

Notice to the Members

Notice is hereby given that the 64th Annual General Meeting (AGM) of the Company will be held at 10.00 AM on Wednesday, the 10th August 2022. 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

- 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 2022, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

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

“RESOLVED THAT a Dividend of ₹ 3/- per Share be and is hereby declared for the year ended 31st March 2022 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 3rd August 2022.”

- 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.”

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

“RESOLVED THAT in terms of section 139, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s. Ramakrishna Raja And Co., Chartered Accountants, holding Firm Registration No: 005333S and M/s.SRSV & Associates, Chartered Accountants, holding Firm Registration No: 015041S, be and are hereby reappointed as Auditors of the Company for the second term of five consecutive financial years commencing from the Financial Year 2022-23 and to hold office from the conclusion of 64th Annual General Meeting till the conclusion of the 69th Annual General Meeting to be held in the year 2027.

RESOLVED FURTHER THAT each of the Auditors shall be paid for the financial year 2022-23, a remuneration of ₹ 17,00,000/- (Rupees Seventeen lakhs only) (exclusive of applicable Goods and Services Tax and Out-of-pocket expenses).

RESOLVED FURTHER THAT for the financial years 2023-24, 2024-25, 2025-26, 2026-27, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee.”

Special Business

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

“RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and the Articles of Association (AOA) of the Company, approval of the Shareholders be and is hereby accorded to the reappointment of Shri.P.R.Venketrama Raja (DIN: 00331406) as a Whole-time Key Managerial Personnel in the position of Managing Director of the Company for a further period of 5 years with effect from 04-06-2022, on a remuneration as set out hereunder.

A. WHEN THE COMPANY IS HAVING PROFITS:

- ₹ 10 lakhs per month,
- Contribution to Provident Fund,
- Commission, as follows:

Net Profit under Section 198 of the Act, for a financial year	Commission as a % of Net Profit	Maximum limit – ₹ in Crores
Upto ₹ 800 Crores	5%	36
Exceeding ₹ 800 Crores	₹ 36 crores + 2% on the amount in excess of ₹ 800 crores.	45

- the remuneration payable to Shri.P.R.Venketrama Raja shall not exceed the maximum limit as stated above.

B. WHEN THE COMPANY HAS NO PROFITS OR ITS PROFITS ARE INADEQUATE:

When the Company has no profits or its profits are inadequate, in any financial year, not being more than three such financial years over his entire tenure of five years,

- i. he shall be paid remuneration as provided in (A) of Section II, Part II of Schedule V of the Companies Act, 2013, based upon effective capital.
- ii. he shall be paid perquisites as provided in Section IV, Part II of Schedule V of the Companies Act, 2013.

C. SITTING FEE

The remuneration aforesaid shall be exclusive of any fee paid for attending Meetings of the Board or any Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised to fix the components, quantum and periodicity of the remuneration payable to the Managing Director and revise the terms of remuneration subject to the limits specified in this resolution and subject to the compliance of the statutory provisions as applicable to the Company from time to time.”

6. 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 ₹ 6,00,000/- (Rupees Six 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 2022-23 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified.”

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

Chennai
23-05-2022

P.R.VENKETRAMA RAJA
Chairman & Managing Director

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: 02/2022 dated 5th May 2022, issued by Ministry of Corporate Affairs, Government of India and Circular No: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, 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. Proxies are 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 (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 03-08-2022, 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 IEP Fund
2014-15	Dividend	06-08-2015	05-08-2022	04-09-2022
2015-16	Dividend	11-03-2016	10-03-2023	09-04-2023
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

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.
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 IEPF, viz. www.iepf.gov.in
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 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>
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 64th AGM and the business may be transacted through such voting, through e-voting services provided by CDSL.
 - B. The facility for remote e-voting shall remain open from 9.00 AM on Sunday, the 7th August 2022 to 5.00 PM on Tuesday, the 9th August 2022. 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. Wednesday, the 3rd August 2022, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Tuesday, the 9th August 2022.
 - 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/myeasi/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/myeasi/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 evoting 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 web browser by typing 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. 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 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 and joining the AGM through VC 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.
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 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 Shareholders holding shares in Demat Form other than individuals and in Physical Form
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 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 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 "RESOLUTIONS 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.
 - 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 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 through Depository.
 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. 3rd August 2022, 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 3rd August 2022.
 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 three days of conclusion of the meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
 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.

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

Chennai
23-05-2022

P.R.VENKETRAMA RAJA
Chairman & Managing Director

Statement Pursuant to Section 102 of the Act

Item No: 4 – To reappoint Statutory Auditors and fix their remuneration

At the Annual General Meeting held on 04-08-2017, M/s. Ramakrishna Raja And Co., Chartered Accountants and M/s. SRSV & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of 5 years starting from 2017-2018 to 2021-2022. (1st term of 5 consecutive years).

In accordance with Section 139(2)(b) of the Companies Act, 2013, the Audit Firms can be appointed as Auditors for a maximum of 2 terms of 5 consecutive years.

The Audit Committee at its meeting held on 23-05-2022 reviewed the Auditors' independence, performance and effectiveness of the Audit process and found to be adequate for the Company's needs and purposes. Accordingly, they have recommended to the Board the reappointment of M/s. Ramakrishna Raja And Co., Chartered Accountants and M/s. SRSV & Associates, Chartered Accountants, as Statutory Auditors of the Company for another period of 5 years. The Board of Directors at the meeting held on 23-05-2022 have also approved the same and recommended their reappointment to shareholders.

M/s. Ramakrishna Raja And Co., Chartered Accountants and M/s. SRSV & Associates, Chartered Accountants, are known for their high level of professional ethics and values. With the strong technical expertise drawn from their experience over nearly three decades and with a team of highly competent professionals, they provide quality, timely and specific solutions to their clients. The following are the Partners of the Audit Firms.

Name of the Firm	Names of the Partners
M/s. Ramakrishna Raja And Co., Chartered Accountants	Ms. V. Jayanthi Mr. M. Vijayan Mr. C. Kesavan
M/s. SRSV & Associates, Chartered Accountants	Mr. G. Chella Krishna, Engagement Partner Mr. P. Santhanam Mr. R. Subburaman Mr. V. Rajeswaran

The Statutory Auditors have confirmed their eligibility and have provided their written consents for their proposed reappointment and necessary certificates under Rule 4 of the Companies (Audit and Auditors) Rules, 2014, confirming that their reappointment, if made, shall be in accordance with the conditions as prescribed by law and they satisfy the criteria provided under Section 141 of the Companies Act, 2013. They have also confirmed that they hold a valid peer review certificate issued by the Institute of Chartered Accountants of India, as required under Regulation 33(1)(d) of LODR.

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

Item No: 5

Shri. P.R. Venketrama Raja (DIN 00331406) aged 63, has a Bachelor's Degree in Chemical Engineering from University of Madras and Masters in Business Administration from University of Michigan, USA. He has more than 3 decades of Industrial Experience with specific knowledge in Textiles, Cement, Fibre Cement Sheets and Information Technology sectors.

Shri. P.R. Venketrama Raja has been on the Board of TRCL since 1985. As a Member of the Board, he is responsible for guiding the Company in establishment of new units, selection of process and equipments and adoption of latest technologies since 1985, when the Company went for its first green field expansion in Jayanthipuram. He became the Chairman & Managing Director of the Company on 04-06-2017. The Company's performance since he took over as Chairman & Managing Director of the Company are given below:

Details	UoM	For the year ended 31-03-2018	For the year ended 31-03-2022
Capacity -			
Integrated Cement Plants	In lakh tonnes	124.90	122.00
Grinding Plants	In lakh tonnes	42.00	72.00
Production	In lakh tonnes	93.16	110.85
Sales	In lakh tonnes	93.12	110.48
Sales and Other Income (Net of duties and taxes)	₹ In crores	4443.00	6010.62
Operating Profit	₹ In crores	1136.07	1314.48
Cash Profit	₹ In crores	1076.86	1202.08
Total Comprehensive Income	₹ In crores	553.94	890.05
Earnings per share – Not Annualised	₹	23.00	38.00
Dividend per share	₹	3.00	3.00

He is also the member of the following Committees of the Board of Directors:

- Audit Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility Committee

His areas of expertise include, Cement Processing Technology, Expert knowledge in Information Technology, Strategy Management, Business Management and Industrial Relationship Management.

The Nomination and Remuneration Committee at its meeting held on 23-05-2022 had recommended to the Board the reappointment of Shri.P.R.Venketrama Raja as Managing Director of the Company. The Board at their meeting held on 23-05-2022, took into consideration the recommendation of NRC, review by the Independent Directors and approval of the Audit Committee and approved his appointment, subject to the approval of the shareholders at the Annual General Meeting. The reappointment is for a period 5 years commencing from 04-06-2022. The reappointment is in accordance with Article 119A of the Articles of Association of the Company and the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The Nomination and Remuneration Committee has also approved the proposed remuneration in accordance with Schedule V of the Companies Act, 2013.

It is proposed to authorise the Nomination and Remuneration Committee to fix the components, quantum and periodicity of the remuneration payable to the Managing Director and revise the terms of remuneration, subject to the limits mentioned in the Resolution.

The reappointment and the remuneration proposed fulfil the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Government of India is not required. Considering the contributions made by Shri.P.R.Venketrama Raja and his suitability, the Board of Directors recommend the resolution for Members' approval.

As the annual remuneration proposed exceeds ₹ 5.00 crores or 2.5% of the net profits, whichever is higher, approval is sought from the shareholders by way of special resolution, as required under Regulation 17(6)(e) of LODR.

Shri.P.R.Venketrama Raja is also a Director in the following Companies:

Sl. No.	Names of the Companies / Bodies Corporate
1	Ramco Systems Limited
2	Ramco Industries Limited
3	Rajapalayam Mills Limited
4	The Ramaraju Surgical Cotton Mills Limited
5	Sri Vishnu Shankar Mills Limited
6	Sandhya Spinning Mill Limited
7	Sri Sandhya Farms (India) Private Limited
8	RCDC Securities and Investments Private Limited
9	Nirmala Shankar Farms & Estates Private Limited
10	Ram Sandhya Farms Private Limited
11	Rajapalayam Textile Limited
12	Ramamandiram Agricultural Estate Private Limited
13	Lynks Logistics Limited
14	Ramamandiram Management Consultancy Private Limited
15	Rajapalayam Chamber of Commerce and Industry
16	Ramco Management Private Limited

Shri.P.R.Venketrama Raja is a Member in the following Committees of the Boards of other Companies.

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

None of the Directors and Key Managerial Personnel except Shri.P.R.Venketrama Raja as appointee may be deemed to be concerned or interested in the Resolution.

I. General Information:

1	Nature of Industry	Cement
2	Date of Commencement of Business	31-07-1957
3	Financial performance based on given indicators	

(₹ in crores)

Year	Total Revenue	Operating Profit	Profit Before Tax	Profit After Tax	Total Comprehensive Income	Dividend per share – in ₹
2021-22	6010.62	1314.48	801.24	892.70	890.05	3.00
2020-21	5303.08	1582.60	1139.68	761.08	757.95	3.00
2019-20	5405.64	1173.82	787.21	601.09	593.28	2.50
2018-19	5174.71	1064.97	715.58	505.89	503.21	3.00

4 Foreign investments or collaborations, if any NIL

II. Information about the appointee:

1	Background Details	Shri.P.R.Venketrama Raja is a Promoter and Director and has been on the Board of the Company since 23-05-1985.
	Age	63 years
	Qualification	Bachelor's Degree in Chemical Engineering from University of Madras and Masters in Business Administration from University of Michigan, USA.
	No. of Shares held in the Company	17,46,460 equity shares of ₹ 1/- each
2	Past Remuneration	<p>Terms of Remuneration:</p> <p>i. When the Company is having profit: 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.</p> <p>ii. When the Company is having no profit or inadequate profit: In any financial year during the currency of his tenure, not being more than three such financial years over the entire tenure of five years, the Company has no profit or inadequate profit, the Managing Director shall be paid remuneration as approved by the Board and the Nomination and Remuneration Committee which shall not exceed the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013.</p> <p>In addition, he shall be eligible for the following perquisites:</p> <p>a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.</p> <p>b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and</p> <p>c. Encashment of leave at the end of the tenure.</p> <p>In addition to the above remuneration, he will also be eligible for any fee paid for attending Meetings of the Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.</p>
3	Recognition or awards	He was awarded Global Influencer of the Year at CONNECT 2016 by Confederation of Indian Industry, in recognition of his efforts in taking Indian products to the global stage.
4	Job profile and his suitability	He has more than 3 decades of industrial experience in companies, including cement and allied products and information technology.

5 Remuneration proposed

A. WHEN THE COMPANY IS HAVING PROFITS:

- a. ₹ 10 lakhs per month
- b. Contribution to Provident Fund.
- c. Commission as follows:

Net Profit under Section 198 of the Act, for a financial year	Commission as a % of Net Profit	Maximum limit – ₹ in Crores
Upto ₹ 800 Crores	5%	36
Exceeding ₹ 800 Crores	₹ 36 crores + 2% on the amount in excess of ₹ 800 crores.	45

- d. The remuneration payable to Shri. P.R.Venketrama Raja shall not exceed the maximum limit as stated above.

B. WHEN THE COMPANY HAS NO PROFITS OR ITS PROFITS ARE INADEQUATE:

When the Company has no profits or its profits are inadequate, in any financial year, not being more than three such financial years over his entire tenure of five years,

- i. he shall be paid remuneration as provided in (A) of Section II, Part II of Schedule V of the Companies Act, 2013, based upon effective capital.
- ii. he shall be paid perquisites as provided in Section IV, Part II of Schedule V of the Companies Act, 2013.

Based upon effective capital as on 31-03-2022, the minimum remuneration in case of inadequate profit will be ₹ 2.09 crores per annum.

C. SITTING FEE

The Sitting Fee payable to him for attending Meetings of the Board or any Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013, shall be extra.

6 Comparative Remuneration profile

The remuneration proposed consists of fixed component and performance based component. The basis of his performance based component is aligned to Company's performance expressed in terms of Profit Before Tax.

Being a promoter director he is not eligible for Employee Stock Option Scheme and his entire compensation package is only by way of remuneration. Hence, the remuneration package is not comparable with respect to industry, size of the company, profile of the position and person, as presence or absence of Stock Option Schemes would play a great role in the remuneration package.

7 Relationship with managerial personnel/
Pecuniary relationship directly or indirectly with the Company

He is not related to any Director or Key Managerial Personnel of the Company.

He has no pecuniary relationship other than the remuneration, he is entitled to receive.

III. Other Information:

1	Reasons of loss or inadequate profits	Not applicable, as the Company is continuously making profits.
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

IV. Disclosures:

As required, the information are provided under Corporate Governance Section.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) LODR and details required under Standard 1.2.5 of SS-2.

Item No: 6

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 23-05-2022, 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 2022-23.

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 ₹ 6,00,000/- (Rupees Six 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.