

Ramco Industries Limited



"Auras Corporate Centre" VI Floor,
98A, Dr. Radhakrishnan Road,
Post Box No. 2949, Mylapore,
Chennai - 600 004.

Phone : 91- 44 - 2847 8585

Fax : 91- 44 - 2847 8597

Ref. No:

16.11.2011

BY E-mail / Confirmation by COURIER

1. The Madras Stock Exchange Limited
11, Second Line Beach
CHENNAI-600 001.
2. The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), **MUMBAI-400 051.**
3. Bombay Stock Exchange Limited
Rotunda Building, 1st Floor
P.J. Towers, Dalal Street
MUMBAI-400 001.

Dear Sirs,

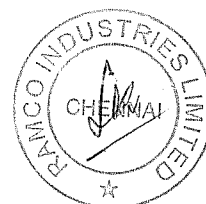
Sub: Result of Postal Ballot Process

As per the Listing requirement, we had vide our letter dated 04.10.2011, forwarded to your Stock Exchange, copies of Postal Ballot Forms, Postal Ballot Notice etc. sent to the Members of the Company. Further details in this regard and the Postal Ballot Result are as under:

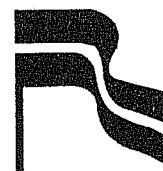
In terms of the provisions of Section 192-A of The Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and other applicable provisions of The Companies Act, 1956, Postal Ballot Form and the Postal Ballot Notice dated 02.09.2011 together with the Explanatory Statements etc., were sent to all the Members of the Company (dispatch to the Members was completed on 10.10.2011), seeking their approval for the following Resolutions thro' the Postal Ballots:

- A Special Resolution for altering the Objects Clause of the Memorandum of Association of the Company by inserting a new Sub-Clause relating to Bio-tech business.
- A Special Resolution for commencement of the above-said new business.
- An Ordinary Resolution for increasing the Limit of Corporate Social Responsibility Expenditure.

Shri K. Srinivasan, Partner, M/s. M.S. Jagannathan and N. Krishnaswami, Chartered Accountants, was appointed by the Board of Directors, as the Scrutinizer for conducting the above Postal Ballot process. Last date for receipt of the Postal Ballot Forms by the Scrutinizer, from the Members after casting their Votes and duly signed by them, was fixed as 09.11.2011.



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The Scrutinizer, Shri K. Srinivasan after verification of all the Postal Ballot Forms received from the Shareholders, has submitted his Report dated 10.11.2011 to the Chairman. As per the Scrutinizer's said Report, the Summary of the Results of the Postal Ballot Voting by the Members for the above-mentioned three Resolutions, is as follows:

Summary of results

	Resolution [a]	Resolution [b]	Resolution [c]
Total number of shares of the company	8,66,63,060	8,66,63,060	8,66,63,060
Total number of shares for which postal ballots were received	5,10,90,189	5,10,90,189	5,10,90,314
Total number of shares for which voting considered invalid	13,395	16,574	16,748
Total votes considered as valid	5,10,76,794	5,10,73,615	5,10,73,566
Total number of shares for which the postal ballots assented to the resolution	5,10,75,314	5,10,71,020	5,10,59,173
Total number of shares for which the postal ballots dissented to the resolution	1,480	2,595	14,393
Percentage of votes in favour	99.99%	99.99%	99.97%

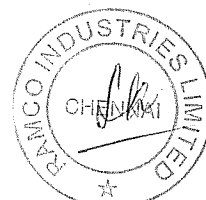
The Scrutinizer has further Certified that considering the percentage of the Votes cast in favor of the Resolutions, all the three Resolutions contained in the Postal Ballot Notice dated 02.09.2011 have the requisite majority to be passed.

Based on the above-said Report of the Scrutinizer, the following Resolutions as set out in the Postal Ballot Notice dated 02.09.2011 have been passed to-day, the 16th November, 2011:

a. Special Resolution for alteration of the Objects Clause of the Memorandum of Association of the Company.

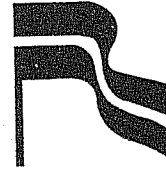
"**RESOLVED** that pursuant to the provisions of Section 17 and other applicable provisions of the Companies Act, 1956 and subject to such other approvals as may be necessary, the Memorandum of Association of the Company be and is hereby altered by inserting the following as Sub-Clause 3(m) to Clause III (A) of the Objects Clause of the Memorandum of Association of the Company."

"3 (m) To carry on the business of biotechnology involving the development of biological organisms or their components for commercial or industrial processes including agricultural biotechnology, plant biotechnology, bio-engineering, microbial genetic engineering, plantation, farming, agriculture, horticulture and sericulture in their respective forms and branches and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolize, deodorize, grind, bleach, hydrogenate, buy, sell or otherwise deal in all kinds of agricultural, horticultural, sericulture, farm products including food grains, cereals, seeds, plants, flowers, vegetables, fruits, vegetable and edible oils, foods and food products and preparation of any nature or description whatsoever"



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b. Special Resolution for approving the commencement of above-said New Business.

"RESOLVED that pursuant to the provision of Section 149(2A) of the Companies Act, 1956 and subject to such other approvals as may be necessary, the approval of the Company be and is hereby accorded for commencement of business covered in the objects specified under Sub-Clause 3(m) to Clause III(A) of the Objects clause of the Memorandum of Association of the Company"

c. Ordinary Resolution to increase the Limit of Corporate Social Responsibility Expenditure.

"RESOLVED that pursuant to the provisions of Section 293(1)(e) and other applicable provisions, if any, of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the Board of Directors to contribute to Scientific Research and Development Organizations, Educational Institutions, Universities, Medical Institutions, Rural Development Organizations, Social Organizations and/or Charitable Institutions or Welfare Associations, or directly undertake activities for promotion of social welfare, scientific research and development, sports and other charitable purposes not directly relating to the business of the Company or welfare of its employees, from time to time, in any financial year, any amounts in aggregate, not exceeding Rs. 6,00,00,000/- (Rupees Six Crores only) or 5% of the average profits as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956, during the three financial years immediately preceding, whichever is greater."

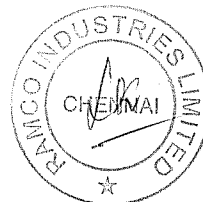
Copy of the Scrutinizer's Report dated 10.11.2011 along with the Postal Ballot Notice dated 02.09.2011 is enclosed for information of the Stock Exchanges. As required, arrangements are being made to publish the above Postal Ballot Results in the Newspapers to-morrow (17.11.2011).

Thanking You,

Yours faithfully,

For RAMCO INDUSTRIES LIMITED

S. KRISHNAN
Company Secretary & General Manager – Legal.



Encl: as above.