control of the Company	No of Equity Shares	% of Total Equity Share Capital
1.	Ramco Industries Limited	49,312,320	20.71%
2.	Rajagopalam Mills Limited	32,905,000	13.82%
3.	Sri Vishnu Shankar Mil Ltd	3,883,200	1.63%

4.	The Ramnagar Cement Mills Ltd	3,824,000	1.52%
5.	Company's investment in the BSE	2,982,300	1.25%
6.	P.R. Ramasubrahmanya Raja-HUF	2,020,000	0.85%
7.	P.R. Ramasubrahmanya Raja	1,755,840	0.74%
8.	Haina Ramakrishni	1,000,000	0.42%
9.	P.K. Venkatesh Raja	1,000,000	0.42%
10.	Sandeep Dugga	1,000,000	0.42%
11.	Ramachandra Raja Chittammal	738,000	0.31%
12.	R. Sudarshan	340,500	0.14%
13.	S.A. Sri Rama Raja	120,000	0.05%
14.	R.K. Subramanian Raja	8,000	0.00%
Total of Promoter and persons in control of the Company (A)	100,705,560	42.30%	
DIRECTORS IN PROMOTER COMPANY-S			
1.	Sri Ramnagar K.T.	66,514	0.03%
2.	A.V. Dharmakrishnan	20,000	0.01%
3.	S.S. Ramachandran	22,400	0.01%
4.	Sri Alaga Raja P.	20,900	0.01%
5.	A.V. Dharmakrishnan-HUF	10,000	0.004%
6.	Ramaswami Raja K.K.	8,800	0.004%
7.	R.K. Subramanian Raja	1,000	0.000%
Total of directors in promoter company (B)	167,514	0.07%	
Total (A+B)	100,873,074	42.37%	

21.2. None of the persons above have bought or sold Equity Shares in the market in the twelve months preceding the date of this Public Announcement to approve the Buy Back.
21.3. The aggregate shareholding of the promoters and promoter group as on the date of this Public Announcement is 42.30% of the total Equity Share capital of the Company. While the promoters are not eligible to participate in the Buy Back, depending on the number of Equity Shares bought back by the Company, their effective shareholding percentage in the Company, will increase marginally. Assuming the Maximum Buy Back Shares are bought back the aggregate shareholding of the promoters and promoter group will increase to 42.75% of the total Buy Back Equity Share Capital.
21.4. Such an increase in the percentage holding/voting rights of the promoters is not an acquisition and is incidental to the Buy Back and falls within the limits prescribed under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

22. **Management Discussion and Analysis on the likely impact of the Buy Back on the Company**
22.1. The Buy Back is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buy Back since the funds will be utilized for Buy Back which otherwise would be available for reducing the borrowings of the Company.
22.2. The Buy Back of Equity Shares will result in a reduction in Equity Share capital and consequently, it is expected to be EPS-increase. The Company believes that the Buy Back will contribute to the overall enhancement of shareholders' value going forward. The amount required by the Company for the Buy Back (including the cost of financing the Buy Back and the transaction costs) will be invested out of internal accruals of the Company.
22.3. Pursuant to Regulation 15(b) of the Buy Back Regulations, the promoters or person in control of the Company are not entitled to participate under the Buy Back. The Buy Back of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company.
22.4. The Buy Back of Equity Shares will be paid on the number of Equity Shares bought back from the various public shareholders, institutions as well as non-institutional such as bodies corporate, non-resident shareholders, non-resident Indian (NRI) shareholders etc. excluding the promoters, promoter group, persons acting in concert and persons who are in control of the Company, the shareholding pattern of the Company would undergo a change, however public shareholding shall not fall below 25% of the fully paid up Equity Share capital of the Company.
22.5. As required under Section 68(2)(b) of the Companies Act, 2013 the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid up Equity Share capital and free reserves post the Buy Back.
22.6. The Buy Back will be completed within a maximum period of 6 months from the date of opening of the Buy Back. The Company shall not withdraw the Buy Back after the date of this Public Announcement has been made.
22.7. The Company would not raise further capital for a period of one year from the closure of the Buy Back, except in discharge of its subsidiary obligations like allotment of shares under Employee Stock Option Schemes, bonus issue, conversion of warrants, sweat equity or conversion of preference shares or debentures into Equity Shares, etc. and the Company shall not issue any shares or specified securities including issue of bonus till the date of closure of the Buy Back.

23. **Statutory approvals**
23.1. Pursuant to Sections 68, 69, 70 and other applicable provisions of the Companies Act, 2013 and the Rules, if any, there under and the Buy Back Regulations, the Company has obtained the Board Approval as mentioned above.
23.2. The Buy Back from shareholders including Buy Back from overseas companies and other applicable categories is subject to all statutory consents and approvals as may be required by such shareholder under applicable laws and regulations. The shareholders shall be solely responsible for obtaining all such statutory consents and approvals including, without limitation the approvals from the Reserve Bank of India and Foreign Exchange Management Act, 1999 as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buy Back. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Company's Broker.
23.3. To the best of the knowledge of the Company, no other statutory approvals are required by it for the Buy Back, as on the date of this Public Announcement. Subject to the obligation of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set out in paragraph 23.2 above, the Company shall obtain such statutory approvals as may be required, from time to time, if any, for completion of the Company's obligations in relation to the Buy Back.
24. **Collection and Bidding Centers**
24.1. The Buy Back will be implemented by the Company by way of open market purchases through the Stock Exchanges using their on-