



Ref. No.PBint/SE/1/2018-19
11.2.2019

National Stock Exchange of India Limited Exchange Plaza, 5 th 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: Intimation of Postal Ballot and Cut-off date

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of the Companies Act, 2013 read with rules made thereunder, as amended from time to time, the Board of Directors at their meeting held on January 29, 2019, had approved the Postal Ballot Notice for seeking approval of the members by way of Postal Ballot (including E-voting) on the following matter :

1. Continuation of Shri.S.S.Ramachandra Raja (DIN 00331491), Non-Executive Director of the Company after 31.3.2019 till such date he becomes liable to retire by rotation

We would like to inform you that the Company has considered February 1, 2019 as the cut-off date for determining eligibility of Shareholders to participate in the Postal Ballot Process.

The Board has appointed Shri. K. Srinivasan (Membership No.021510), Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, as Scrutinizer, for conducting the postal ballot and e-voting process in a fair and transparent manner.

We are enclosing herewith a copy of the Postal Ballot Notice for your records.

The above said Notice is also displayed on the website of the Company at www.ramcoindltd.com

We hereby request you to take the above information on record.

Thanking you

Yours faithfully
For RAMCO INDUSTRIES LIMITED


S. Balamurugasundaram
Company Secretary & Legal Head

Encl.: as above

RAMCO INDUSTRIES LIMITED



CIN :L26943TN1965PLC005297

Registered Office: 47 P.S.K.Nagar, Rajapalayam - 626 108, Tamil Nadu

Corp.Office : 98A,Dr.Radhakrishnan Road, Mylapore, Chennai 600004.

email : bms@ril.co.in website : www.ramcoindltd.com

Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given that it is proposed to transact the following Special Business by way of Postal Ballot: -

1. Continuation of Shri.S.S.Ramachandra Raja (DIN 00331491), Non-Executive Director of the Company after 31.3.2019 till such date he becomes liable to retire by rotation

Shri. K. Srinivasan, Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The draft resolution together with the Statement pursuant to Section 102 of the Companies Act,2013 setting out the material facts concerning the proposed item of special business is enclosed.

The voting period will be from 9.30 am on 11.2.2019 to 5.30 pm on 12.3.2019.

SPECIAL BUSINESS

To consider and, if thought fit, to give assent to the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (LODR), 2015, and other applicable statutory provisions, the continuation of Shri S.S. Ramachandra Raja (DIN 00331491), aged 83 years, as a Non-Executive Director from 1st April 2019 till the completion of his present tenure in terms of Section 152(6)(c) of the Companies Act, 2013 (from the annual general meeting held on 3rd August 2018 till the annual general meeting at which he becomes liable to retire by rotation) be and is hereby approved.”

By Order of the Board
For RAMCO INDUSTRIES LIMITED

DATE : 29-01-2019
PLACE: CHENNAI

P.R. VENKETRAMA RAJA
CHAIRMAN

Encl : a/a.

Notes

1. The Postal Ballot Form is enclosed. A postage pre-paid, self-addressed business reply envelope is enclosed, which may be used for sending the Postal Ballot Form after marking your votes either “FOR” or “AGAINST” the Resolution. 1.2.2019 has been fixed as the cut-off date for determining the entitlement for voting on the resolution. The voting period will be from 9.30 am on 11.2.2019 to 5.30 pm on 12.3.2019. Postal Ballot Forms received and votes cast through remote e-voting after 5.30 pm on 12.3.2019 will be rejected. Explanatory Statement u/s.102 of the Companies Act, 2013 is annexed. Remote e-voting facility is also being provided by the Central Depository Services (India) Limited (CDSL). Instruction for exercising voting rights through remote e-voting is also enclosed.
2. Votes will be considered invalid on any one or more of the following grounds:
 - a. If the Member's signature does not tally ;
 - b. If the Member has marked both 'for' and 'against' ;
 - c. If the Ballot Form received is torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the Number of Votes or whether the votes cast are 'for' or 'against' or if the signature could not be verified and
 - d. On such other ground which in the opinion of the Scrutinizer makes the votes invalid.

3. A special resolution to be considered as duly passed must be received not less than three fourth of the total votes cast in favour of the resolution. Such votes may be cast by physical ballot or through remote e-voting.
4. Shri. K. Srinivasan, Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer for the Postal Ballot process in accordance with the said Rules. In the opinion of the Board, Shri. K. Srinivasan will conduct the Postal Ballot process in a fair and transparent manner. He will submit his Report to Chairman after completion of the verification of the Postal Ballot Forms.
5. The Result of the Postal Ballot will be announced at the Corporate Office of the Company at Chennai on 14.03.2019. The results will also be displayed at the Registered Office of the Company. The Results will also be intimated to National Stock Exchange of India Limited (NSE), BSE Limited (BSE) and CDSL and will also be hosted on the website of the Company.
6. Shri. Prem G Shanker, Chief Executive Officer, Shri. K. Sankaranarayanan, Chief Financial Officer and Shri. S. Balamurugasundaram, Company Secretary & Legal Head of the Company are the Officials authorized to ensure smooth conduct of the Postal Ballot process. Members requiring any clarification may contact any one of them at Tel.No.044-28478585; Fax No.044-28478597 or e-mail : bms@ril.co.in

Instruction for Remote e-voting

Voting through electronic means :

- I. 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 the Special Resolution by Postal Ballot and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- II. The members who have cast their vote by remote e-voting shall not be entitled to cast their vote again. The instructions for e-voting are as under :
 - i) To log on to the e-voting website www.evotingindia.com
 - ii) To Click on "Shareholders" tab.
 - iii) Now enter your User ID as given below:
 - * For CDSL: 16 Digits beneficiary ID,
 - * For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - * Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv) Next enter the Image Verification as displayed and Click on Login.
 - v) PASSWORD
 - * If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - * If you are first time user follow the steps given below :
 - a. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No. /Client ID in the PAN field.

In case the Folio No is less than 8 digits, enter the applicable number of 0's before the Folio No. after the first two characters of the name in CAPITAL letters. Eg. If your name is Krishnan with Folio No. 5 then enter KR00000005 in the PAN Field.

- b. Please enter any one of the following details in order to login:

Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the Company records.

If both of the above details are not recorded with the depository or Company, please enter the User ID/Folio Number (mentioned in (iii) above) in the Dividend Bank details field.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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 recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice of Postal Ballot.
- ix) Click on the relevant EVSN for RAMCO INDUSTRIES LIMITED on which you choose to vote.
- x) 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.
- xi) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the voting done by you by clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.
- xv) If you have forgotten the changed password then enter the User ID and Image Verification and click on Forgot Password & enter the details as prompted by the system.
- xvi) Shareholders can also cast their vote using CDSL's Mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. 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. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. 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.

xviii) The facility for remote e-voting shall remain open from 9.30 a.m. on 11.2.2019 to 5.30 p.m. on 12.3.2019. 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 1st February, 2019, may opt for remote e-voting. Voting shall not be allowed beyond 5.30 p.m on 12.3.2019.

xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

III. 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 01.02.2019.

ANNEXURE TO NOTICE

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

CONTINUATION OF DIRECTORSHIP OF SHRI S.S. RAMACHANDRA RAJA (DIN 00331491), NON EXECUTIVE DIRECTOR:

Shri S.S. Ramachandra Raja (DIN 00331491), aged 83 years, has been a Director of the Company since 1992, and has contributed significantly to the growth of the company.

At the Annual General Meeting held on 3rd August, 2018, Shri S.S. Ramachandra Raja was re-appointed as a Director of the Company, liable to retire by rotation. Accordingly, in terms of Section 152(6)(c) of the Companies Act, 2013 he holds such office till the date of the annual general meeting at which he becomes liable to retire by rotation.

Under Regulation 17(1A) of SEBI (LODR) 2015, with effect from 1.4.2019, Special Resolution is necessary for continuing his appointment as a Non-Executive Director, since he has already attained the age of 75 years.

After due consideration of his valuable contribution, the Nomination and Remuneration Committee has recommended such continuation of his appointment. The Board, after considering the said recommendation, approved the proposal.

Shri S.S. Ramachandra Raja is eligible for sitting fee for attending Board/Committee Meetings as applicable to the Directors from time to time. His appointment and remuneration is in accordance with *Nomination and Remuneration Policy of the Company*.

His Profile in brief is given below :-

Shri. S S Ramachandra Raja, (DIN 00331491) a Science Graduate is also a director of the following companies:

- 1 Rajapalayam Mills Limited (He is also a member of the Stakeholders' Relationship Committee)
- 2 Sri Vishnu Shankar Mill Limited
- 3 Ramco Management Private Limited
- 4 Sri Sethu Ramasamy Farms Private Limited
- 5 Sudharsanam Investments Limited

He holds 4,07,680 shares in Ramco Industries Limited.

Interest of Directors :

Shri S.S. Ramachandra Raja is interested in this resolution. None of the other Directors or Key Managerial Personnel or their relatives are deemed to be interested in the Resolution.

The Board recommends the proposal set forth in the Notice for consideration and approval of shareholders.

By Order of the Board
For RAMCO INDUSTRIES LIMITED

DATE : 29-01-2019
PLACE: CHENNAI

P.R. VENKETRAMA RAJA
CHAIRMAN

RAMCO INDUSTRIES LIMITED



CIN : L26943TN1965PLC005297

Registered Office: 47 P.S.K.Nagar, Rajapalayam - 626 108, Tamil Nadu

Corp. Office : 98A, Dr. Radhakrishnan Road, Mylapore, Chennai 600004.

email : bms@ril.co.in website : www.ramcoindltd.com

POSTAL BALLOT FORM

(Please read the instructions before completing the Form)

Sl. No :

1. Name(s) of Shareholder(s) / Beneficial holders :
(in Block Letters) including joint holders, if any

2. Registered address of the Sole / First named :
Shareholder

3. Registered Folio No. / DPID No. / Client ID No.* :
(* applicable to investors holding shares in dematerialized form)

4. No. of shares held :

EVSN : 190201006

5. I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick(/) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the resolution (i.e. Vote "FOR")	I/we dissent to the resolution (i.e. Vote "AGAINST")
1.	Special Resolution under Regulation 17(1A) of the SEBI (LODR), 2015 for continuation of appointment of Shri S.S. Ramachandra Raja as a Non-Executive Director of the Company from 1 st April 2019 till the date of the annual general meeting in which he becomes liable for re-appointment under Section 152(6)(c) of the Companies Act, 2013.			

For details of draft Resolution, Postal Ballot Notice attached may please be referred to.

Place:

Date:

(Signature of the Shareholder / Beneficial holder)

IMPORTANT INSTRUCTIONS

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 09:30 Hours IST on Tuesday, February 11, 2019, and ends at 17:30 Hours IST on Tuesday, March 12, 2019.
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name(s) of Member(s) on the cut-off date i.e. **Friday, February 1, 2019**. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member, will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e- Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all of his/her votes nor does he/she need to cast his/her votes in the same way.
9. The votes of a Member will be considered invalid on any of the following grounds-
 - a) If a form other than the Postal Ballot Form issued by the Company is used.
 - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - c) If the Member's signature does not tally with the specimen signature with the Company. .
 - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filled.
 - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or "Dissent", or neither assent nor dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
 - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than by 17:30 Hours IST on Tuesday, March 12, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
11. A Member may request for a duplicate Postal Ballot Form from the Registrar and Share Transfer Agent, Unit: Ramco Industries Limited, Cameo Corporate Services Ltd., V Floor, "Subramanian Building", No.1, Club House Road, Chennai - 600 002. or from the Company at its Registered Office or download the same from the Company's website www.ramcoindltd.com.
12. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/other authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to bms@ril.co.in
16. The result of voting on the Resolution will be declared on or before Thursday, March 14, 2019 at the corporate office and will also be displayed at registered office and on the website of the Company www.ramcoindltd.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.