



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

8 February 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,

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")

We have vide our letter dated 7.2.2017 informed that the Board of Directors ("Board") of the Company at their meeting held on February 7, 2017, have unanimously approved a proposal of Buy-Back of Equity Shares of the Company.

In compliance with the Companies Act, 2013 and Regulation 5A of SEBI (Buy Back of Securities) Regulations, 1998, we are enclosing herewith a copy of the board resolution passed at the said meeting.

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

Thanking you,

Yours faithfully,

For **THE RAMCO CEMENTS LIMITED**,

K. Selvanayagam

K.SELVANAYAGAM
SECRETARY

Encl : As above

[Signature]



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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED
AT THE BOARD MEETING HELD ON 7.2.2017**

“RESOLVED THAT in accordance with the provisions contained in Article 56 of the Articles of Association of the Company, Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) to the extent applicable and the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, (“Buy Back Regulations”) (including any statutory modification(s) or re-enactment of the Act, for the time being in force) and subject to such other approvals, permissions and sanctions as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein referred to as the Board which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Board of Directors of the Company be and is hereby accorded to purchase the Company’s own fully paid equity shares of Rs.1/- each for an amount not exceeding Rs.180 Crores, (“Maximum Buy Back Size”) being 6.07% of paid up share capital and free reserves as on March 31, 2016 (being the date of the last audited financial statements of the Company), for a price not exceeding Rs.720/- (Rupees Seven hundred twenty only) per equity share (hereinafter referred to as (“Maximum Buy Back Price”) from its existing shareholders, other than those who are promoters, promoter group, persons acting in concert, persons who are in control of the Company, payable in cash through the open market purchases method on the stock exchanges(s) (this process being referred to as “Buy Back”). The Maximum Buy Back Size and Maximum Buy Back Price does not include associated costs viz., brokerage costs, Securities and Exchange Board of India (“SEBI”) turnover charges, taxes such as securities transaction tax, service tax and relevant stamp duty (collectively referred as “Transaction Costs”).

RESOLVED FURTHER THAT that the Company proposes to Buy Back equity shares for a minimum of Rs.90 Crores (Rupees Ninety crores only) being 50% of the Maximum Buy Back Size (“Minimum Buy Back Size”).

RESOLVED FURTHER THAT the Board noted that the proposed Buy Back would help the Company to achieve the following objectives:

- (a) Optimize returns to shareholders; and
- (b) Enhance overall shareholders value.



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RESOLVED FURTHER THAT the Board also noted that the proposed objectives will be achieved by reduction in outstanding Equity Shares, improvement in 'earnings per share' (EPS) and enhanced return on invested capital. The Buy Back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

RESOLVED FURTHER THAT in accordance with provisions of the Act and other applicable laws, a sum equal to the nominal value of the equity shares purchased, which will be determined at the closure of the Buy Back, be and is hereby authorised to be transferred from the free reserves, to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in the balance sheet.

RESOLVED FURTHER THAT the Company implements the Buy Back from internal accruals and that the Buy Back shall be from the open market through Stock Exchange methodology in such manner as may be prescribed under the Act and the Buy Back Regulations.

RESOLVED FURTHER THAT the Board in its absolute discretion may decide to close the Buy Back at any time provided that at least fifty percent of the amount earmarked for Buy Back is utilized for buying back the equity shares, by giving appropriate notice of such earlier date and completing all formalities in this regard as per relevant laws and regulations.

RESOLVED FURTHER THAT the Buy Back shall be completed within 6 (six) months from the date of opening of the Buy Back (or such extended period as may be permitted by the Act, Rules, Buy Back Regulations and appropriate authorities).

RESOLVED FURTHER THAT the Board has confirmed that it has made fully enquiry into the affairs and prospects of the Company and has opined that:

- a. that immediately following the date of the Board meeting at which the proposal for Buy Back was approved i.e. 7th February 2017 there will be no grounds on which the Company can be found unable to pay its debts.
- b. as regards the Company's prospects for the year immediately following the date of the Board meeting at which the proposal for Buy Back was approved and declared by the Board i.e. 7th February 2017 and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one (1) year from the date of the Board meeting at which the proposal for Buy Back was approved by the Board; and



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- c. In forming its opinion aforesaid, the Board has taken into account the Liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 (to the extent not repealed), Companies Act, 2013 (to the extent notified) (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the draft of Public Announcement for the Buy Back of equity shares of the Company placed before the Board be and is hereby approved and any two Directors of the Company, one of whom shall be the Managing Director and Sri.K.Selvanayagam, Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, expedient or proper to modify, sign, execute, deliver and release the Public Announcement.

RESOLVED FURTHER THAT consent of the Board of Directors of the Company be and is hereby accorded for appointment of IDFC Bank Limited as the Manager to the Buy Back offer ("Manager to the Buy Back").

RESOLVED FURTHER THAT Dalal & Broacha Stock Broking Pvt. Ltd. and IDFC Securities Limited be and are hereby appointed as Brokers to the proposed Buy Back offer.

RESOLVED FURTHER THAT consent of the Board be and is hereby accorded to open a trading account named "Ramco Cements Buy Back 2017" with both Dalal & Broacha Stock Broking Pvt. Ltd. and IDFC Securities Limited in relation to the proposed Buy Back offer.

RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to Buy Back any shares, and or impair any power of the Company or the Board to terminate any process in relation to such Buy Back if so permissible by law.

RESOLVED FURTHER THAT the Buy Back of shares from Non-Resident Shareholders, Overseas Corporate Bodies, Shareholders of foreign nationality etc. shall be subject to such approval of the Reserve bank of India, if any, as may be required under the Foreign Exchange Management Act, 1999.

RESOLVED FURTHER THAT the Company to open a Depository Account styled "Ramco Cements Buy Back 2017" with Dalal & Broacha Stock Broking Pvt. Ltd, or as may be deemed fit with such other depository participant.

RESOLVED FURTHER THAT to nominate Sri.K.Selvanayagam, Secretary of the Company as Compliance Officer and the Secretarial Department of The Ramco Cements Limited as Investor Service Centre for compliance with the Buy Back regulations and to redress the grievances of the investors.



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RESOLVED FURTHER THAT approval of the Board be and is hereby accorded to enter into ESCROW agreement with IDFC Bank Limited ("Escrow Bank") as required under Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended, or such other Bank as the Board may deem fit.

RESOLVED FURTHER THAT IDFC Bank Limited – Manager to the Buy Back is authorized to operate the Escrow Account and realize the amount deposited in Escrow Account, in the event of Non-compliance with Regulation 14(3) of the SEBI (Buy Back of Securities) Regulations, 1998, as amended.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, if required, to such deeds, documents or writings in the presence of Sri.A.V.Dharmakrishnan, Chief Executive Officer and countersigned by Sri.K.Selvanayagam, Secretary of the Company.

RESOLVED FURTHER THAT the Board of Directors confirm with reference to the Buy Back process:

1. That the Company shall not purchase shares under the Buy Back from its promoters, promoter group, persons in control and persons acting in concert.
2. That the Company shall not raise further capital for a period of one year from the closure of Buy Back offer, except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.
3. That the Company shall not Buy Back its shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement.
4. That there are no defaults subsisting in the repayment of Deposits; redemption of debentures or preference shares; or repayment of term loans to any financial institutions or banks.
5. That it will continue to comply with sections 92, 123, 127 and 129 of the Companies Act, 2013.
6. That all Equity Shares of the Company are fully paid up;
7. That the aggregate amount of the Buy Back i.e. Rs.180 crores (Rupees One hundred eighty crores only), does not exceed 10% of the total paid-up capital and free reserves as per the audited balance sheet as on 31st March 2016;
8. That the number of Shares proposed to be purchased under the Buy Back i.e. 25,00,000 Equity Shares, does not exceed 25% of the total number of Shares in the paid-up Equity Capital as per the audited balance sheet as on 31st March 2016;



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9. That the Company shall not acquire equity shares in the Buy Back such that the aggregate shareholding of the promoters, promoter group, persons acting in concert, persons in control, pursuant to Buy Back increases by equal to or more than five percent of the voting rights of the Company, at any point during the Buy Back.
10. That the debt equity ratio of the Company after the Buy Back will be within the limit of 2:1 as prescribed under the Act.
11. That the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.
12. That the Company shall not make any offer of Buy Back within a period of one year reckoned from the date of closure of the Buy Back.
13. That there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act outstanding as on date.
14. That the Company shall comply with the statutory and regulatory timelines in respect of the Buy Back, on the terms and conditions as may be decided by the Board of Directors and in such manner as prescribed under the Act and / or the Regulations and any other applicable Laws.
15. That the Company will not withdraw the offer to Buy Back after the Public Announcement of the offer is made and published in the newspapers;
16. That the company will not Buy Back Equity Shares which are locked-in or non-transferable, until the pendency of the lock-in, or until the Equity Shares become transferable, as applicable;
17. That the maximum number of Equity Shares than can be bought back will be in accordance with Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the report dated 7.2.2017 of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants and CNGSN & Associates LLP, Chartered Accountants, the Statutory Auditors of the Company, be taken on record, on the permissible capital amount towards Buy Back of equity shares based on the audited accounts for the year ended March 31, 2016 and the declaration as required under the Buy Back Regulations.



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Adoption of Declaration of Solvency

RESOLVED THAT in terms of Section 68(6) of the Companies Act, 2013 read with Regulation 8(7) of the SEBI (Buy Back of Securities) Regulations, 1998, as amended, the Board hereby adopts the Statement of Assets and Liabilities in the prescribed Form as per draft placed before the Board and authorizes any two Directors of the company, one of whom shall be the Managing Director, to sign the same.

RESOLVED FURTHER THAT pursuant to a full inquiry into the affairs of the Company, the Board do hereby declare having formed the opinion that the Company is capable of meeting its liabilities and will not be rendered insolvent within a period of one year from the date of the declaration.

RESOLVED FURTHER THAT as required under the provisions of Section 68(6) of the Companies Act, 2013 and Regulation 8(7) of the SEBI (Buy Back of Securities) Regulations, 1998, as amended, the draft of Declaration of Solvency along with Annexures, affidavit thereof be and is hereby approved and be filed with the Registrar of Companies, Chennai, Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited. Further these documents be verified by an affidavit signed by any two Directors of the company, one of whom shall be the Managing Director, be and are hereby authorized to sign the same on behalf of the Board."

RESOLVED FURTHER THAT a Committee be constituted comprising following members ("Buy Back Committee"), i.e.,

Sri P.R.Ramasubrahmaneya Rajha, Chairman & Managing Director
Sri.A.V.Dharmakrishnan, Chief Executive Officer,
Sri.S.Vaithiyanathan, Chief Financial Officer and
Sri.K.Selvanayagam, Secretary.

Further, the Buy Back Committee is hereby authorised to decide and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buy Back.

RESOLVED FURTHER THAT any two of the members of the Committee shall form the quorum of the said committee.

RESOLVED FURTHER THAT the Committee, be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buy Back, including:

1. To finalize the terms of the Buy Back like, the timeframe for completion of the Buy Back including early closure of the issue.



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2. To appoint Merchant Bankers, Escrow Bank, Depository Participants, Lawyers, Brokers, Advertising Agency, Compliance Officer and other Advisors, Consultants or Representatives and to decide and settle the remuneration for all such intermediaries / agencies / persons, including by payment of commission, brokerage, fee, charges, etc. and enter into agreements / letters in respect thereof;
3. To open, operate and close all necessary accounts including bank accounts, escrow and special accounts, trading accounts, depository accounts (including escrow account) for the purpose of payment and authorising persons to operate the said accounts, issue and renewal of Bank Guarantee as Security Deposit for the Buy Back offer.
4. To sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buy Back; execution of documents under the Common Seal of the Company as may be required
5. To initiate necessary actions for preparation and issue of Public Announcement;
6. To file Public Announcement and also the Certificates for Declaration of Solvency and all requisite documents and forms with SEBI/ Stock exchanges/ ROC and other appropriate authorities and filing of Certificate of extinguishment of shares and physical destruction of share certificates and all other documents required to be filed in connection with the Buy Back with the appropriate authorities;
7. To make applications to the appropriate authorities for their requisite approvals including, Reserve Bank of India under the Foreign Exchange Management Act, 1999, and the rules and regulations framed thereunder;
8. To approve, execute and file or issue all necessary applications, intimations, disclosures, announcements, documents, declaration, undertakings, forms and reports with the appropriate authorities or any third parties as may be relevant including but not limited to the declaration of solvency certificate, compliance certificate, certificate of extinguishment and physical destruction of share certificates.
9. To create and maintain requisite statutory registers and records and to furnish requisite returns to appropriate authorities
10. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buy Back;
11. To close the Buy Back and to complete all the required formalities as specified under the Companies Act, 2013, The Companies (Share Capital and Debentures) Rules, 2014, SEBI (Buy Back of Securities) Regulations, 1998, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.



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12. To delegate all or any of the authorities conferred as above to any Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate Authorities or Advisors.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and/or any obligation on the Company or the Board or the Buy Back Committee to Buy Back any shares, and/or impair any power of the Company or the Board or the Buy Back Committee to terminate any process in relation to such Buy Back, if so permissible by law.

RESOLVED FURTHER THAT Sri.A.V.Dharmakrishnan, Chief Executive Officer, Sri.S.Vaithyanathan, Chief Financial Officer and Sri.K.Selvanayagam, Secretary be and are hereby authorised severally to sign and execute all documents, declarations, certificates, forms, applications and any other papers and to do all acts, deeds and things as may be deemed necessary and expedient for the purpose of the Buy Back offer.

RESOLVED FURTHER THAT a copy of the resolution certified as true copy by the Chief Executive Officer or Secretary be forwarded to the concerned authorities for their records."

CERTIFIED TRUE COPY
For THE RAMCO CEMENTS LIMITED,



K. SELVANAYAGAM
Secretary - Membership No:A3871
"Aurore Corporate Centre", 5th Floor
No.23-A, Dr. Radhakrishnan Salai
Mylapore, Chennai-600 004.