



## **THE RAMCO CEMENTS LIMITED**

### **Corporate Office:**

Auras Corporate Centre, V Floor,  
98-A, Dr. Radhakrishnan Salai, Mylapore,  
Chennai – 600 004, India.  
Phone: +91-44 28478666, Fax: +91-44 28478676  
Web Site: www.ramcocements.in  
Corporate Identity Number: L26941TN1957PLC003566

7 February 2025

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 Sir / Madam,

Sub: Postal Ballot Notice - Intimation under Regulation 30 of the SEBI (LODR) Regulations, 2015

In terms of Regulation 30 of LODR, we hereby submit a copy of Postal Ballot Notice (‘Notice’) dated 1<sup>st</sup> February 2025 seeking approval of the Members of the Company in respect of the below mentioned Special Resolution through remote e-voting process only:

*To approve appointment of Mrs.Soundara Kumar (DIN : 01974515) as a Non-Executive Independent Director on the Board of the Company.*

We request you to 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**

Registered Office: "Ramamandiram", Rajapalayam-626 117, Tamil Nadu.

Corporate Office: "Auras Corporate Centre", 5<sup>th</sup> Floor,

No:98-A, Dr.Radhakrishnan Road, Mylapore, Chennai-600004.

Ph.: 044-28478666 Fax: 044-28478676 E-Mail: investorrelations@ramcocements.co.in

CIN : L26941TN1957PLC003566; Website : www.ramcocements.in

**Notice of Postal Ballot**

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Members,

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA"), in continuation to the circulars issued earlier in this regard ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India and, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR") and Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders") is being sought, via Postal Ballot Process through E-Voting only (voting through electronic means), by way of Special Resolution for the appointment of Mrs.Soundara Kumar (DIN : 01974515) as a Non-Executive Independent Director, for a period of 5 consecutive years commencing from 19<sup>th</sup> March 2025 to 18<sup>th</sup> March 2030.

Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof forms part of this postal ballot notice (the "Postal Ballot Notice").

Members' consent is sought for the proposal contained in the resolution given in this Postal Ballot Notice.

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only and, if so requested by any shareholder, in physical form by courier to such shareholder's registered postal address that is available with the Company. However, the communication of the assent or dissent of the Members would take place through e-voting only. The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The Company has appointed Mr.K.Srinivasan, Chartered Accountant (Membership No. 021510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants (E-Mail ID : [Srinivasan.k@msjandnk.in](mailto:Srinivasan.k@msjandnk.in)), to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

The Scrutiniser shall, immediately after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of conclusion of the voting, a Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or the Secretary or a person authorised by the Chairman in writing who shall countersign the same and the Chairman / Secretary / Authorised Person shall declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him or the Secretary. The results along with the Scrutiniser's Report, shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited, Mumbai.

#### SPECIAL BUSINESS – SPECIAL RESOLUTION

1. To approve appointment of Mrs.Soundara Kumar (DIN : 01974515) as a Non-Executive Independent Director on the Board of the Company.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 17(1A), 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Mrs.Soundara Kumar (DIN : 01974515), who will be completing 75 years of age on 15<sup>th</sup> August 2029 during her proposed tenure, as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years from 19<sup>th</sup> March 2025 to 18<sup>th</sup> March 2030.”

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

CHENNAI  
01-02-2025

K. SELVANAYAGAM  
SECRETARY

**Notes:**

1. Pursuant to Sections 102 and 110 of the Act, statement setting out material facts and reasons for the proposed resolution are appended hereto.
2. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the Company / depository participant(s) as on Wednesday, the 5<sup>th</sup> February 2025 (“Cut-off Date”). Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
3. Please note that those shareholders, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to e-vote in relation to the resolution as set out in this Notice.
4. A copy of this Postal Ballot Notice is also available on the Company’s website [www.ramcocements.in](http://www.ramcocements.in), the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
5. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.

Instructions to shareholders for remote e-voting:

6. Voting through electronic means
  - A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Rules and Regulation 44 of LODR the Company is providing members remote e-voting facility to exercise their right to vote in the Postal Ballot, for the business to be transacted, through e-voting services provided by CDSL.
  - B. The Members shall exercise their right to vote on the resolution included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by CDSL. The e-voting period shall commence at 09.00 A.M. IST on Monday, the 10<sup>th</sup> February 2025 and end at 05.00 P.M. IST on Tuesday, the 11<sup>th</sup> March 2025. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their

assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. IST on Tuesday, the 11<sup>th</sup> March 2025. Remote e-voting shall not be allowed beyond 05.00 PM on Tuesday, the 11<sup>th</sup> March 2025. The last date of e-voting, i.e. Tuesday, the 11<sup>th</sup> March 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

- C. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.
- D. Pursuant to said SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode are given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

- E. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<b>Login Type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- F. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode. Login method for e-Voting for shareholders holding shares in physical mode and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

<b>Particulars</b>	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).  Shareholders who have not updated their PAN with the Company/DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Particulars	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction F.

After entering these details appropriately, click on “SUBMIT” tab.

- G. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- H. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- I. Click on the EVSN for The Ramco Cements Limited, on which you choose to vote.
- J. 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.
- K. Click on the “Resolution File” link if you wish to view the entire Resolution details.
- L. 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.
- M. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- N. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- O. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- P. There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- Q. Facility for Non – Individual Shareholders and Custodians – Remote Voting
- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)
  - c. 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.
  - d. The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
  - e. It is mandatory that 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.
  - f. Alternatively Non Individual shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [srinivasan.k@msjandnk.in](mailto:srinivasan.k@msjandnk.in) and to the Company at the email address viz. [investorrelations@ramcocements.co.in](mailto:investorrelations@ramcocements.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
7. Process for those shareholders whose E-mail/Mobile No. are not registered with the Company/DP.
- A. For Physical shareholders, please provide your e-mail id/mobile number along with necessary details in Form No: ISR-1, available at the website of the Company.
  - B. For Demat shareholders, please update your email id & mobile no. with your respective Depository Participant (DP)
  - C. For Individual Demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while e-voting.

8. 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 Wednesday, the 5<sup>th</sup> February 2025.
9. All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

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

CHENNAI  
01-02-2025

K. SELVANAYAGAM  
SECRETARY

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

Item No: 1

Presently, the Board Comprises of 5 Independent Directors and 2 Non-independent Directors as set out below:-

Shri.M.F.Farooqui, IAS (Retd.), Chairman of the Board, Non-Executive Independent Director  
Shri.P.R.Venketrama Raja, Managing Director – Executive Director  
Smt.Justice Chitra Venkataraman (Retd.), Non-Executive Independent Director  
Shri.M.S.Krishnan, Non-Executive Independent Director  
Shri.R.Dinesh, Non-Executive Non-Independent Director  
Shri.CK.Ranganathan, Non-Executive Independent Director  
Shri.Ajay Bhaskar Baliga, Non-Executive Independent Director

Out of the above Directors, Smt. Justice Chitra Venkataraman (Retd.), Non-Executive Independent Director will be completing her second consecutive tenure of 5 (five) years on 19<sup>th</sup> March 2025.

Section 149 of the Companies Act, 2013 read Rule 3(i) of the Companies (Appointment of Directors) Rules, 2014 ('the Act') and Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), require a listed company to have not less than 1(one) Independent Woman Director.

Second Proviso to Regulation 17(1E) of the LODR requires that when a vacancy arises due to expiration of the term of office of any director, it has to be filled not later than the date such office is vacated.

Hence, the Company has to fill up the vacancy that will arise when Smt. Justice Chitra Venkataraman (Retd.) retires, on or before 19<sup>th</sup> March 2025, by appointing a Woman Independent Director.

The Nomination and Remuneration Committee (NRC) of the Company in pursuance of Section 178(2) of the Companies Act, 2013 has recommended the appointment of Mrs.Soundara Kumar (DIN : 01974515) as an Independent Director on the Board.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has also recommended her appointment as an Independent Director of the Company.

On approval of the Members, she will be appointed as Independent Director in the Board and her tenure of office shall be for a period of 5 consecutive years from the date of her appointment, in accordance with Section 149(10) of the Companies Act, 2013. Her appointment would commence on 19<sup>th</sup> March 2025 and end on 18<sup>th</sup> March 2030.

In accordance with Section 149(6) of the Companies Act, 2013, the proposed new Director fulfils the criteria with respect to qualification, positive attributes and is a person of integrity and possess relevant expertise and experience and in the opinion of the Board, she satisfies the criteria of Independence and conditions specified in the Companies Act, 2013, for being appointed as Independent Director.

In accordance with Sub-paragraph 1A, Para A, Part D of Schedule II of LODR, induction of Mrs.Soundara Kumar as Independent Director would ensure that there is appropriate balance of skills, experience and knowledge in the Board of Directors. Her inclusion would not only meet the mandatory Board constitution requirement but also enhance the diversity of the Board. The proposal is in accordance with the Nomination and Remuneration Policy and Policy on Board Diversity of the Company.

The Company has received consent in writing from Mrs.Soundara Kumar to act as Director in Form DIR-2, intimation to the effect that she has not been disqualified to be appointed as Director and declaration that she meet the criteria of independence and other declarations for being appointed as an Independent Director and assurance that she would be able to devote sufficient time and attention for discharging her obligations as an Independent Director.

In terms of Section 150 of Companies Act, 2013, read with Rule 6 of Companies (Appointment & Qualification of Directors) Rules, 2014, Mrs.Soundara Kumar had registered herself with the Independent Directors Data Bank of Indian Institute of Corporate Affairs and has cleared the said self-assessment test, conducted by Indian Institute of Corporate Affairs.

Mrs.Soundara Kumar will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.

In terms of Regulation 25(2A) of LODR, the appointment of Independent Director, shall be subject to the approval of the Members by way of a Special Resolution.

The brief profile of Mrs.Soundara Kumar is given below.

*Mrs.Soundara Kumar, 70 years, holds a bachelor's degree in Maths and is a Certified Associate of the Indian Institute of Banking and Finance (CAIIB). She joined State Bank of India as a Direct Recruit Officer and had worked for 39 years in State Bank of India from 1975 to 2014 with various responsibilities including managing Bank's business. She served as the Managing Director of State Bank of Indore from 2008 to 2010 and ensured smooth merger of State Bank of Indore with State Bank of India. She had also served as President and Chief Executive Officer, State Bank of India (California), subsidiary of SBI and CEO of Los Angeles Agency of SBI.*

*She had also served as Deputy Managing Director and Group Executive of Stressed Assets Management Group of State Bank of India. She headed Wholesale Banking Credit Committee at Corporate Centre, for over three years, evaluating high value commercial credit proposals including project finance for infrastructure. She also headed Credit Committees at State Bank of Indore, SBI Bangalore Circle and served on the Boards of SBI Factors, ARCIL, SBICI (State Bank of India Commercial and International Bank Ltd.) and CERSAI (Central Registry of Securitization Asset Reconstruction and Securities Interest).*

*She also served as a Director on the Boards of*

1. *Bank of Baroda*
2. *Tamil Nadu Newsprint and Papers Ltd*
3. *Carborundum Universal Limited*

*Among other things, she is also a Member of the Board of the following Companies:*

1. *Ramco Systems Limited – Tenure ends on 26.03.2025*
2. *Rajapalayam Mills Limited – Tenure ends on 26.08.2025*
3. *Shanthi Gears Limited*
4. *Sundaram Trustee Company Limited*

She had not resigned from any listed entity in the past three years.

Memberships and Chairmanships of Committees of other Board

No	Name of the Company	Name of the Committee	Position Held (Chairperson / Member)
1	Ramco Systems Limited	Audit Committee	Member
2	Shanthi Gears Limited	Audit Committee	Member
3		Nomination and Remuneration Committee	Chairperson
4	Sundaram Trustee	Audit Committee	Member
5	Company Limited	Risk Management Committee	Member

<i>Skill / Expertise / Competency</i>	<i>Banking and Financial Management and Risk Management including Foreign Exchange Management</i>
---------------------------------------	---

She holds no shares in The Ramco Cements Limited.

As per Regulation 17(1A) of LODR, no listed Company shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect. If approved by the Members and consequent to her appointment, Mrs.Soundara Kumar would be attaining the age of 75 years during her tenure on 15<sup>th</sup> August 2029. Considering her vast experience and expertise, it is proposed to seek the approval of the Shareholders by way of a Special Resolution for her appointment. Further, as per Regulation 25(2A) of LODR, any appointment, re-appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Hence, in accordance with Regulation 17(1A) of LODR read with the Guidance Note on SEBI Circular No.SEBI/HO/CFD/ CMD/CIR/P/2020/12 dated 22<sup>nd</sup> January 2020 issued by the Stock Exchanges, the proposed Special Resolution satisfies the norm. The statement pursuant to Section 102 of the Companies Act, 2013, may be treated as the required justification for the appointment of Mrs.Soundara Kumar.

As per Regulation 17(1)(c) of LODR, the Company is required to have a minimum of 6 Directors on the Board. With the proposed appointment of Mrs.Soundara Kumar as an Independent Director, with effect from 19<sup>th</sup> March 2025 and the expiration of the term of office of Smt. Justice Chitra Venkataraman (Retd.), as Independent Director on 19<sup>th</sup> March 2025, the Company will continue to have 7 Directors and will continue to satisfy the minimum requirement of 6 Directors.

As per Regulation 17(1)(b) of LODR, “where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors”. The Company will continue to have 5 Independent Directors out of total of 7 Directors. Thus, the Company will be in continued compliance of the above regulation as the composition of Independent Directors will be 71.42% as against the minimum requirement of 33.33%.

With her appointment, the requirement of having a woman Independent director will also be satisfied.

A copy of the letter of appointment proposed to be issued to Mrs.Soundara Kumar 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.

Except Mrs.Soundara Kumar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution. She also does not have any pecuniary relationship or transactions with the Company.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

The Board recommends the Resolution for your approval.

**Details of the Director, pursuant to Secretarial Standards on General Meetings:**

Name of the Director	Mrs.Soundara Kumar
Director Identification Number (DIN)	01974515
Age	70 years
Qualifications	B. Sc., CAIIB
Experience	<p>Mrs.Soundara Kumar, 70 years, holds a bachelor's degree in Maths and is a Certified Associate of the Indian Institute of Banking and Finance (CAIIB). She joined State Bank of India as a Direct Recruit Officer and had worked for 39 years in State Bank of India from 1975 to 2014 with various responsibilities including managing Bank's business. She served as the Managing Director of State Bank of Indore from 2008 to 2010 and ensured smooth merger of State Bank of Indore with State Bank of India. She had also served as President and Chief Executive Officer, State Bank of India (California), subsidiary of SBI and CEO of Los Angeles Agency of SBI.</p> <p>She had also served as Deputy Managing Director and Group Executive of Stressed Assets Management Group of State Bank of India. She headed Wholesale Banking Credit Committee at Corporate Centre, for over three years, evaluating high value commercial credit proposals including project finance for infrastructure. She also headed Credit Committees at State Bank of Indore, SBI Bangalore Circle and served on the Boards of SBI Factors, ARCIL, SBICI (State Bank of India Commercial and International Bank Ltd.) and CERSAI (Central Registry of Securitization Asset Reconstruction and Securities Interest).</p> <p>She also served as a Director on the Boards of</p> <ol style="list-style-type: none"><li>1. Bank of Baroda</li><li>2. Tamil Nadu Newsprint and Papers Ltd</li><li>3. Carborundum Universal Limited</li></ol>

Terms and conditions of appointment	<p>Independent Director for a consecutive period of 5 years from 19<sup>th</sup> March 2025 to 18<sup>th</sup> March 2030.</p> <p>She will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.</p>
Date of First Appointment to the Board	Upon approval of the Shareholders, her appointment would commence from 19 <sup>th</sup> March 2025.
Details of remuneration last drawn	Nil
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors or Manager or Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	Not applicable
Other Directorships (Independent Director)	Ramco Systems Limited Rajapalayam Mills Limited Shanthi Gears Limited Sundaram Trustee Company Limited
Memberships and Chairmanships of Committees of other Board	Details are given below
Skills and capabilities required for the role and the way he meets such requirements	Mentioned in the statement given above pursuant to Section 102 of the Companies Act, 2013, for Item No.1.

No	Name of the Company	Name of the Committee	Position Held (Chairperson / Member)
1	Ramco Systems Limited	Audit Committee	Member
2	Shanthi Gears Limited	Audit Committee	Member
3		Nomination and Remuneration Committee	Chairperson
4	Sundaram Trustee	Audit Committee	Member
5	Company Limited	Risk Management Committee	Member