

NOTICE TO THE MEMBERS

Notice is hereby given that the 61st Annual General Meeting of the Company will be held at 10.15 AM on Thursday, the 8th August 2019 at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam – 626 108, Tamil Nadu to transact the following business:

ORDINARY BUSINESS

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March 2019, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT a Dividend of ` 3/- per Share be and is hereby declared for the year ended 31st March 2019 and the same be paid to those shareholders whose names appear in the Register of Members and Register of Depositories as on 1st August 2019.”

3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT Shri.P.R.Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS

4. To consider and pass the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT subject to the provisions of Section 185 of Companies Act, 2013, and such other provisions, as may be applicable, including any statutory modification(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to give loans including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate, which may be deemed beneficial and in the interest of the Company, as listed below.

Name of the Company	Relationship
Ramco Windfarms Limited	Subsidiary Company
Ramco Industrial and Technology Services Limited	- do -
Madurai Trans Carrier Limited	Associate Company

RESOLVED FURTHER THAT the aggregate outstanding of the loans, guarantee or securities so extended to subsidiary or associate shall not exceed ` 250 crores and the outstanding to any single entity shall not exceed ` 100 crores, at any point in time.

RESOLVED FURTHER THAT the Board of Directors or any committee or Director or Officer(s) thereof, be and are hereby authorised to do all such acts, deeds and matters including but not limited to making requisite filings with Ministry of Corporate Affairs, Stock Exchanges or any other statutory/regulatory bodies, as the case may be, from time to time, that may be required in connection with the above resolution.”

5. To consider and pass the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and pursuant to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and such other applicable Regulations, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a Committee of the Board entrusted with relevant powers and responsibilities) for making offer(s) or invitation(s) to subscribe to Secured Non-Convertible Debentures including but not limited to subordinate debt, bonds, and/or other debt securities, etc., (hereinafter collectively referred as "Securities") on a private placement basis, listed or unlisted in one or more tranches, during the period of one year from the date of passing this Special Resolution by the Members, upto a limit of ` 500 Crores, within the overall outstanding borrowing limits approved by the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms of the issue including the class of investors to whom such Securities to be issued, time, total amount to be raised by issuance of Securities, the number of Securities, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts, deeds, filings, matters and execute all such deeds, documents, instruments

and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, as it may in its absolute discretion deem it necessary.”

6. To consider and pass the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, Smt. Justice Chitra Venkataraman (Retd.) (DIN 07044099), Independent Director of the Company, whose term ends on 19-03-2020 be reappointed as Independent Director for another term of 5 years starting from 20-03-2020 to 19-03-2025.”

7. To consider and pass the following Resolution as an ORDINARY RESOLUTION:

“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 ₹ 4,50,000/- (Rupees Four lakhs fifty thousand only) exclusive of GST and Out-of-pocket expenses, payable to M/s. Geeyes & Co., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2019-20 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified.”

By Order of the Board,
For **THE RAMCO CEMENTS LIMITED,**

Chennai
22-05-2019

P.R.VENKETRAMA RAJA
Chairman & Managing Director

NOTES:

- Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
- A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
- A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Attendance slip is attached. Members, Proxies and Authorised Representatives

are requested to bring the duly filled-in and signed, attendance slips to the Meeting.

- The cut-off date will be 1st August 2019, for determining the eligibility to vote by remote e-voting or in the General Meeting.
- Pursuant to Rule 8 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed/unpaid dividends lying with the Company on the website of the Company (www.ramcocements.in), as also on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are:

Year	Type of Dividend	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Due Date for Transfer to IEP Fund
2011-12	Final Dividend	02-08-2012	01-08-2019	30-08-2019
2012-13	1 st Interim Dividend	05-11-2012	04-11-2019	02-12-2019
	2 nd Interim Dividend	13-02-2013	12-02-2020	12-03-2020
	Final Dividend	29-07-2013	28-07-2020	26-08-2020
2013-14	Dividend	28-07-2014	27-07-2021	25-08-2021
2014-15	Dividend	06-08-2015	05-08-2022	01-09-2022
2015-16	Dividend	11-03-2016	10-03-2023	08-04-2023
2016-17	Dividend	04-08-2017	03-08-2024	01-09-2024
2017-18	Dividend	03-08-2018	02-08-2025	31-08-2025

6. In accordance with Section 125(5) of the Companies Act, 2013, the Company has transferred the unclaimed/unpaid dividends lying with the Company for a period of over 7 years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
7. In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more have been transferred by the Company to IEPF. The shareholders / their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at www.ramcocements.in and www.iepf.gov.in
8. Electronic copy of the Notice for the Annual General Meeting together with the Annual Report for 2018-19 is being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s). Physical copy of the Notice together with the Annual Report is being sent in permitted mode, to members for whom the E-Mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website - www.ramcocements.in for their download.
9. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not got their E-Mail IDs recorded are requested to register their E-mail address and changes therein with the Company in respect of physical shares and with Depository Participants in respect of dematerialised shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company/Depository Participants.
10. Voting through electronic means
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] the Company is providing members remote e-voting facility to exercise their right to vote at the 61st Annual General Meeting (AGM) and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).
 - ii. The facility for voting, either through electronic voting system or ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - iii. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The instructions for e-voting are as under:
 - i) To log on to the e-voting website www.evotingindia.com
 - ii) To Click on "Shareholders" tab.
 - iii) Now enter your User ID as given below:
 - * For CDSL: 16 Digits beneficiary ID,
 - * For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - * Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv) Next enter the Captcha Code as displayed and Click on Login.
 - v) PASSWORD
 - * If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - * If you are first time user follow the steps given below:
 - a. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).
Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No./Client ID in the PAN field.
In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. after the first two characters of the name in CAPITAL letters. Eg. If your name is Vasudevan with Folio No. 1 then enter VA00000001 in the PAN Field.
 - b. Please enter any one of the following details in order to login:
Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format.
Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the Company records.
If both of the above details are not recorded with the depository or Company, please enter the User ID/Folio Number (mentioned in (iii) above) in the Dividend Bank details field.
 - vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL

platform. It is recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
 - viii) Click on the relevant EVSN for THE RAMCO CEMENTS LIMITED on which you choose to vote.
 - ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
 - xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) You can also take a print of the voting done by you by clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.
 - xiv) If you have forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
 - xv) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - xvi) The facility for remote e-voting shall remain open from 9.00 AM on Monday, the 5th August 2019 to 5.00 PM on Wednesday, the 7th August 2019. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. Thursday, the 1st August 2019, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on 7th August 2019.
 - xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- IV. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 01-08-2019.
 - V. Shri.K.Srinivasan, Chartered Accountant (Membership No. 021510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
 - VI. The Chairman shall, at the annual general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutiniser, by use of ballot or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
 - VII. The scrutiniser shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

By Order of the Board,
For **THE RAMCO CEMENTS LIMITED**,
P.R.VENKETRAMA RAJA
Chairman & Managing Director

Chennai
22-05-2019

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 4

As per amendment notified by Ministry of Corporate Affairs, effective from 7th May 2018, under Section 185(2) of the Companies Act, 2013, a Company is entitled to advance any loan including any loan represented by a book-debt or give any guarantee or provide any security to a Company, which is accustomed to act in accordance with its directors, by passing a Special Resolution in a general meeting.

The resolution has proposed to extend assistance to the following Companies.

Name of the Company	Relationship
Ramco Windfarms Limited	Subsidiary Company
Ramco Industrial and Technology Services Limited	- do -
Madurai Trans Carrier Limited	Associate Company

Director/Key Managerial Personnel of The Ramco Cements Limited are Directors in the subject companies, as detailed under 'Disclosure of Interest' hereunder.

The details of shares held by The Ramco Cements Limited in the above three companies are given below:

Name of the Company	No. of Shares held	Percentage to the paid-up share capital
Ramco Windfarms Limited	71,50,000	71.50
Ramco Industrial and Technology Services Limited	45,00,000	94.11
Madurai Trans Carrier Limited	5,37,50,000	29.86

The Ramco Cements Limited, being the flagship Company of Ramco Group, has by virtue of either having normal business operations with these companies or by reason of its shareholding may be expected to provide assistance by way of loans or give guarantees or provide securities in respect of loans taken by such entities for their principal business activities.

As the subject companies may be construed to be Companies, who are accustomed to act in accordance with the directions or instructions of the Board or any Directors of our Company, a Special Resolution under Section 185 of the Companies Act, 2013, is necessary for such transactions.

Hence, it is proposed to obtain the approval of the Members by way of a Special Resolution for providing such assistance up to a sum,

the outstanding not exceeding in aggregate ₹ 250 crores (including the existing outstanding) at any point of time with a sub-limit of ₹ 100 crores to any single entity.

The Board of Directors would ensure

- that the assistance is meant only for the principal business activities of the entity.
- that the transactions would be in compliance with the statutory regulations as applicable to the Company and also of the recipient companies.
- that the transactions would be on arm's length basis and in the best interest of both entities.

As the proposed maximum limit of ₹ 250 crores is within the limit as prescribed under Section 186(2) of the Companies Act, 2013, Special Resolution in a general meeting as required under Section 186(3) of the Companies Act, 2013, is not necessary and would be within the power of Board under Section 179 of the Companies Act, 2013.

The Directors recommend the Resolution to the Members for their approval.

Disclosure of Interest:

Shri. A.V.Dharmakrishnan, Chief Executive Officer, a Key Managerial Personnel is a Director in all the above three companies.

Shri. S.Vaithyanathan, Chief Financial Officer and Shri. K.Selvanayagam, Secretary, Key Managerial Personnel are Directors in Ramco Windfarms Limited and Ramco Industrial and Technology Services Limited.

Item No: 5

As per the provisions of Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering securities or making invitation to subscribe securities on a private placement basis, is required to obtain the approval of the members by way of a Special Resolution. The approval of the Members is being sought by way of a Special Resolution to enable the Company to borrow for financing capital expenditure and also for general corporate purposes by way of Secured, Redeemable, Non-Convertible Debentures ("SRNCDS"), sub-ordinated bonds and other debt securities on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution [Pursuant to Second Proviso to Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014] by the members, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the

terms and conditions, including the issue price of the SRNCs, subordinated bonds and other debt securities.

The Directors recommend the Resolution to the Members for their approval.

None of the Directors, Key Managerial Personnel or their relatives are interested in this Resolution.

Item No: 6

Smt. Justice Chitra Venkataraman (Retd.) (DIN 07044099) is a Non-Executive Independent Director of the Company.

At the Annual General Meeting held on 06-08-2015, Smt. Justice Chitra Venkataraman (Retd.) was appointed as Independent Director of the Company, for a period of 5 years from 20-03-2015 to 19-03-2020. In accordance with Section 149(10) of the Companies Act, 2013, she is eligible for reappointment upon passing of a Special Resolution at the General Meeting of the Company.

Smt. Justice Chitra Venkataraman (Retd.) is eligible for sitting fee for attending Board/Committee Meetings as applicable to the Directors from time to time. Her reappointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

Her reappointment has been included as Special Resolution and the Board of Directors recommend her reappointment.

Her Profile in brief and the rationale for her reappointment are given below:-

Smt. Justice Chitra Venkataraman (Retd.) (DIN:07044099), a graduate in Economics from Ethiraj College, Chennai, and B.L. from Law College, Chennai, started her practice at Madras High Court. She specialised in Direct and Indirect tax laws. She was appointed as Government Pleader during the period 1991 to 1995 and thereafter as the standing counsel for Income Tax for about 10 years. She was elevated as Judge of Madras High Court in the year 2005 and retired in April 2014.

She has been on the Board of The Ramco Cements Limited since 2015.

She is also a Member of the Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee.

In accordance with Regulation 17(10) of LODR and Schedule IV of the Companies Act, 2013, the Board of Directors at their meeting held on 29-01-2019, have evaluated the Performance of Smt. Justice Chitra Venkataraman (Retd.) and found the same to be satisfactory and her contributions to the deliberations were beneficial in Board/Committee Meetings.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Smt.

Justice Chitra Venkataraman (Retd.) fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

In accordance with Part D(A)(5) of Schedule II, read with Regulation 19(4) of LODR and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 22-05-2019 had recommended to extend the term of office of Smt. Justice Chitra Venkataraman (Retd.) by reappointing her for another period of 5 years from 20-03-2020 to 19-03-2025.

She is also a Director in the following Companies:

1. Ramco Industries Limited
2. Lakshmi Machine Works Limited

She holds no shares in The Ramco Cements Limited.

The draft letter of reappointment for Smt. Justice Chitra Venkataraman (Retd.) as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting.

Disclosure of Interest:

Except Smt. Justice Chitra Venkataraman (Retd.), being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

Item No: 7

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of cement and generation of wind energy.

On the recommendation of the Audit Committee at its meeting held on 22-05-2019, the Board had approved the appointment of M/s.Geeyes & Co., Cost Accountants as the Cost Auditors of the Company to audit the Company's Cost Records relating to manufacture of cement and generation of wind energy, for the financial year 2019-20. The Board had approved a remuneration of ₹ 4,50,000/- (Rupees Four lakhs fifty thousand only) exclusive of GST and Out-of-pocket expenses.

The remuneration to be paid to the cost auditor is required to be ratified by the members, in accordance with the provisions of Section 148(3) of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014.

The Directors recommend the Resolution to the Members for their approval. None of the Directors, Key Managerial Personnel or their relatives are interested in this Resolution.