



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

9 September 2023

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,

We enclose a copy of the minutes of Annual General Meeting held on 10th August 2023, together with the voting results.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **THE RAMCO CEMENTS LIMITED,**

K.SELVANAYAGAM
SECRETARY

Encl : As above

THE RAMCO CEMENTS LIMITED

MINUTES OF THE 65TH ANNUAL GENERAL MEETING

Day & Date : Thursday, the 10th August 2023
The Annual General Meeting was held through Video Conferencing (VC)

Time of Commencement : 10.00 AM

Time of Conclusion : 10.48 AM

DIRECTORS PRESENT	CATEGORY / POSITION	ATTENDED THROUGH VC FROM
Shri.M.F.Farooqui, IAS (Retd.)	Independent Director and Chairman of the Board	Chennai
Shri.P.R.Venketrama Raja	Managing Director	Rajapalayam
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
IN ATTENDANCE Shri.K.Selvanayagam	Secretary	Chennai
BY INVITATION		
Shri.A.V.Dharmakrishnan	Chief Executive Officer (CEO)	Chennai
Shri.S.Vaithiyathan	Chief Financial Officer (CFO)	Chennai
SCRUTINISER Shri.K.Srinivasan	Chartered Accountant. Partner - M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants.	Chennai

AUDITORS		
Mr.P.Santhanam	Representing M/s.SRSV & Associates, Chartered Accountants – Statutory Auditors	Chennai
Shri.M.Vijayan and Mr.C.Kesavan	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

CHAIRMAN'S INITIAL



THE RAMCO CEMENTS LIMITED

- 2 -

The meeting was attended by 59 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, through CDSL Platform, had provided video conference facility to shareholders to attend the meeting. Then Secretary requested the Chairman to preside over the meeting.

Shri.M.F.Farooqui, IAS (Retd.), Chairman of the Company presided and welcomed the Shareholders.

The Chairman gave a brief introduction of Managing Director and all other Directors present.

The Chairman explained the absence of Shri.M.S.Krishnan, Director, which was due to his pre-occupation.

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 necessary certificate dated 18.05.2023 had been obtained from the Company's Secretarial Auditors with respect to implementation of Employee Stock Option Schemes, that they were in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the Members of the Company and the same had been attached as Annexure-10 to the Annual Report for the year 2022-23. He further informed that the details as required under Part F of Schedule I read with Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, were disclosed in the Company's website.

Secretary announced that since the Notice convening the meeting had 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 since the Statutory Auditors' Report, being an unqualified/unmodified one and 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.

CHAIRMAN'S
INITIAL



THE RAMCO CEMENTS LIMITED

- 3 -

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 7th August 2023 and concluded at 5:00 p.m. on Wednesday, the 9th August 2023. 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. If any votes cast by the members through the e-voting available during the AGM and if the same members did not participate in the meeting through VC, then the votes cast by such members would be considered invalid as the facility of e-voting during the meeting was available only to the members who attended the meeting. The e-voting was closed at 11.07 AM.

Secretary further informed the members that those who had cast their vote by remote e-voting prior to the meeting could attend the meeting but would not be entitled to cast their vote again.

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

On request by the Chairman, the Managing Director delivered his speech.

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 8 shareholders who had been registered as speaker shareholders, 6 shareholders spoke during the AGM. The Chief Executive Officer adequately clarified the queries raised by them.

The following items of business as set out in the Notice convening the 65th 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 2023.</p> <p>"RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March 2023, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."</p>
2	<p>Declaration of dividend for the year 2022-2023 at the rate of Rs.2/- per share.</p> <p>"RESOLVED THAT a Dividend of Rs. 2/- per Share be and is hereby declared for the year ended 31st March 2023 and the same be paid to those shareholders whose names appear in the Register of Members maintained by the Company</p>

CHAIRMAN'S
INITIAL



THE RAMCO CEMENTS LIMITED

- 4 -

No	ORDINARY BUSINESS – ORDINARY RESOLUTION
	and the Register of Beneficial Owners maintained by the Depositories as on 3 rd August 2023.”
3	<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
5	<p>To increase the borrowing limits.</p> <p>“RESOLVED that subject to the approval of the Financial Institutions/Banks as may be required and in supersession of the resolution passed at the Annual General Meeting held on 28th July 2014 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors for borrowing from time to time any sum or sums of money which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the maximum amount of moneys so outstanding, shall not at any time exceed Rs.10,000 Crores (Rupees Ten thousand crores only).”</p>

	SPECIAL BUSINESS – ORDINARY RESOLUTION
6	<p>Ratification of remuneration of Rs.6,50,000/- (exclusive of GST and out of pocket expenses) to M/s.Geeyes & Co., Cost Accountants, Cost Auditors of the Company, for the financial year 2023-24.</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 Rs. 6,50,000/- (Rupees Six 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 2023-24 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified.”</p>

CHAIRMAN'S
INITIAL



THE RAMCO CEMENTS LIMITED

- 5 -

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 Secretary thanked the Members who participated in the Meeting through VC.

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

RESULTS

Based upon the scrutiniser's report, the results of the voting on the resolutions were given in Annexure. All the resolutions had been passed with requisite majority.

DATE OF ENTRY : 01-09-2023

K.SELVANAYAGAM
SECRETARY

DATE OF SIGNING : 01-09-2023
CHENNAI

K.Selvanayagam

M.F. Farooqui

M.F.FAROOQUI
CHAIRMAN

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THE RAMCO CEMENTS LIMITED

- 6 -

Annexure

Resolution No.	1
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Adoption of Company's Separate and Consolidated Audited Financial Statements for the year ended 31 st March 2023

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
Promoter and Promoter Group	E-Voting	99511874	99511874	100	99511874	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		99511874	99511874	100	99511874	0	100
Public Institutions	E-Voting	96292180	87748971	91.1278	87748971	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		96292180	87748971	91.1278	87748971	0	100
Public - Non Institutions	E-Voting	40488326	2188732	5.4058	2188665	67	99.9969	0.0031
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40488326	2188732	5.4058	2188665	67	99.9969
Total		236292380	189449577	80.1759	189449510	67	100	0
Whether resolution is Passed								Yes
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	--
Public Institutions	4957122
Public - Non Institutions	--

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CHAIRMAN'S
INITIAL

THE RAMCO CEMENTS LIMITED

- 7 -

Resolution No.	2
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Declaration of dividend for the year 2022-2023 at the rate of Rs.2/- per share

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
Promoter and Promoter Group	E-Voting	99511874	99511874	100	99511874	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		99511874	99511874	100	99511874	0	100
Public Institutions	E-Voting	96292180	87891912	91.2763	87891912	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		96292180	87891912	91.2763	87891912	0	100
Public – Non Institutions	E-Voting	40488326	2188732	5.4058	2188710	22	99.999	0.001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40488326	2188732	5.4058	2188710	22	99.999
Total		236292380	189592518	80.2364	189592496	22	100	0
Whether resolution is Passed								Yes
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	--
Public Institutions	4957122
Public - Non Institutions	--

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CHAIRMAN'S
INITIAL

THE RAMCO CEMENTS LIMITED

- 8 -

Resolution No.	3
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	Yes
Description of resolution considered	Reappointment of Shri.P.R.Venketrama Raja, as a Director, liable to retire by rotation

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
Promoter and Promoter Group	E-Voting	99511874	99511874	100	99511874	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		99511874	99511874	100	99511874	0	100
Public Institutions	E-Voting	96292180	87854869	91.2378	82657837	5197032	94.0845	5.9155
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		96292180	87854869	91.2378	82657837	5197032	94.0845
Public – Non Institutions	E-Voting	40488326	2188712	5.4058	2187325	1387	99.9366	0.0634
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40488326	2188712	5.4058	2187325	1387	99.9366
Total		236292380	189555455	80.2207	184357036	5198419	97.2576	2.7424
Whether resolution is Passed								Yes
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	--
Public Institutions	4957122
Public - Non Institutions	--

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CHAIRMAN
INITIAL

THE RAMCO CEMENTS LIMITED

- 9 -

Resolution No.	4
Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Increasing the borrowing limit, so that the total outstanding borrowings shall not exceed Rs.10,000 crores

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
Promoter and Promoter Group	E-Voting	99511874	99511874	100	99511874	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		99511874	99511874	100	99511874	0	100
Public Institutions	E-Voting	96292180	87854866	91.2378	87506537	348329	99.6035	0.3965
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		96292180	87854866	91.2378	87506537	348329	99.6035
Public – Non Institutions	E-Voting	40488326	2188712	5.4058	2188594	118	99.9946	0.0054
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40488326	2188712	5.4058	2188594	118	99.9946
Total		236292380	189555452	80.2207	189207005	348447	99.8162	0.1838
Whether resolution is Passed								Yes
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	--
Public Institutions	4957122
Public - Non Institutions	--



CHAIRMAN'S
INITIAL

THE RAMCO CEMENTS LIMITED

- 10 -

Resolution No.	5
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Ratification of remuneration of Rs.6,50,000/- (exclusive of GST and out of pocket expenses) to M/s.Geeyes & Co., Cost Accountants, Cost Auditors of the Company, for the financial year 2023-24

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
Promoter and Promoter Group	E-Voting	99511874	99511874	100	99511874	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		99511874	99511874	100	99511874	0	100
Public Institutions	E-Voting	96292180	87854869	91.2378	87854869	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		96292180	87854869	91.2378	87854869	0	100
Public – Non Institutions	E-Voting	40488326	2188712	5.4058	2188600	112	99.9949	0.0051
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		40488326	2188712	5.4058	2188600	112	99.9949
Total		236292380	189555455	80.2207	189555343	112	99.9999	0.0001
Whether resolution is Passed								Yes
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	--
Public Institutions	4957122
Public - Non Institutions	---

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