

Ref. No.57<sup>th</sup> AGM-Scr\_Rpt.\_VR  
10.8.2022



+91 44 2847 8585 / 4298 3100, Fax +91 44 2847 8597. [www.ramcoindltd.com](http://www.ramcoindltd.com)

CIN : L26943TN1965PLC005297, ✉ : ril@ril.co.in

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

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

Dear Sirs,

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

We wish to inform you that the Annual General Meeting of the Company was held on Wednesday the 10<sup>th</sup> August 2022, through Video Conferencing/Other Audio Visual Means and all resolutions transacted at the said meeting had been passed with requisite majority.

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

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

Thanking you

Yours faithfully  
For RAMCO INDUSTRIES LIMITED

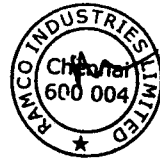
S. Balamurugasundaram  
Company Secretary & Legal Head

Encl. : a.a.

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



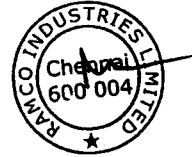
General information about company	
Scrip code	532369
NSE Symbol	RAMCOIND
MSEI Symbol	
ISIN	INE614A01028
Name of the company	RAMCO INDUSTRIES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	10-08-2022
Start time of the meeting	11:30 AM
End time of the meeting	12:30 PM



<b>Scrutinizer Details</b>	
Name of the Scrutinizer	K SRINIVASAN
Firms Name	M/S. M.S. JAGANNATHAN & N. KRISHNASWAMI
Qualification	CA
Membership Number	021510
Date of Board Meeting in which appointed	05-08-2015
Date of Issuance of Report to the company	10-08-2022



<b>Voting results</b>	
Record date	03-08-2022
Total number of shareholders on record date	30322
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	16
b) Public	57
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Company's Standalone and Consolidated Financial Statements for the year ended 31.3.2022				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46769821	46726821	99.9081	46726821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		46769821	46726821	99.9081	46726821	0	100
Public-Institutions	E-Voting	5695456	1754875	30.8118	1754875	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5695456	1754875	30.8118	1754875	0	100
Public- Non Institutions	E-Voting	34197783	9985047	29.1979	9985039	8	99.9999	0.0001
	Poll		200000	0.5848	200000	0	100	0
	Postal Ballot (if applicable)							
	Total		34197783	10185047	29.7828	10185039	8	99.9999
Total		86663060	58666743	67.6952	58666735	8	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend for the year 2021-22 at the rate of Re. 1/- per share				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46769821	46726821	99.9081	46726821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		46769821	46726821	99.9081	46726821	0	100
Public-Institutions	E-Voting	5695456	1787748	31.389	1787748	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5695456	1787748	31.389	1787748	0	100
Public- Non Institutions	E-Voting	34197783	9985047	29.1979	9985038	9	99.9999	0.0001
	Poll		200000	0.5848	200000	0	100	0
	Postal Ballot (if applicable)							
	Total		34197783	10185047	29.7828	10185038	9	99.9999
Total		86663060	58699616	67.7331	58699607	9	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





Resolution(3)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Reappointment of Shri N.K. Shrikantan Raja as Director liable to retire by rotation			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes -- against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46769821	46726821	99.9081	46726821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		46769821	46726821	99.9081	46726821	0	100
Public-Institutions	E-Voting	5695456	1787748	31.389	1400000	387748	78.3108	21.6892
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5695456	1787748	31.389	1400000	387748	78.3108
Public- Non Institutions	E-Voting	34197783	9984984	29.1978	9984966	18	99.9998	0.0002
	Poll		200000	0.5848	200000	0	100	0
	Postal Ballot (if applicable)							
	Total		34197783	10184984	29.7826	10184966	18	99.9998
Total		86663060	58699553	67.7331	58311787	387766	99.3394	0.6606
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								



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



Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of M/s. Ramakrishna Raja and Co., Chartered Accountants and M/s. SRSV & Associates, Chartered Accountants, as Auditors of the Company and approval of remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46769821	46726821	99.9081	46726821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		46769821	46726821	99.9081	46726821	0	100
Public-Institutions	E-Voting	5695456	1787748	31.389	1779900	7848	99.561	0.439
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5695456	1787748	31.389	1779900	7848	99.561
Public- Non Institutions	E-Voting	34197783	9985004	29.1978	9984986	18	99.9998	0.0002
	Poll		200000	0.5848	200000	0	100	0
	Postal Ballot (if applicable)							
	Total		34197783	10185004	29.7826	10184986	18	99.9998
Total		86663060	58699573	67.7331	58691707	7866	99.9866	0.0134
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



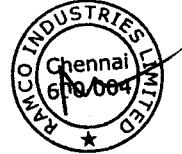
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(5)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					Yes			
Description of resolution considered					Reappointment of Shri P.V. Abinav Ramasubramaniam Raja as Managing Director for a period of 5 years from 4.6.2022 and approval of his remuneration			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46769821	46726821	99.9081	46726821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		46769821	46726821	99.9081	46726821	0	100
Public-Institutions	E-Voting	5695456	1787748	31.389	1400000	387748	78.3108	21.6892
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5695456	1787748	31.389	1400000	387748	78.3108
Public- Non Institutions	E-Voting	34197783	9985004	29.1978	9984986	18	99.9998	0.0002
	Poll		200000	0.5848	200000	0	100	0
	Postal Ballot (if applicable)							
	Total		34197783	10185004	29.7826	10184986	18	99.9998
Total		86663060	58699573	67.7331	58311807	387766	99.3394	0.6606
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



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



Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration of Rs.2,50,000/- (exclusive of GST and out of pocket expenses) to M/s. N. Sivashankaran & Co., Cost Accountants, Cost Auditors of the Company for the financial year 2022-23				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46769821	46726821	99.9081	46726821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		46769821	46726821	99.9081	46726821	0	100
Public-Institutions	E-Voting	5695456	1787748	31.389	1787748	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5695456	1787748	31.389	1787748	0	100
Public- Non Institutions	E-Voting	34197783	9985004	29.1978	9984986	18	99.9998	0.0002
	Poll		200000	0.5848	200000	0	100	0
	Postal Ballot (if applicable)							
	Total		34197783	10185004	29.7826	10184986	18	99.9998
Total		86663060	58699573	67.7331	58699555	18	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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





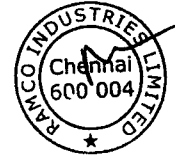
Resolution(7)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Amendment to ESOS 2021-Plan A			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46769821	46726821	99.9081	46726821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		46769821	46726821	99.9081	46726821	0	100
Public-Institutions	E-Voting	5695456	1787748	31.389	1779900	7848	99.561	0.439
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5695456	1787748	31.389	1779900	7848	99.561
Public- Non Institutions	E-Voting	34197783	9985019	29.1979	9985011	8	99.9999	0.0001
	Poll		200000	0.5848	200000	0	100	0
	Postal Ballot (if applicable)							
	Total		34197783	10185019	29.7827	10185011	8	99.9999
Total		86663060	58699588	67.7331	58691732	7856	99.9866	0.0134
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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



Resolution(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Amendment to ESOS 2021-Plan B				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46726821	46726821	100	46726821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		46726821	46726821	100	46726821	0	100
Public-Institutions	E-Voting	5695456	1787748	31.389	1779900	7848	99.561	0.439
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		5695456	1787748	31.389	1779900	7848	99.561
Public- Non Institutions	E-Voting	34197783	9985029	29.1979	9985011	18	99.9998	0.0002
	Poll		200000	0.5848	200000	0	100	0
	Postal Ballot (if applicable)							
	Total		34197783	10185029	29.7827	10185011	18	99.9998
Total		86620060	58699598	67.7667	58691732	7866	99.9866	0.0134
Whether resolution is Pass or Not							Yes	
Disclosure of notes on resolution								



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



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

- 10 August 2022

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

Dear Sir,

**Sub:** Remote E-voting [Prior to and at the Annual General Meeting (AGM)] in respect of your Company's 57<sup>th</sup> Annual General Meeting on 10<sup>th</sup> August 2022 conducted through Video Conferencing (VC) - Scrutiniser's Consolidated report

I have been appointed to act as the Scrutiniser for the remote e-voting process, in connection with your Company's 57<sup>th</sup> AGM. I submit my report as under:

1. Since the Company's equity shares are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE), the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), Ministry of Corporate Affairs' (MCA) circular dated 5<sup>th</sup> May 2022 and SEBI circular dated 13<sup>th</sup> May 2022.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting process were:

Item No	Nature of Business	Type of Resolution	Subject Matter
1	Ordinary	Ordinary	Adoption of Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March 2022.
2	Ordinary	Ordinary	Declaration of dividend for the year 2021-2022 at the rate of Re.1/- per share.
3	Ordinary	Special	Reappointment of Shri.N.K.Shrikantan Raja, as Director, liable to retire by rotation.
4	Ordinary	Ordinary	Reappointment of M/s.Ramakrishna Raja and Co., Chartered Accountants, and M/s.SRSV & Associates, Chartered Accountants, as Auditors of the company and approval of remuneration.
5	Special	Special	Reappointment of Shri.P.V.Abinav Ramasubramaniam Raja as Managing Director for a period of 5 years from 04-06-2022 and approval of his remuneration.
6	Special	Ordinary	Ratification of remuneration of Rs.2,50,000/- (exclusive of GST and out of pocket expenses) to M/s. N.Sivashankaran & Co., Cost Accountants, Cost Auditors of the Company, for the financial year 2022-23.
7	Special	Ordinary	Amendment to ESOS 2021 – Plan A
8	Special	Ordinary	Amendment to ESOS 2021 – Plan B



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

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3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to scrutinise the remote e-voting process in a fair and transparent manner and make a consolidated report of the total votes cast in favour or against.
4. The equity shares lying in Unclaimed Suspense Account on which voting rights were frozen in terms of Schedule VI of the LODR were not considered in the remote e-voting process. Also shares lying with IEPF were not considered for remote E-Voting.
5. Central Depository Services (India) Limited (CDSL), the recognized agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 220715003 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
6. 3<sup>rd</sup> August 2022 was fixed as the cut-off date for determining the eligibility to vote.
7. The remote e-voting facility prior to the AGM was made available from 9.00 AM on 7<sup>th</sup> August 2022 to 5.00 PM on 9<sup>th</sup> August 2022.
8. The Company Secretary announced that the remote e-voting facility was made available by CDSL during the AGM to enable members present at the AGM through VC and who did not cast their vote through remote e-voting prior to the AGM, to exercise their voting rights.
9. The prescribed particulars with regard to the remote e-voting process were duly advertised on 13<sup>th</sup> July 2022 in Financial Express (English – All Editions) and Makkal Kural (Tamil – All Editions). The advertisement also stated the manner in which the Members who had not registered their e-mail address could register the same with the Company.
10. The Company completed the despatch of Annual Report for 2021-22 containing Notice, Board's Report and Financial Statements by e-mail to the Members by 18<sup>th</sup> July 2022. Further, the Company had sent 773 mails containing the Annual Report individually to the shareholders who acquired shares subsequent to 18<sup>th</sup> July 2022, and holding shares as on the cut-off date.
11. On the completion of the e-voting process:
  - 11.1 I unblocked the votes cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company.
  - 11.2 I scrutinised the votes cast through remote e-voting and validated the same with the list of eligible members and their holding as on the cut-off date.
12. I have also verified and confirm that:




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

- 12.1. No voting rights had been exercised in respect of the equity shares lying in Unclaimed Suspense Account and IEPF. No member who had exercised their vote through remote e-voting facility, participated in the e-voting process at the AGM.
13. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.
14. The combined results of voting through remote e-voting prior to and at the AGM are as under:

Resolution No	Votes cast in favour			Votes cast against		
	No. of Members voted	No. of Votes	Percentage of votes	No. of Members voted	No. of Votes	Percentage of votes
1	153	5,86,66,735	100.0000%	1	8	0.0000%
2	153	5,86,99,607	100.0000%	2	9	0.0000%
3	140	5,83,11,787	99.3394%	12	3,87,766	0.6606%
4	150	5,86,91,707	99.9866%	3	7,866	0.0134%
5	141	5,83,11,807	99.3394%	12	3,87,766	0.6606%
6	151	5,86,99,555	100.0000%	2	18	0.0000%
7	151	5,86,91,732	99.9866%	2	7,856	0.0134%
8	151	5,86,91,732	99.9866%	3	7,866	0.0134%

15. All the eight resolutions have been passed with requisite majority.

  
K. Srinivasan  
Chartered Accountant  
Membership No.: 021510  
Scrutiniser for the AGM  
UDIN: 22021510AOTVYF4004



For RAMCO INDUSTRIES LIMITED

  
S. Balamurugasundaram  
Company Secretary & Legal Head