

Notice to the Members

Notice is hereby given that the 66th Annual General Meeting (AGM) of the Company will be held at 10.00 AM on Friday, the 16th August 2024. This AGM is being conducted through Video Conferencing / Other Audio Visual Means (VC), the details of which are provided in the Notes to this Notice. The following are the businesses that would be transacted at this AGM.

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 2024, 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 Rs.2.50 per Share be and is hereby declared for the year ended 31st March 2024 and the same be paid to those shareholders whose names appear in the Register of Members maintained by the Company and the Register of Beneficial Owners maintained by the Depositories as on 9th August 2024.”

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 reappointed as a Director of the Company.”

Special Business

4. 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, Dr.M.S.Krishnan (DIN: 08539017), Independent Director of the Company, whose term ends on 02-09-2024 be reappointed as Independent Director for another term of 5 years starting from 03-09-2024 to 02-09-2029.”

5. 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 Rs.7,00,000/- (Rupees Seven lakhs 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 2024-25 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,**

M. F. FAROOQUI

Chairman

(DIN : 01910054)

Chennai
22-05-2024

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. The Company has chosen to conduct the AGM through VC. The AGM would be conducted in accordance with the General Circular No: 09/2023 dated 25th September 2023, issued by Ministry of Corporate Affairs “(MCA)”, Government of India and Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023, issued by Securities and Exchange Board of India (SEBI) and such other instructions that may be issued by Statutory Authorities.
3. The Company would be providing the Central Depository Services (India) Limited’s (CDSL) system for the members to cast their vote through remote e-voting and participate in the AGM through VC.
4. Proxy form is not being sent to shareholders, as the meeting is being conducted through VC.
5. The Company is also releasing a Public Notice by way of advertisement in English in Business Line (All editions), The New Indian Express (Combined Chennai edition), Trinity Mirror (All editions), Business Standard

» Notice

(All Editions) and in Tamil in Dinamani (Combined Chennai edition) and Makkal Kural (All editions), containing the following information:

- Convening of AGM through VC in compliance with applicable provisions of the Act.
- Date and Time of the AGM.
- Availability of Notice of the Meeting on the website of the Company, the stock exchanges, viz. BSE Limited and National Stock Exchange of India

Limited, where the Company's shares are listed and at <https://www.evotingindia.com>

- Reference to the link of the Company's website, providing access to the full annual report.
- Requesting the members who have not registered their E-Mail addresses with the Company, to get the same registered with the Company.

6. The cut-off date will be 09-08-2024, for determining the eligibility to vote by remote e-voting or in the AGM.

7. 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 (IEPF) 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 IEPF Fund
2016-17	Dividend	04-08-2017	03-08-2024	02-09-2024
2017-18	Dividend	03-08-2018	02-08-2025	01-09-2025
2018-19	Dividend	08-08-2019	07-08-2026	06-09-2026
2019-20	Dividend	03-03-2020	02-03-2027	01-04-2027
2020-21	Dividend	12-03-2021	11-03-2028	10-04-2028
2021-22	Dividend	10-08-2022	09-08-2029	08-09-2029
2022-23	Dividend	10-08-2023	09-08-2030	08-09-2030

8. 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 IEPF established by the Central Government.

will also be made available on the Company's Website - www.ramcocements.in and at the websites of the BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed and CDSL's e-voting portal at <https://www.evotingindia.com>

9. In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, 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 is available at the website of the Company, viz. www.ramcocements.in and the form is available at the website of MCA at www.mca.gov.in

11. Voting through electronic means

A. 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 66th AGM and the business may be transacted through such voting, through e-voting services provided by CDSL.

10. Despatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by email to the members, trustees for the debenture-holders and to all other persons so entitled. The Annual Report

B. The facility for remote e-voting shall remain open from 9.00 AM on Tuesday, the 13th August 2024 to 5.00 PM on Thursday, the 15th August 2024. 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.

Friday, the 9th August 2024, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Thursday, the 15th August 2024.

- 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 and joining the AGM through VC for Individual shareholders holding securities in Demat mode are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 the vote during the remote e-voting period or joining the AGM through VC & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 or joining the AGM through VC & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open the web browser and type the following URL: https://www.evoting.nsd.com/ 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 holding 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.

Type of shareholders	Login Method
	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 or joining the AGM through VC & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your DP 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 or joining the AGM through VC & voting during the meeting.

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

Login Type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000.

- 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 and joining the AGM through VC for shareholders holding shares in physical mode and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to 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:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat
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.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or DOB (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 resolutions 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 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
 - 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 and to the Company at the email address viz. 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.
 - R. If you have any queries or issues regarding attending the Meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
12. Instructions for shareholders attending the AGM through VC & e-voting during meeting are as under:
 - A. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

» Notice

- B. The Members can join the AGM in the VC mode upto 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC will be made available to at least 1000 members on first come first served basis. This will not include Members holding 2% or more of the shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM.
- C. Members are requested to join the AGM through Laptops / IPads for better experience and will be required to have webcam and use Internet with a good speed to avoid any disturbance during the meeting.
- D. Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through Laptop via Mobile Hotspot.
- E. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least 3 days prior to meeting mentioning your name, demat account number/folio number, email id, mobile number (as registered with the Depository Participant (DP)/Company) to the mail id: investorrelations@ramcocements.co.in Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- F. Members who do not wish to speak during the AGM but have queries may send your queries at least 3 days prior to meeting mentioning your name, demat account number/folio number, email id, mobile number to the mail id: investorrelations@ramcocements.co.in These queries will be replied by the company suitably by email.
- G. Non-Individual members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution authorizing their representative to attend on their behalf at the meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address with a copy marked to helpdesk.evoting@cdslindia.com
- H. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- I. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- J. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- K. Only those shareholders, who are present in the AGM through VC and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- L. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- M. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. 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 Individual Demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while e-voting & joining the AGM through VC.
14. Any person, who acquires shares of the Company and becomes a member of the Company after despatch of the Notice and holding shares as of the cut-off date i.e. 9th August 2024, may obtain the Login ID and Password by following the procedures mentioned in Point No: 11 (D) or (F), as the case may be.
15. 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 9th August 2024.

16. Shri.K.Srinivasan, Chartered Accountant (Membership No. 021510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants (E-Mail ID: srinivasan.k@msjandnk.in) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
17. The scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours 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.
18. 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. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.
19. 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
20. With effect from 1st April 2024, SEBI had directed that the shareholders, who hold shares in physical form and have not updated their PAN or Choice of Nomination or Postal Address with PIN or Mobile Number or Bank Account Details or Specimen Signature shall be eligible to get dividend only in electronic mode. Further, such shareholders who have not updated their details as requested by the company in earlier communications are requested to update the same immediately. If the shareholder updates the above said details he would receive all the dividends in electronic mode, after carrying out such updation. The forms for updating the same are available at <https://ramcocements.net/ramcocements/investor%20services/investor%20services.html>

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

M.F.FAROOQUI
Chairman
(DIN : 01910054)

Chennai
22-05-2024

Statement Pursuant to Section 102 of the Companies Act, 2013

Item No: 4

Dr.M.S.Krishnan, (DIN: 08539017), aged 60 years, is a Non-Executive Independent Director of the Company.

Dr.M.S.Krishnan was appointed as Additional Director in the category of Independent Director by the Board of Directors on 03-09-2019 for a period of 5 years from 03-09-2019. Approval of the shareholders was obtained for his appointment at the Annual General Meeting held on 07-09-2020. His tenure is ending on 02-09-2024 and in accordance with Section 149(10) of the Companies Act, 2013, he is eligible for reappointment upon passing of a Special Resolution at the General Meeting of the Company.

Dr.M.S.Krishnan is eligible for sitting fee for attending Board/Committee Meetings as applicable to the Directors from time to time. His reappointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

His Profile in brief and the rationale for his reappointment are given below:-

Dr.M.S.Krishnan holds a degree in Mathematics and Computer Applications from the University of Delhi, India and Ph.D. in Information Systems from Carnegie Mellon University, Pittsburgh, USA.

He is the Accenture Chair Professor of Computer Information Systems and Professor of Technology and Operations at the Ross Business School, University of Michigan. He is currently the Faculty Director for Business+Tech initiative, and CK Prahalad and India Initiatives at the school. He has also been the associate dean for global initiatives, executive programs and action based learning at the Ross Business School. He has co-authored the book "The New Age of Innovation: Driving Co-Created Value with Global Networks" with Professor C. K. Prahalad (late). The Economist and BusinessWeek magazine named this book as one of the Best Books on Innovation in 2008.

He was awarded the ICIS Best Dissertation Prize for his Doctoral Thesis on "Cost and Quality Considerations in Software Product Management".

His research interest includes business model innovation, technology enabled personalization, ecosystem innovation, corporate IT strategy, business value of IT investments, improvements in business process and software quality, productivity and customer satisfaction. In January 2000,

American Society for Quality (ASQ) selected him as one of the 21 voices of quality for the twenty first century. In 2004, he was selected as one of the top thinkers on Business Technology by Informationweek-Optimize magazines based on their reader surveys. His research articles have appeared in several reputed journals. He has been consulted on Technology and Strategy by leading companies in India and abroad.

In accordance with Clause 1A of Para A of Part D of Schedule II of LODR, the Nomination and Remuneration Committee of the Company had evaluated the balance of skills, knowledge and experience on the Board and on the basis of such evaluation and as per the roles and capabilities required, the Committee is of the opinion that reappointment of Dr.M.S. Krishnan as Independent Director would satisfy such requirement. His reappointment would ensure the continuance of diversity of the Board. The proposal of his reappointment is in accordance with the Nomination and Remuneration Policy and Policy on Board Diversity of the Company.

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 22-05-2024 had recommended to extend the term of office of Dr.M.S.Krishnan by reappointing him for another period of 5 years from 03-09-2024 to 02-09-2029.

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 08-02-2024, have evaluated the Performance of Dr.M.S.Krishnan and found the same to be satisfactory and his contributions to the deliberations were beneficial in Board Meetings.

In accordance with Proviso to Section 152(5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Dr.M.S.Krishnan fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

Taking the above factors into consideration, the Board recommends his reappointment for another term of 5 years from 03-09-2024 to 02-09-2029.

In terms of Regulation 25(2A) of LODR, the appointment / reappointment of Independent Directors, shall be subject to the approval of the Members by way of a Special Resolution. Accordingly, his reappointment has been included as Special Resolution.

He is also a Member of the Nomination & Remuneration Committee and Risk Management Committee of The Ramco Cements Limited.

He is presently on the Board of Ramco Systems Limited as an Independent Director. He is also Member of Audit Committee and Risk Management Committee of Ramco Systems Limited.

He holds no shares in The Ramco Cements Limited.

The draft letter of reappointment for Dr.M.S.Krishnan 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 Dr.M.S.Krishnan, 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 and Standard 1.2.5 of SS-2.

Item No: 5

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 22-05-2024, the Board had approved the appointment

of M/s.Geeyes & Co., Cost Accountants (Firm Registration No: 000044) 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 2024-25.

The firm established in the year 1994, have rich experience in Industry, Consulting and Management Systems Audits, Cost Audits, and Excellence Assessments. They are Cost Auditors for many companies across several industries. Their areas of specialization and interest include Corporate Strategy, Sustainability, Business Excellence, Total Cost Management, Enterprise Risk Management, Corporate Governance, Project Management, Energy & Environmental Management and Supply Chain Management. The following are the names of the Partners of the firm.

Mr.S.Srinivasan

Mr.R.Anantharaman

Mr.Manivannan.R.Rajan

The Board had approved a remuneration of Rs.7,00,000/- (Rupees Seven lakhs 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.

Details of Director Seeking Reappointment at the 66th Annual General Meeting Pursuant to Secretarial Standard on General Meetings:

Name of the Director	Shri.P.R.Venketrama Raja
Director Identification Number (DIN)	00331406
Age	65 years
Qualifications	B.E., MBA
Experience	Shri.P.R.Venketrama Raja, has a Bachelor's Degree in Chemical Engineering from University of Madras and Masters in Business Administration from University of Michigan, USA. He has been on the Board of The Ramco Cements Limited since 1985. He has more than 3 decades of Industrial Experience with specific knowledge in Textiles, Cement and Information Technology sectors.
Terms and conditions of reappointment	Director liable to retire by rotation.
Date of First Appointment to the Board	23-05-1985
Shareholding in the Company as on date	17,46,460 Shares of Rs.1/- each.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors or Manager or Key Managerial Personnel.
No. of Meetings of the Board attended during the year	8

» Notice

Name of the Director	Shri.P.R.Venketrama Raja
Other Directorships as on 31-03-2024	Ramco Systems Limited Ramco Industries Limited Rajapalayam Mills Limited The Ramaraju Surgical Cotton Mills Limited Sri Vishnu Shankar Mills Limited Sandhya Spinning Mill Limited Sri Sandhya Farms (India) Private Limited RCDC Securities and Investments Private Limited Nirmala Shankar Farms & Estates Private Limited Ram Sandhya Farms Private Limited Rajapalayam Textile Limited Ramamandiram Agricultural Estate Private Ltd. Rajapalayam Chamber of Commerce and Industry Ramco Management Private Limited

Memberships and Chairmanships of Committees of other Board	Details given below
------------------------------------------------------------	---------------------

Sl. No	Name of the Company	Name of the Committee	Position Held (Chairman / Member)
1	Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
2	Rajapalayam Mills Limited	Corporate Social Responsibility Committee	Chairman
3	Rajapalayam Mills Limited	Rights Issue Committee	Chairman
4	Rajapalayam Mills Limited	Risk Management Committee	Chairman
5	Ramco Industries Limited	Stakeholders Relationship Committee	Chairman
6	Ramco Industries Limited	Corporate Social Responsibility Committee	Chairman
7	Ramco Industries Limited	Risk Management Committee	Chairman
8	Ramco Industries Limited	Audit Committee	Member
9	Ramco Systems Limited	Stakeholders Relationship Committee	Chairman
10	Ramco Systems Limited	Corporate Social Responsibility Committee	Chairman
11	Ramco Systems Limited	Allotment Committee	Member
12	Ramco Systems Limited	Fund Raising Committee	Member
13	Ramco Systems Limited	Risk Management Committee	Chairman
14	The Ramaraju Surgical Cotton Mills Limited	Stakeholders Relationship Committee	Chairman
15	The Ramaraju Surgical Cotton Mills Limited	Corporate Social Responsibility Committee	Chairman
16	Sri Vishnu Shankar Mill Limited	Corporate Social Responsibility Committee	Chairman
17	Sandhya Spinning Mill Limited	Corporate Social Responsibility Committee	Chairman

Details of Independent Director Seeking Reappointment at the 66th Annual General Meeting Pursuant to Secretarial Standard on General Meetings:

Name of the Director	Dr.M. S. Krishnan
Director Identification Number (DIN)	08539017
Age	60 years
Qualifications	A degree in Mathematics and Computer Applications from the University of Delhi, India and Ph.D. in Information Systems from Carnegie Mellon University, Pittsburgh, USA.
Experience	<p>Dr.Krishnan is the Accenture Chair Professor of Computer Information Systems and Professor of Technology and Operations at the Ross Business School, University of Michigan. He is currently the Faculty Director for Business+Tech initiative, and CK Prahalad and India Initiatives at the school. He has also been the associate dean for global initiatives, executive programs and action based learning at the Ross Business School. He has co-authored the book “The New Age of Innovation: Driving Co-Created Value with Global Networks” with Professor C. K. Prahalad (late). The Economist and BusinessWeek magazine named this book as one of the Best Books on Innovation in 2008.</p> <p>He was awarded the ICIS Best Dissertation Prize for his Doctoral Thesis on “Cost and Quality Considerations in Software Product Management”.</p> <p>His research interest includes business model innovation, technology enabled personalization, ecosystem innovation, corporate IT strategy, business value of IT investments, improvements in business process and software quality, productivity and customer satisfaction. In January 2000, American Society for Quality (ASQ) selected him as one of the 21 voices of quality for the twenty first century. In 2004, he was selected as one of the top thinkers on Business Technology by Informationweek-Optimize magazines based on their reader surveys. His research articles have appeared in several reputed journals. He has been consulted on Technology and Strategy by leading companies in India and abroad.</p>
Terms and conditions of reappointment	Independent Director – Not liable to retire by rotation.
Date of First Appointment to the Board	03-09-2019
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.
No. of Meetings of the Board attended during the year	3
Other Directorships as on 31-03-2024	Ramco Systems Limited
Memberships and Chairmanships of Committees of other Board	Details given below

Sl. No	Name of the Company	Name of the Committee	Position Held (Chairman / Member)
1	Ramco Systems Limited	Audit Committee	Member
2	Ramco Systems Limited	Risk Management Committee	Member