



## **THE RAMCO CEMENTS LIMITED**

### **Corporate Office:**

Auras Corporate Centre, V Floor,  
98-A, Dr. Radhakrishnan Salai, Mylapore,  
Chennai – 600 004, India.

Phone: +91-44 28478666, Fax: +91-44 28478676

Web Site: [www.ramcocements.in](http://www.ramcocements.in)

Corporate Identity Number: L26941TN1957PLC003566

25 January 2024

National Stock Exchange of India Limited, Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.	Symbol : RAMCOCEM
BSE Limited, Floor 25, “P.J.Towers”, Dalal Street, Mumbai – 400 001.	Scrip Code : 500260

Dear Sir / Madam,

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

This is in continuation of letter dated 24<sup>th</sup> January 2024, submitting a copy of Postal Ballot Notice ('Notice') dated 19<sup>th</sup> January 2024 seeking approval of the Members of the Company in respect of appointment of Directors.

We would like to bring to your kind notice that, in the Section, “Pursuant to Secretarial Standards on General Meetings, details of Directors Seeking Appointment through Postal Ballot”, the date of the first appointment to the Board for all the three Directors, be read as “**1<sup>st</sup> March 2024**” instead of 1<sup>st</sup> April 2024 as erroneously mentioned.

We now file the corrected Postal Ballot Notice. The corrected Postal Ballot Notice is also being circulated to our Shareholders today.

The error is regretted.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **THE RAMCO CEMENTS LIMITED**,

**K.SELVANAYAGAM**  
**SECRETARY**

Encl : As above



**THE RAMCO CEMENTS LIMITED**

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

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

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

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

CIN : L26941TN1957PLC003566; Website : www.ramcocements.in

**Notice of Postal Ballot**

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

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA"), in continuation to the circulars issued earlier in this regard ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India and, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR") and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders") is sought, via Postal Ballot Process through E-Voting only (voting through electronic means)

A. by way of special resolutions, for the appointment of

Shri.CK.Ranganathan (DIN : 00550501) and

Shri.Ajay Bhaskar Baliga (DIN : 00030743)

as Non-Executive Independent Directors, for a period of 5 consecutive years commencing from 1<sup>st</sup> March 2024 to 28<sup>th</sup> February 2029 and

B. by way of Ordinary Resolution for the appointment of Shri.R.Dinesh (DIN : 00363300) as Non-Executive Non-Independent Director, from 1<sup>st</sup> March 2024, who is liable to retire by rotation

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

Members’ consent is sought for the proposals contained in the resolutions given in this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company at [www.ramcocements.in](http://www.ramcocements.in) and the website of Central Depository Services (India) Limited (“CDSL”) at [www.evotingindia.com](http://www.evotingindia.com). The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

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

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

The Members shall exercise their right to vote on the resolutions included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by CDSL. The e-voting period shall commence at 09.00 A.M. IST on Friday, the 26<sup>th</sup> January 2024 and end at 05.00 P.M. IST on Saturday, the 24<sup>th</sup> February 2024. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. IST on Saturday, the 24<sup>th</sup> February 2024. Remote e-voting shall not be allowed beyond 05.00 PM on Saturday, the 24<sup>th</sup> February 2024.

The last date of e-voting, i.e. Saturday, the 24<sup>th</sup> February 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The scrutiner shall, immediately after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of conclusion of the voting, a Scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or 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.

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.

The proposed resolutions along with the Statement pursuant to Section 102 of the Act, setting out all material facts, concerning each item of Special Business and reasons thereof are annexed hereto for consideration of the Members.

#### SPECIAL BUSINESS – SPECIAL RESOLUTION

Item No: 1

To approve appointment of Shri.CK.Ranganathan (DIN : 00550501) as a Non-Executive Independent Director on the Board of the Company.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 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 Shri.CK.Ranganathan (DIN : 00550501), as a Non-Executive Independent Director of the Company, for a term of 5 consecutive years from 1<sup>st</sup> March 2024 to 28<sup>th</sup> February 2029.”

Item No: 2

To approve appointment of Shri.Ajay Bhaskar Baliga (DIN : 00030743) as a Non-Executive Independent Director on the Board of the Company.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 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 Shri.Ajay Bhaskar Baliga (DIN : 00030743), as a Non-Executive Independent Director of the Company, for a term of 5 consecutive years from 1<sup>st</sup> March 2024 to 28<sup>th</sup> February 2029.”

#### SPECIAL BUSINESS – ORDINARY RESOLUTION

Item No: 3

To approve appointment of Shri.R.Dinesh (DIN : 00363300) as a Non-Executive Non-Independent Director on the Board of the Company.

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

“RESOLVED THAT pursuant to Sections 149, 152, 178(2) of the Companies Act, 2013 and the Rules made thereunder 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 Shri.R.Dinesh (DIN : 00363300), as a Non-Executive Non-Independent Director of the Company, from 1<sup>st</sup> March 2024, who is liable to retire by rotation.”

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

CHENNAI  
19-01-2024

K. SELVANAYAGAM  
SECRETARY

**Notes:**

1. Pursuant to Sections 102 and 110 of the Act, statement setting out material facts and reasons for the proposed resolutions are appended hereto.
2. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the Company / depository participant(s) as on Friday, the 19<sup>th</sup> January 2024 (“Cut-off Date”). Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
3. Please note that those shareholders, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to e-vote in relation to the resolution as set out in this Notice.
4. A copy of this Postal Ballot Notice is also available on the Company’s website [www.ramcocements.in](http://www.ramcocements.in), the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
5. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.

Instructions to shareholders for remote e-voting:

6. Voting through electronic means

- A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Rules and Regulation 44 of LODR the Company is providing members remote e-voting facility to exercise their right to vote in the Postal Ballot, for the business to be transacted, through e-voting services provided by CDSL.
- B. The facility for remote e-voting shall remain open from 9.00 AM on Friday, the 26<sup>th</sup> January 2024 to 5.00 PM on Saturday, the 24<sup>th</sup> February 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 19<sup>th</sup> January 2024, may exercise the remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Saturday, the 24<sup>th</sup> February 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 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	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are</p> <p><a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></p> <p>or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e-voting period. 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at</p>

Type of shareholders	Login Method
	<p data-bbox="459 277 1358 311"><a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></p> <p data-bbox="459 394 1378 663">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 &amp; 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.</p>
<p data-bbox="217 1160 421 1458">Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p data-bbox="459 712 1378 1167">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting Period.</p> <p data-bbox="459 1218 1378 1323">2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select “Register Online for IDeAS Portal” or click at</p> <p data-bbox="459 1375 1225 1408"><a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p data-bbox="459 1458 1378 1906">3) Visit the e-voting website of NSDL. Open the web browser and type the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.</p>
<p data-bbox="217 1944 395 2007">Individual Shareholders</p>	<p data-bbox="459 1921 1378 2027">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</p>

Type of shareholders	Login Method
(holding securities in demat mode) login through their Depository Participants (DP)	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.

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 for shareholders holding shares in physical mode and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

<b>Particulars</b>	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).  Shareholders who have not updated their PAN with the Company/DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - c. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - d. The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
  - e. It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - f. Alternatively Non Individual shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [srinivasan.k@msjandnk.in](mailto:srinivasan.k@msjandnk.in) and to the Company at the email address viz. [investorrelations@ramcocements.co.in](mailto:investorrelations@ramcocements.co.in), if they have

voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

7. Process for those shareholders whose E-mail/Mobile No. are not registered with the Company/DP.
  - A. For Physical shareholders, please provide your e-mail id/mobile number along with necessary details in Form No: ISR-1, available at the website of the Company.
  - B. For Individual Demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while e-voting.
8. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday, the 19<sup>th</sup> January 2024.
9. All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

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

CHENNAI  
19-01-2024

K. SELVANAYAGAM  
SECRETARY

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

COMMON INFORMATION FOR ITEMS NO: 1 AND 2 OF THE RESOLUTIONS:

Presently, the Board Comprises of the following Directors:-

Shri.M.F.Farooqui, IAS (Retd.), Chairman of the Board, Non-Executive Independent Director  
Shri P.R.Venketrama Raja, Managing Director – Executive Director  
Shri R.S.Agarwal, Non-Executive Independent Director  
Shri.M.B.N.Rao, Non-Executive Independent Director  
Shri.M.M.Venkatachalam, Non-Executive Independent Director  
Smt. Justice Chitra Venkataraman (Retd.), Non-Executive Independent Director  
Shri.M.S.Krishnan, Non-Executive Independent Director

Out of the above Directors, the following three Independent Directors would retire on 31<sup>st</sup> March 2024, after completing their term of two consecutive five years each in office.

Shri R.S. Agarwal, Non-Executive Independent Director  
Shri.M.B.N.Rao, Non-Executive Independent Director  
Shri.M.M.Venkatachalam, Non-Executive Independent Director

The Nomination and Remuneration Committee (NRC) of the Company in pursuance of Section 178(2) of the Companies Act, 2013 had recommended the appointment of

Shri.CK.Ranganathan (DIN : 00550501)  
Shri.Ajay Bhaskar Baliga (DIN : 00030743)

as Independent Directors on the Board.

Based on the recommendation of the Nomination and Remuneration Committee, the Board had recommended their appointment as Independent Directors of the Company.

On approval of the Members, they will be classified as Independent Directors in the Board and their tenure of office shall be for a period of 5 consecutive years from the date of their appointment, in accordance with Section 149(10) of the Companies Act, 2013. Their appointment would commence on 1<sup>st</sup> March 2024 and end on 28<sup>th</sup> February 2029.

In accordance with Section 149(6) of the Companies Act, 2013, the proposed new Directors fulfil the criteria with respect to qualification, positive attributes and are persons of integrity and possess relevant expertise and experience and in the opinion of the Board, they satisfy the criteria of Independence and conditions specified in the Companies Act, 2013, for being appointed as Independent Directors.

In accordance with Para A of Part D of Schedule II of LODR, induction of Shri.CK.Ranganathan and Shri.Ajay Bhaskar Baliga as Independent Directors would ensure that there is appropriate balance of skills, experience and knowledge in the Board of Directors. Their inclusion would enhance the diversity of the Board. The proposal is in accordance with the Nomination and Remuneration Policy and Policy on Board Diversity of the Company.

The Company had received consents in writing from Shri.CK.Ranganathan and Shri.Ajay Bhaskar Baliga to act as Directors in Form DIR-2, intimations to the effect that they have not been disqualified to be appointed as Directors and declarations that they meet the criteria of independence and other declarations for being appointed as an Independent Directors and assurances that they would be able to devote sufficient time and attention for discharging their obligations as Independent Directors.

In terms of Section 150 of Companies Act, 2013, read with Rule 6 of Companies (Appointment & Qualification of Directors) Rules, 2014, Shri.CK.Ranganathan and Shri.Ajay Bhaskar Baliga have registered themselves with the Independent Directors Data Bank of Indian Institute of Corporate Affairs and have been exempted from passing the online proficiency self-assessment test, conducted by Indian Institute of Corporate Affairs.

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

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

The brief profile of the proposed Independent Directors are given below, item-wise.

Item No: 1

Shri.CK Ranganathan, aged 63, has a Bachelors Degree in Chemistry and after a short stint in the family business, he set up "Chik India". The Company began its journey as Beauty Cosmetics and was renamed CavinKare Pvt. Ltd in 1998. It manufactures and markets many products under various brands including iconic brands like Chik, Spinz, Meera, Nyle, Raaga Professional, Karthika, Indica, Cavin's, Ruchi, Chinnis, Maa, Garden, Buds and Berries both in domestic and international markets. He is the Chairman and Managing Director of CavinKare Pvt. Ltd (CKPL).

CKPL has pioneered the concept of 'Unisex Salons' in India with country's most popular organized beauty salon brands – Green Trends and Limelite under its salon division, which has a clear-cut focus on providing personal styling and beauty solutions to everyone.

Shri.Ranganathan was the past Chairman of Confederation of Indian Industries, Southern Region and Past President of All India Management Association and Madras Management Association. He was also the former President of TiE– Chennai Chapter.

He is one of the founder-members of the Ability Foundation – an NGO working towards the rehabilitation of the disabled. He instituted CAVINKARE ABILITY AWARDS to celebrate annually the exemplary spirit of rare breed of individuals who have risen above their physical limitations to display that attitude is everything.

He also instituted an annual CHINNIKRISHNAN INNOVATION AWARDS to encourage small entrepreneurs in memory of his father Shri.R.Chinnikrishnan, the man who pioneered the sachet revolution.

Skill / Expertise / Competency	Entrepreneurship, Business Development, Transformation & Remodelling, Strategy Management, Marketing Management, Branding, Corporate Social Responsibility and Industrial Relationship Management
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Among other things, he is also a Member of the Board of Matrimony.Com Limited, a Listed Company.

He is not holding any Committee position in Matrimony.Com Limited.

Listed Companies from which he has resigned during the past three years.

No	Name of the Company	Date of Appointment	Date of Cessation
1	TVS Supply Chain Solutions Limited	29.06.2015	16.05.2022
2	E.I.D Parry (India) Limited	08.11.2017	07.02.2021

He holds no shares in The Ramco Cements Limited.

The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

A copy of the letter of appointment proposed to be issued to Shri.CK Ranganathan is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Shri.CK Ranganathan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution. He also does not have any pecuniary relationship or transactions with the Company.

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

Item No: 2

Shri.Ajay Bhaskar Baliga, aged 64, is a freelance Management & Strategy Consultant with over 40 years of experience in the Alcobev space in various roles, starting from factory management and production control to ultimately end-to-end global supply solutions for Mainstream Spirits for Diageo Plc, the global leader in beverage alcohol.

He was an Executive Director for Allied Blenders and Distillers Private Ltd., a manufacturer and marketer of spirits brands based in Mumbai, India, till January 2020. Before this, he served as the Global Supply Director - for Diageo, the global leader in beverage alcohol. He has in the past worked for United Spirits Limited (USL) and Shaw Wallace & Company Ltd., both in executive and senior management roles.

His career journey has touched upon all facets of the Alcobev industry. A Chemical Engineer by qualification, he has been involved with acquisitions, their integration & merger into mainline business, manufacturing footprint & cost optimization, stepping up safety standards & infrastructure to international standards and on water conservation and sustainability. He was overseeing USL's supply function comprising of 95 manufacturing sites spread across the country and then spearheaded the transformation of USL's manufacturing operations, technical functions, safety & sustainability to align with Diageo Global Supply standards, improve performance parameters, efficiencies and profitability to make USL Manufacturing World Class.

In his role as the Global Supply Director - Mainstream Spirits for Diageo Plc, he has covered African, South American, and the far eastern markets scouring for potential opportunities in the mainstream segments, and have been successful in drawing up the Mainstream Strategy and Growth Plans for Supply at Diageo Plc.

His long years of association with the Indian alcobev space lends to his extensive knowledge, interest & insights on trends, consumer behaviour, market dynamics & regulatory framework for market penetration & development.

Skill / Expertise / Competency	Business Development and Management, Strategy Management, Supply Chain Management, Projects & Acquisitions, Procurement & Sourcing, Innovation, Technical & Operational Excellence and Knowledge on Chemical Engineering
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Among other things, he is also a Member of the Board of the following Listed Companies:

1. Ramco Industries Limited
2. E.I.D Parry (India) Limited
3. Globus Spirits Limited

He has not resigned his Directorship from any of the listed entities in which he is Director, during the past three years.

#### Memberships and Chairmanships of Committees of other Board

No	Name of the Company	Name of the Committee	Position Held (Chairperson / Member)
1	Ramco Industries	Audit Committee	Member
2	Limited	Risk Management Committee	Member
3	Globus Spirits Limited	Risk Management Committee	Member
4	E.I.D Parry (India) Limited	Audit Committee	Member
5		Nomination and Remuneration Committee	Chairperson
6		Risk Management Committee	Member

He holds no shares in The Ramco Cements Limited.

The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

A copy of the letter of appointment proposed to be issued to Shri.Ajay Bhaskar Baliga is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Shri.Ajay Bhaskar Baliga, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution. He also does not have any pecuniary relationship or transactions with the Company.

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

Item No: 3

Shri.R.Dinesh, aged 58, a fourth-generation TVS Family member, is a Commerce Graduate and an Associate Member of Institute of The Chartered Accountants of India, New Delhi and The Institute of Cost Accountants of India, Kolkata. He is the Executive Chairman of TVS Supply Chain Solutions and Director of TVS Mobility and Ki Mobility Solutions that operates myTVS brand across India.

He is the President of CII for FY 2023-24. He Chairs the CII Institute of Logistics. Through his role in CII, played a pivotal role in getting the 'infrastructure status' for the Logistics sector. He is also the Chairman of the CII FBN (Family Business Network) India Chapter Council.

He has won many awards including, 'Icon of the Year' from ICT Academy of Tamil Nadu for the year 2018 and 'Entrepreneur of the Year' award for 'Services' category by Ernst & Young in 2017. He is also the recipient of TiECON's 'Next Gen Entrepreneur of the year 2014' award and 'Emerging Entrepreneur' award by CII in 2010.

He started TVS Supply Chain Solutions (erstwhile known as TVS Logistics) in 1995. The company, under his able leadership has grown multifold to become a billion-dollar company. The company has presence across continents making it a truly global company and serving customers in over 50 countries. TVS SCS employs around 18,000 strong workforce across the Globe. His other business Ki Mobility Solutions is the largest automotive aftermarket digital platform in India and offers integrated aftermarket services through online-to-offline (O-to-O) model.

He works closely with marquee investor names like Exor International, Mitsubishi Corporation, etc. Currently, the companies under his management have a turnover of around USD 2 Billion and employ more than 25,000 people. He has been instrumental in expanding his companies' operations globally and has set up subsidiaries in Sri Lanka, United Kingdom, Spain, Germany, Thailand, Bangladesh, United States of America, Singapore, China and Australia.

Skill / Expertise / Competency	Entrepreneurship, Business Development and Management, Risk Management, Supply Chain Management, Finance, Cost and Management Accounting and Knowledge on Economic Affairs
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Among other things, he is also a Member of the Board of the following Listed Entity:

1. TVS Supply Chain Solutions Limited

He has not resigned his Directorship from any of the listed entities in which he is a Director, during the past three years.



## Memberships and Chairmanships of Committees of other Board

No	Name of the Company	Name of the Committee	Position Held (Chairperson / Member)
1	TVS Supply Chain Solutions Limited	Risk Management Committee	Member

He holds no shares in The Ramco Cements Limited.

The Board of Directors is of the opinion that, considering his profile, qualification, management acumen, experience and attributes, his presence in the Board and in its deliberations would be beneficial to the Company and hence recommends the Resolution for your approval.

The Company had received consent in writing from Shri.R.Dinesh to act as Director in Form DIR-2, intimation to the effect that he has not been disqualified to be appointed as Director and other declarations for being appointed as a Director and an assurance that he would be able to devote sufficient time and attention for discharging his obligations as a Director.

He will be entitled to receive remuneration by way of sitting fees in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.

The proposal is in accordance with the Nomination and Remuneration Policy and Policy on Board Diversity of the Company.

In accordance with Section 160(1) of the Companies Act, 2013, the company has received a notice in writing from Shri.P.R.Venketrama Raja, a Member and Managing Director, signifying his intention to propose Shri.R.Dinesh as a Director on the Board. In accordance with Proviso to Section 160(1) of the Companies Act, 2013, no deposit is required to be remitted to the Company, as his appointment is proposed to be made with the recommendation of the Nomination and Remuneration Committee of the Company.

Except Shri.R.Dinesh, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution. He also does not have any pecuniary relationship or transactions with the Company. Shri.R.Dinesh, is one of the Promoters of Madurai Trans Carrier Limited, an Associate Company of The Ramco Cements Limited.

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

### COMMON INFORMATION FOR ALL THE THREE RESOLUTIONS

As per Regulation 17(1)(c) of LODR, the Company is required to have a minimum of 6 Directors on the Board. With the proposed appointment of three Directors, with effect from 1<sup>st</sup> March

2024 and exit of three Independent Directors on 31<sup>st</sup> March 2024, the Company will continue to have 7 Directors and would continue to satisfy the minimum requirement of 6 Directors.

As per Regulation 17(1)(b) of LODR, “where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors”. In the new composition, effective from 1<sup>st</sup> April 2024, the Company will have 5 Independent Directors out of total of 7 Directors. Thus, the Company will be in continued compliance of the above regulation as the composition of Independent Directors will be 71.42% as against the minimum requirement of 33.33%.

**Pursuant to Secretarial Standards on General Meetings, details of Directors Seeking Appointment through Postal Ballot**

Item No: 1

Name of the Director	Shri.CK.Ranganathan
Director Identification Number (DIN)	00550501
Age	63 years
Qualifications	B.Sc.
Experience	<p>Shri.CK Ranganathan, has a Bachelors Degree in Chemistry and after a short stint in the family business, he set up “Chik India”. The Company began its journey as Beauty Cosmetics and was renamed CavinKare Pvt. Ltd in 1998. It manufactures and markets many products under various brands including iconic brands like Chik, Spinz, Meera, Nyle, Raaga Professional, Karthika, Indica, Cavin’s, Ruchi, Chinnis, Maa, Garden, Buds and Berries both in domestic and international markets. He is the Chairman and Managing Director of CavinKare Pvt. Ltd (CKPL).</p> <p>CKPL has pioneered the concept of 'Unisex Salons' in India with country’s most popular organized beauty salon brands – Green Trends and Limelite under its salon division, which has a clear-cut focus on providing personal styling and beauty solutions to everyone.</p> <p>Shri.Ranganathan was the past Chairman of Confederation of Indian Industries, Southern Region and Past President of All India Management Association and Madras Management Association. He was also the former President of TiE– Chennai Chapter.</p>

	<p>He is one of the founder-members of the Ability Foundation – an NGO working towards the rehabilitation of the disabled. He instituted CAVINKARE ABILITY AWARDS to celebrate annually the exemplary spirit of rare breed of individuals who have risen above their physical limitations to display that attitude is everything.</p>
Terms and conditions of appointment	<p>Independent Director for a consecutive period of 5 years from 1<sup>st</sup> March 2024 to 28<sup>th</sup> February 2029.</p> <p>He will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.</p>
Date of First Appointment to the Board	Upon approval of the Shareholders, his appointment would commence from 1 <sup>st</sup> March 2024.
Details of remuneration last drawn	Nil
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors or Manager or Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	Not applicable
Other Directorships	<p>CavinKare Private Limited  Cavin International Private Limited  Cavin Solai Private Limited  Integra Software Services Private Limited  Matrimony.com Limited  Hema's Enterprises Private Limited  Cavin Infotech Private Limited  CKR Retail Private Limited  Cavinkare Products Private Limited</p>
Memberships and Chairmanships of Committees of other Board	Nil
Skills and capabilities required for the role and the way he meets such requirements	Mentioned in the statement given above pursuant to Section 102 of the Companies Act, 2013, for Item No.1 read with Common

	Information given for Items No: 1 and 2 of the resolutions.
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Item No: 2

Name of the Director	Shri. Ajay Bhaskar Baliga
Director Identification Number (DIN)	00030743
Age	64 years
Qualifications	B.Tech. (Chemical Engineering)
Experience	<p>Shri.Ajay Bhaskar Baliga is a freelance Management &amp; Strategy Consultant with over 40 years of experience in the Alcobev space in various roles, starting from factory management and production control to ultimately end-to-end global supply solutions for Mainstream Spirits for Diageo Plc, the global leader in beverage alcohol.</p> <p>He was an Executive Director for Allied Blenders and Distillers Private Ltd., a manufacturer and marketer of spirits brands based in Mumbai, India, till January 2020. Before this, he served as the Global Supply Director - for Diageo, the global leader in beverage alcohol. He has in the past worked for United Spirits Limited (USL) and Shaw Wallace &amp; Company Ltd., both in executive and senior management roles.</p> <p>His career journey has touched upon all facets of the Alcobev industry. A Chemical Engineer by qualification, he has been involved with acquisitions, their integration &amp; merger into mainline business, manufacturing footprint &amp; cost optimization, stepping up safety standards &amp; infrastructure to international standards and on water conservation and sustainability. He was overseeing USL's supply function comprising of 95 manufacturing sites spread across the country and then spearheaded the transformation of USL's manufacturing operations, technical functions, safety &amp; sustainability to align with Diageo Global Supply standards, improve performance parameters, efficiencies and profitability to make USL Manufacturing World Class.</p> <p>In his role as the Global Supply Director - Mainstream Spirits for Diageo Plc, he has</p>

	covered African, South American, and the far eastern markets scouring for potential opportunities in the mainstream segments, and have been successful in drawing up the Mainstream Strategy and Growth Plans for Supply at Diageo Plc.
Terms and conditions of appointment	<p>Independent Director for a consecutive period of 5 years from 1<sup>st</sup> March 2024 to 28<sup>th</sup> February 2029.</p> <p>He will be eligible for remuneration as applicable to Independent Directors by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.</p>
Date of First Appointment to the Board	Upon approval of the Shareholders, his appointment would commence from 1 <sup>st</sup> March 2024.
Details of remuneration last drawn	Nil
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors or Manager or Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	Not applicable
Other Directorships	Ramco Industries Limited E.I.D Parry (India) Limited Globus Spirits Limited Next Century Spirits India Private Limited
Memberships and Chairmanships of Committees of other Board	Details are given below
Skills and capabilities required for the role and the way he meets such requirements	Mentioned in the statement given above pursuant to Section 102 of the Companies Act, 2013, for Item No.1 read with Common Information given for Items No: 1 and 2 of the resolutions.

No	Name of the Company	Name of the Committee	Position Held (Chairperson / Member)
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1	Ramco Industries Limited	Audit Committee	Member
2		Risk Management Committee	Member
3	Globus Spirits Limited	Risk Management Committee	Member
4	E.I.D Parry (India) Limited	Audit Committee	Member
5		Nomination and Remuneration Committee	Chairperson
6		Risk Management Committee	Member

Item No: 3

Name of the Director	Shri.R.Dinesh
Director Identification Number (DIN)	00363300
Age	58 years
Qualifications	B.Com, CA, CMA
Experience	<p>Shri.R.Dinesh, a fourth-generation TVS Family member, is a Commerce Graduate and an Associate Member of Institute of The Chartered Accountants of India, New Delhi and The Institute of Cost Accountants of India, Kolkata. He is the Executive Chairman of TVS Supply Chain Solutions and Director of TVS Mobility and Ki Mobility Solutions that operates myTVS brand across India.</p> <p>He is the President of CII for FY 2023-24. He Chairs the CII Institute of Logistics. Through his role in CII, played a pivotal role in getting the 'infrastructure status' for the Logistics sector. He is also the Chairman of the CII FBN (Family Business Network) India Chapter Council.</p> <p>He started TVS Supply Chain Solutions (erstwhile known as TVS Logistics) in 1995. The company, under his able leadership has grown multifold to become a billion-dollar company. The company has a presence across continents making it a truly global company and serving customers in over 50 countries. TVS SCS employs around 18,000 strong workforce across the Globe. His other business Ki Mobility Solutions is the largest automotive aftermarket digital platform in India and offers integrated aftermarket services through online-to-offline (O-to-O) model.</p> <p>He works closely with marquee investor names like Exor International, Mitsubishi Corporation, etc. Currently, the companies under his</p>

	<p>management have a turnover of around USD 2 Billion and employ more than 25,000 people. He has been instrumental in expanding his companies' operations globally and has set up subsidiaries in Sri Lanka, United Kingdom, Spain, Germany, Thailand, Bangladesh, United States of America, Singapore, China and Australia.</p>
Terms and conditions of appointment	<p>Non-Executive Non-Independent Director, liable to retire by rotation.</p> <p>He will be eligible for remuneration by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.</p>
Date of First Appointment to the Board	Upon approval of the Shareholders, his appointment would commence from 1 <sup>st</sup> March 2024.
Details of remuneration last drawn	Nil
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors or Manager or Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	Not applicable
Other Directorships	<p>TVS Supply Chain Solutions Limited  TVS Commutation Solutions Limited  Nitya Kalyanee Investment Limited  TVS Next Limited  TVS Mobility Private Limited  T.V.Sundram Iyengar &amp; Sons Private Limited  TVS Industrial &amp; Logistics Parks Private Limited  Fixall Automotive Services Private Limited  The Associated Auto Parts Private Limited  KI Mobility Solutions Private Limited  TN Apex Skill Development Centre for Logistics  TVS Automobile Solutions Private Limited</p>
Memberships and Chairmanships of Committees of other Board	Nil