

Ref. No.59<sup>th</sup> AGM-Scr\_Rpt.\_VR  
17.8.2024

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051  
Scrip Code: RAMCOIND EQ

BSE Limited  
Floor 25, "P.J.Towers"  
Dalal Street  
Mumbai - 400 001  
Scrip Code: 532369

Dear Sirs,

**Sub : Submission of Voting Results and Scrutiniser's Report**

We wish to inform you that the Annual General Meeting of the Company was held on Friday the 16<sup>th</sup> August 2024, through Video Conferencing and all resolutions transacted at the said meeting had been passed with requisite majority.

In compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results in the prescribed format are enclosed as per Annexure - A.

In compliance of Rule 20 of Companies (Management and Administration) Rules, 2014, the Scrutiniser's Report dated 16.8.2024 issued by Mr.K.Srinivasan, Chartered Accountant, Partner of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, Scrutiniser is enclosed as Annexure - B.

Thanking you

Yours faithfully  
For RAMCO INDUSTRIES LIMITED

S. Balamurugasundaram  
Company Secretary & Legal Head

Encl. : a.a.

Copy to : Central Depository Services (India) Limited  
Marathon Futurex, Unit No.2501  
25th Floor, A-Wing, Mafatlal Mills Compound  
N M Joshi Marg, Lower Parel, Mumbai —400 013

<b>General information about company</b>	
Scrip code	532369
NSE Symbol	RAMCOIND
MSEI Symbol	
ISIN	INE614A01028
Name of the company	RAMCO INDUSTRIES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	16-08-2024
Start time of the meeting	11:30 AM
End time of the meeting	12:20 PM



<b>Scrutinizer Details</b>	
Name of the Scrutinizer	K SRINIVASAN
Firms Name	M/S. M.S. JAGANNATHAN & N. KRISHNASWAMI
Qualification	CA
Membership Number	021510
Date of Board Meeting in which appointed	05-08-2015
Date of Issuance of Report to the company	16-08-2024



<b>Voting results</b>	
Record date	09-08-2024
Total number of shareholders on record date	33118
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	3
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	16
b) Public	47
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Company's Standalone and Consolidated Financial Statements for the year ended 31.3.2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47576701	47576701	100	47576701	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		47576701	47576701	100	47576701	0	100
Public-Institutions	E-Voting	4544671	3671010	80.7761	3671010	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4544671	3671010	80.7761	3671010	0	100
Public- Non Institutions	E-Voting	34687688	1252573	3.611	1252573	0	100	0
	Poll		112393	0.324	112393	0	100	0
	Postal Ballot (if applicable)							
	Total		34687688	1364966	3.935	1364966	0	100
Total		86809060	52612677	60.6074	52612677	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend for the year 2023-24 at the rate of Re.0.75 per share				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47576701	47576701	100	47576701	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		47576701	47576701	100	47576701	0	100
Public- Institutions	E-Voting	4544671	3703883	81.4995	3703883	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4544671	3703883	81.4995	3703883	0	100
Public- Non Institutions	E-Voting	34687688	1252573	3.611	1252573	0	100	0
	Poll		112393	0.324	112393	0	100	0
	Postal Ballot (if applicable)							
	Total		34687688	1364966	3.935	1364966	0	100
Total		86809060	52645550	60.6452	52645550	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

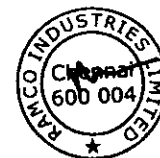


<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri S.S. Ramachandra Raja (DIN 00331491), aged 88 years, as Director, liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47576701	47576701	100	47576701	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		47576701	47576701	100	47576701	0	100
Public- Institutions	E-Voting	4544671	3703883	81.4995	3681898	21985	99.4064	0.5936
	Poll							
	Postal Ballot (if applicable)							
	Total		4544671	3703883	81.4995	3681898	21985	99.4064
Public- Non Institutions	E-Voting	34687688	1252573	3.611	1252573	0	100	0
	Poll		112393	0.324	112393	0	100	0
	Postal Ballot (if applicable)							
	Total		34687688	1364966	3.935	1364966	0	100
Total		86809060	52645550	60.6452	52623565	21985	99.9582	0.0418
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(4)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Justice Shri P.P.S. Janarthana Raja (Retd.), (DIN 06702871), aged 73 years, as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years from 1.10.2024 to 30.9.2029					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47576701	47576701	100	47576701	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		47576701	47576701	100	47576701	0	100
Public-Institutions	E-Voting	4544671	3703883	81.4995	3632140	71743	98.063	1.937
	Poll							
	Postal Ballot (if applicable)							
	Total		4544671	3703883	81.4995	3632140	71743	98.063
Public- Non Institutions	E-Voting	34687688	1252573	3.611	1252573	0	100	0
	Poll		112393	0.324	112393	0	100	0
	Postal Ballot (if applicable)							
	Total		34687688	1364966	3.935	1364966	0	100
Total		86809060	52645550	60.6452	52573807	71743	99.8637	0.1363
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
<b>Promoter and Promoter Group</b>	
<b>Public Insitutions</b>	
<b>Public - Non Insitutions</b>	



Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration of Rs.3,00,000/- (exclusive of GST and out of pocket expenses) to M/s. N. Sivashankaran & Co., Cost Accountants, Cost Auditors of the Company for the financial year 2024-25				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47576701	47576701	100	47576701	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		47576701	47576701	100	47576701	0	100
Public- Institutions	E-Voting	4544671	3703883	81.4995	3703883	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4544671	3703883	81.4995	3703883	0	100
Public- Non Institutions	E-Voting	34687688	1252573	3.611	1252573	0	100	0
	Poll		112393	0.324	112393	0	100	0
	Postal Ballot (if applicable)							
	Total		34687688	1364966	3.935	1364966	0	100
Total		86809060	52645550	60.6452	52645550	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



**Srinivasan Krishnaswami**  
**Chartered Accountant**16<sup>th</sup> August 2024

The Chairman  
Ramco Industries Limited  
47, P. S. K Nagar  
Rajapalayam - 626108

Dear Sir,

Sub: Remote e-voting [Prior to and at the Annual General Meeting (AGM)] in respect of your Company's 59<sup>th</sup> Annual General Meeting (AGM) on 16<sup>th</sup> August 2024 conducted through Video Conferencing (VC) - Scrutiniser's Consolidated Report.

I have been appointed to act as the Scrutiniser for the remote e-voting process, in connection with your Company's 59<sup>th</sup> AGM. I submit my report as under:

1. Since the Company's equity shares are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE), the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), Ministry of Corporate Affairs' (MCA) General circular dated 25<sup>th</sup> September 2023 and SEBI circular dated 7<sup>th</sup> October 2023.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting process were:

**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 31<sup>st</sup> March, 2024 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."*

**Ordinary Business : 2**

*To consider and pass the following Resolution, as an Ordinary Resolution:*

*"RESOLVED that a Dividend of Rs. 0.75 per Share be and is hereby declared for the year ended 31<sup>st</sup> March, 2024 out of the profits of the Company for the year and the same be paid to those shareholders whose names appear in the Register of Members and Register of Beneficial Owners maintained by the Depositories as on 9<sup>th</sup> August, 2024."*



G7, Parsn Paradise  
46 GN Chetty Road  
T Nagar Chennai 600017

G5, Abirami Apartments  
14 V O C Road  
Cantonment Trichy 620001



Tel: +91 93817 21405  
e-mail: srinivasan.k@msjandnk.in  
Web: www.msjandnk.in

**Ordinary Business : 3**

*To consider and pass the following Resolution, as a Special Resolution:*

*“RESOLVED that pursuant to Section 159 of the Act, Regulation 17(1A) of SEBI LODR and other applicable statutory provisions, Shri S.S. Ramachandra Raja (DIN 00331491) aged 88 years, 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 pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 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 Justice Shri P P S Janarthana Raja (Retd.) (DIN:06702871), aged 73 years, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years from 1st October, 2024 to 30th September, 2029.*

*RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution”.*

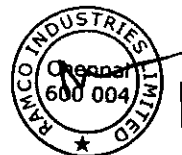
**Special Business : 5**

*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.3,00,000/- (Rupees Three lakhs only) exclusive of applicable GST and Out-of-pocket expenses, payable to M/s. N. Sivashankaran & Co., Cost Accountants (Firm Registration No. 100662) 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 Fibre Cement Products (FCP & CSB) and Cotton Yarn, be and is hereby ratified.”*

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to scrutinise the remote e-voting

*m*





**Srinivasan Krishnaswami**  
**Chartered Accountant**

process in a fair and transparent manner and make a consolidated report of the total votes cast in favour or against.

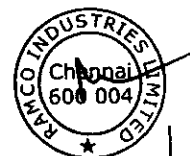
4. Shares lying in Investor Education Protection Fund (IEPF) and Unclaimed suspense accounts were not considered for remote e-voting.
5. Central Depository Services (India) Limited (CDSL), the agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 240722007 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
6. 9<sup>th</sup> August 2024 was fixed as the cut-off date for determining the eligibility to vote.
7. The remote e-voting facility prior to the AGM was made available from 9.00 AM on 13<sup>th</sup> August 2024 to 5.00 PM on 15<sup>th</sup> August 2024.
8. The Company Secretary announced that the remote e-voting facility was made available by CDSL during the AGM to enable members present at the AGM through VC and who did not cast their vote through remote e-voting prior to the AGM, to exercise their voting rights.
9. The prescribed particulars with regard to the remote e-voting process were duly advertised on 25<sup>th</sup> July 2024 in Makkal Kural (Tamil – All Editions) and Financial Express (English - All Edition). The advertisement also stated the manner in which the Members who had not registered their e-mail address could register the same with the Company.
10. Notice convening the 59<sup>th</sup> AGM (along with the Annual Report for the financial year ended 31 March 2024) was sent to the 31,585 Members on 24<sup>th</sup> July 2024. Further, the Company had sent Notice to 1,017 Members (along with the Annual Report for the financial year ended 31 March 2024) who acquired shares subsequent to 24<sup>th</sup> July 2024 and holding shares as on the cut-off date.

Physical copies of the AGM Notice and Annual Report were sent to the Members, those who had specifically requested for the same, in view of the exemption provided by MCA and SEBI vide their Circulars referred above.

11. Notice convening the 59<sup>th</sup> AGM was also sent to the Directors and Auditors on 24<sup>th</sup> July 2024 and filed with NSE and BSE on their online portal on the same date.

On the completion of the e-voting process:

- 12.1 I unblocked the votes cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company.



**Srinivasan Krishnaswami**  
**Chartered Accountant**

- 12.2 I scrutinised the votes cast through remote e-voting and validated the same with the list of eligible members and their holding as on the cut-off date.
13. I have also verified and confirm that:
- 13.1. No voting rights had been exercised in respect of the equity shares lying in IEPF. No member who had exercised their vote through remote e-voting facility, participated in the e-voting process at the AGM.
14. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.
15. The combined results of voting through remote e-voting prior to and at the AGM are as under:

Resolution Number	Total No. of Ballots	Total No. of Votes	Invalid Votes		Total Valid Votes	Votes cast in favour			Votes cast against		
			No. of Ballots	Total Invalid Votes		No. of Ballots	No. of Votes	Percentage of votes	No. of Ballots	No. of Votes	Percentage of votes
1	85	52,955,486	6	342,809	52,612,677	79	52,612,677	100.00%	0	0	0.00%
2	86	52,988,359	6	342,809	52,645,550	80	52,645,550	100.00%	0	0	0.00%
3	86	52,988,359	6	342,809	52,645,550	79	52,623,565	99.96%	1	21,985	0.04%
4	86	52,988,359	6	342,809	52,645,550	76	52,573,807	99.86%	4	71,743	0.14%
5	86	52,988,359	6	342,809	52,645,550	80	52,645,550	100.00%	0	0	0.00%

16. All the Five resolutions have been passed with requisite majority.

  
Srinivasan Krishnaswami  
Chartered Accountant  
Membership Number : 021510  
Scrutiniser  
UDIN: 24021510BKAHFB5770  
Chennai  
16 August 2024



For RAMCO INDUSTRIES LIMITED

  
S. Balamurugasundaram  
Company Secretary & Legal Head

