

NOTICE TO THE MEMBERS

Notice is hereby given that the 59th Annual General Meeting of the Company will be held at 11.30 a.m. on Friday the 16th August 2024. This Annual General Meeting is being conducted through Video Conferencing/Other Audio Visual Means (VC), the details of which are provided in the Notes to this Notice. The following are the items of business that would be transacted at this Annual General Meeting :

ORDINARY BUSINESS :

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
“RESOLVED that the Company’s Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”
2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
“RESOLVED that a Dividend of ₹ 0.75 per Share be and is hereby declared for the year ended 31st March, 2024 out of the profits of the Company for the year and the same be paid to those shareholders whose names appear in the Register of Members and Register of Beneficial Owners maintained by the Depositories as on 9th August, 2024.”
3. To consider and pass the following Resolution, as a SPECIAL RESOLUTION :
“RESOLVED that pursuant to Section 159 of the Act, Regulation 17(1A) of SEBI LODR and other applicable statutory provisions, Shri S.S. Ramachandra Raja (DIN 00331491) aged 88 years, who retires by rotation, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS :

4. To consider and pass the following Resolution as a SPECIAL RESOLUTION :
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Justice Shri P P S Janarthana Raja (Retd.) (DIN:06702871), aged 73 years, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years from 1st October, 2024 to 30th September, 2029.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution”.
5. To consider and pass the following Resolution as an ORDINARY RESOLUTION :
“RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 3,00,000/- (Rupees Three lakhs only) exclusive of applicable GST and Out-of-pocket expenses, payable to M/s. N. Sivashankaran & Co., Cost Accountants (Firm Registration No. 100662) appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2024-25 for auditing the Cost Records relating to manufacture of Fibre Cement Products (FCP & CSB) and Cotton Yarn, be and is hereby ratified.”

By Order of the Board
For RAMCO INDUSTRIES LIMITED
P.R. VENKETRAMA RAJA
CHAIRMAN
(DIN 00331406)

Place : Chennai
Date : 28.05.2024

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. The Company has chosen to conduct this Annual General Meeting through Video Conferencing (VC), in accordance with MCA General Circular No. 09/2023 dt.25.09.2023, issued by Ministry of Corporate Affairs, Government of India and Circular No: SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 7th October, 2023, issued by Securities and Exchange Board of India (SEBI) and such other instructions that may be issued by Statutory Authorities.
3. The Company would be providing the CDSL system for the members to cast their vote through remote e-voting and participate in the Annual General Meeting through Video Conferencing (VC).

4. Proxy form is not being sent to shareholders, as the meeting is being conducted through Video Conference/Other Audio Visual Means(VC).
5. The Company is also releasing a Public Notice by way of advertisement being published in English in Financial Express (All editions) and in Tamil in Makkal Kural (All editions), containing the following information:
 - * Convening of Annual General Meeting through Video Conference/Other Audio Visual Means(VC) in compliance with applicable provisions of the Act.
 - * Date and Time of the Annual General Meeting.
 - * Availability of Notice of the Meeting on the website of the Company and the Stock Exchanges, viz. BSE Limited and The National Stock Exchange of India Limited, where the Company's shares are listed and at <https://www.evotingindia.com>
 - * Reference to the link of the Company's website, providing access to the full annual report.
 - * Requesting the members who have not registered their e-mail addresses with the Company, to get the same registered with the Company.
6. The cut-off date will be 9-08-2024, for determining the eligibility to vote by remote e-voting or during the Annual General Meeting.
7. Pursuant to Rule 8 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed/unpaid dividends lying with the Company on the website of the Company (www.ramcoindltd.com), as also on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are:

Financial Year ended	Type of Dividend	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Due Date for Transfer to IEP Fund
2016-17	Dividend	04.08.2017	03.08.2024	02.09.2024
2017-18	Dividend	03.08.2018	02.08.2025	01.09.2025
2018-19	Dividend	08.08.2019	07.08.2026	06.09.2026
2019-20	Dividend	03.03.2020	02.03.2027	01.04.2027
2020-21	Dividend	12.03.2021	11.03.2028	10.04.2028
2021-22	Dividend	10.08.2022	09.08.2029	08.09.2029
2022-23	Dividend	10.08.2023	09.08.2030	08.09.2030

8. In accordance with Section 125(5) of the Companies Act, 2013, the Company has transferred the unclaimed/unpaid dividends lying with the Company for a period of over 7 years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
9. In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more have been transferred by the Company to IEPF. The shareholders/their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at www.ramcoindltd.com and www.iepf.gov.in
10. Despatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by email to the members and to all other persons so entitled. The Annual Report will also be made available on the Company's Website - www.ramcoindltd.com and at the websites of the BSE Limited and The National Stock Exchange of India Limited, where the Company's shares are listed and CDSL's e-voting portal at <https://www.evotingindia.com>
11. In terms of Section 152 of the Companies Act 2013, Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [LODR] and other applicable statutory provisions, Shri S.S. Ramachandra Raja (DIN 00331491) aged 88 years, retires by rotation at this Meeting and being eligible, offers himself for re-appointment. Further, Justice Shri.P P S Janarthana

Raja (Retd.) (DIN:06702871), aged 73 years, has been proposed to be appointed as an Independent Director for a period of five years, i.e., from 1st October 2024. The Board of Directors of the Company recommends the above appointment of Directors to the Members vide special resolutions. Details of the Directors proposed to be re-appointed/ appointed as required in terms of Regulation 36(3) of LODR and Standard 1.2.5 of Secretarial Standards on General Meetings (SS-2), are provided in Statement pursuant to Section 102 of the Companies Act 2013.

12. Voting through electronic means :

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] the Company is providing members remote e-voting facility to exercise their right to vote at the 59th Annual General Meeting (AGM) and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- B. The facility for remote e-voting shall remain open from 9.00 AM on Tuesday the 13th August, 2024 to 5.00 PM on Thursday the 15th August, 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 9th August 2024, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Thursday the 15th August 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 and joining the AGM through VC for Individual shareholders holding securities in Demat mode are given below :

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com 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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining the AGM through VC & voting during the meeting. Additionally, there is 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>
Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM through VC & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirect Reg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM through VC & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their DPs</p>	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM through VC & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- F. Login method for e-Voting and joining the AGM through VC for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below :

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction F.

After entering these details appropriately, click on “SUBMIT” tab.

- G. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- H. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- I. Click on the EVSN for Ramco Industries 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. Facility for Non - Individual Shareholders and Custodians -Remote Voting
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- e. 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 required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at srinivasan.k@msjandnk.in and to the Company at the email address viz. investors_grievances@ril.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.
- Q. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
13. Instructions for shareholders attending the AGM through VC and E-voting during meeting are as under:
- A. The Procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - B. The Members can join the Annual General Meeting in the Video Conference mode upto 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the Annual General Meeting through Video Conference will be made available to at least 1000 members on first come first served basis. This will not include Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting.
 - C. Members are requested to join the Annual General Meeting through Laptops/ IPads for better experience and will be required to have webcam and use Internet with a good speed to avoid any disturbance during the meeting.
 - D. Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through Laptop via Mobile Hotspot.
 - E. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least 3 days prior to meeting mentioning your name, demat account number/ folio number, email id, mobile number (as registered with the Depository Participant/Company) to the mail id: investors_grievances@ril.co.in. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - F. Members who do not wish to speak during the AGM but have queries may send your queries at least 3 days prior to meeting mentioning your name, demat account number/folio number, email id, mobile number to the mail id: investors_grievances@ril.co.in. These queries will be replied to by the company suitably by email.
 - G. Non-Individual members intending to authorise their representatives to attend the meeting are requested to send a scanned certified copy of the Board resolution authorising their representative to attend on their behalf at the meeting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address with a copy marked to helpdesk.evoting@cdslindia.com
 - H. The attendance of the Members attending the Annual General Meeting through Video Conference/ Other Audio Visual Means(VC) will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - I. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
 - J. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
 - K. Only those shareholders, who are present in the AGM through VC and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - L. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - M. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

14. 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 like Folio No., Name of shareholder, scanned copy of share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by E-mail to the Company.
 - B. For individual Demat shareholders, please update your e-mail id and mobile no. with your respective DP which is mandatory while E-voting and joining the AGM through VC through Depository.
 - C. If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
15. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 9th August, 2024 may obtain the login ID and password by following the procedure mentioned in Point No.12(D) or (F), as the case may be.
16. 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 9th August, 2024.
17. Shri K. Srinivasan, Chartered Accountant (Membership No. 021510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants (email id : srinivasan.k@msjandnk.in) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
18. The scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through e-voting in the presence of atleast two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
19. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.ramcoindltd.com 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 The National Stock Exchange of India Limited, Mumbai.
20. With effect from 1st April 2024, SEBI had directed that the shareholders, who hold shares in physical form and have not updated their PAN or Choice of Nomination or Postal Address with PINCODE or Mobile Number or Bank Account details or Specimen Signature shall be eligible to get dividend only in electronic mode. Further, such shareholders who have not updated their details as requested by the company in earlier communications are requested to update the same immediately. If the shareholder updates the above said details he would receive all the dividends in electronic mode, after carrying out such updation. The forms for updating the same are available at link https://www.ramcoindltd.com/forms_isr_sh.html

By Order of the Board
For RAMCO INDUSTRIES LIMITED
P.R. VENKETRAMA RAJA
CHAIRMAN
(DIN 00331406)

Place : Chennai
Date : 28.05.2024

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3

RE-APPOINTMENT OF SHRI S.S. RAMACHANDRA RAJA (DIN 00331491)

Shri S.S. Ramachandra Raja (DIN 00331491), aged 88 years, has been a Director of the Company since 1986, and has contributed significantly to the growth of the company.

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.

At the Annual General Meeting held on 19th August, 2021, 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, Special Resolution is necessary for continuing his appointment as a Non-Executive Director, since he has already attained the age of 75 years.

Details of Shri S.S. Ramachandra Raja :-

Age	88 years
DIN	00331491
Qualification	B.Sc.
Date of first appointment on the Board	25.6.1992
Experience	32 years
Nature of Expertise	Textile Technology, Business Management
No. of Meetings of the Board attended during the financial year (FY 2023-24)	7 (seven) meetings out of 7 (seven) meetings held
Directorship in other Companies	Rajapalayam Mills Limited Sri Vishnu Shankar Mill Limited Ramco Management Private Limited Sri Sethu Ramasamy Farms Private Limited Sudharsanam Investments Limited
Name of Listed Company in which the person also holds membership of Committees of the Board viz. Audit Committee and Stakeholders Relationship Committee	Rajapalayam Mills Limited - Member of the Stakeholders' Relationship Committee
Terms and conditions of appointment	As per the resolution set out herein above read with the Statement hereto.
Remuneration last drawn	Sitting fees of ₹ 60,000/- per meeting of the Board
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.
Relationship with other Directors/Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel.

He has not resigned from any of the Listed entities as Director in the past three years.

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 resolution set out at Item No.3 of the Notice for approval of shareholders by way of a Special Resolution.

Item No.4

Justice Shri. P P S Janarthana Raja (Retd.) (DIN:06702871), aged 73 years, has been proposed to be appointed as an Independent Director of the Company, for a period of five (5) consecutive years from 1st October, 2024 to 30th September, 2029.

In accordance with Clause 1A of Para A of Part D of Schedule II of SEBI (LODR), the Nomination and Remuneration Committee had evaluated the balance of skills, knowledge and expertise desired for the position and on the basis of such evaluation and as per the roles and capabilities required, the Committee is of the opinion that appointment of Shri P.P.S. Janarthana Raja would satisfy such requirement. His appointment would ensure the continuance of diversity of the Board. The Proposal of his appointment is in accordance with the Nomination Remuneration Policy and Policy on Board Diversity of the Company.

In accordance with Part D (A)(5) of Schedule II of SEBI (LODR), read with Regulation 19(4) of SEBI (LODR), the Nomination and Remuneration Committee at its meeting held on 28th May, 2024 had recommended for appointment of Justice Shri P P S Janarthana Raja (Retd.), as an Independent Director for a period of five (5) consecutive years from 1st October, 2024 to 30th September, 2029.

In accordance with Regulation 17(10) of SEBI (LODR) and Schedule IV of the Companies Act, 2013, the Board of Directors at their meeting held on 28th May, 2024, had evaluated the fit and proper criteria of Justice Shri P P S Janarthana Raja (Retd.), as an Independent Director and found the same to be satisfactory and hope his contributions to the deliberations will be beneficial in Board / Committee Meetings.

In accordance with Proviso to Section 152(5) of the Act, the Board of Directors have also formed an opinion that Justice Shri P P S Janarthana Raja (Retd.) fulfils the conditions specified in the Act for such appointment.

Taking the above factors into consideration, the Board recommends his appointment for a term of five (5) consecutive years from 1st October, 2024 to 30th September, 2029.

The consent of the proposed Independent Director for his appointment along with declaration that he meets the criteria of independence u/s 149(6) of the Companies Act 2013 and SEBI (LODR) have been received.

In accordance with SEBI (LODR), no listed Company shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a Special Resolution passed to that effect. It may be noted that Justice Shri P P S Janarthana Raja(Retd.), will attain the age of 75 years during his term. Therefore, this statement may also be regarded as an appropriate disclosure under Regulation 17(1A) of SEBI (LODR).

He is not holding any shares in the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013. Justice Shri P P S Janarthana Raja (Retd.) is eligible for the sitting fee for attending Board / Committee Meetings and Meeting of Independent Directors as applicable to the Directors from time to time.

In terms of Regulation 25(2A) of SEBI (LODR), the appointment of Independent Director shall be subject to approval of the Members by way of Special Resolution. Accordingly, his appointment has been included as Special Resolution.

His Profile in brief is given below:-

Justice Shri P P S Janarthana Raja (Retd.), 73 years, is a graduate in Law from the Madras Law College, had been in active practice mainly on the Taxation matters for the past four decades from 1977. He was appointed as an Additional Judge of High Court of Madras during December, 2005 and had become a Permanent Judge of the High Court from April, 2007. After a term of seven (7) years as High Court Judge, he retired on January 21, 2013. His core skills/expertise/competencies are amongst the others, expert legal Knowledge, Tax Planning and Management. Justice Shri P P S Janarthana Raja (Retd.), possesses requisite skills, experience, knowledge and capabilities as identified by NRC and required for the role of an Independent Director of the Company and his appointment would be beneficial to the Company.

He is also a Director in the following other Companies: -

Sl.No.	Name of the Entities	Nature of Interest
1.	Muthialpet Higher Secondary School	Director
2.	The Ramaraju Surgical Cotton Mills Limited	Director
3.	Ramco Systems Limited	Director
4.	Sri Vishnu Shankar Mill Limited	Additional Director
5.	Sandhya Spinning Mill Limited	Additional Director

He is also a Member in the following Committees of other Companies: -

Sl. No.	Name of the Company	Name of the Committee	Position Held (Chairman/ Member)
1.	The Ramaraju Surgical Cotton Mills Limited	Audit Committee	Chairman
2.	Ramco Systems Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Fund Raising Committee	Member

Sl. No.	Name of the Company	Name of the Committee	Position Held (Chairman/ Member)
3.	Sri Vishnu Shankar Mill Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
4.	Sandhya Spinning Mill Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Stakeholders Relationship Committee	Chairman
		Rights Issue Allotment Committee	Chairman

He has not resigned from any of the Listed entities as Director in the past three years.

The draft letter of appointment for Justice Shri P P S Janarthana Raja (Retd.) as an Independent Director, setting out the terms and conditions 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 upto the date of the AGM.

He is not related to any other Director / Key Managerial Personnel.

He holds no shares in Ramco Industries Limited and also not holding any shares as a beneficial owner.

Disclosure of Interest:

Except Justice Shri P P S Janarthana Raja (Retd.), being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the Resolution. The Notice together with this statement may be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) and Standard 1.2.5 of SS-2.

The Board recommends the resolution set out at Item No.4 of the Notice for approval of Members by way of a Special Resolution.

Item No.5

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of Fibre Cement Products (FCP & CSB) and Cotton Yarn.

On the recommendation of the Audit Committee at its meeting held on 28.05.2024, the Board had approved the appointment of M/s. N. Sivashankaran & Co., Cost Accountants as the Cost Auditors of the Company to audit the Company's Cost Records relating to manufacture of Fibre Cement Products (FCP & CSB) and Cotton Yarn, for the financial year 2024-25. The Board had approved a remuneration of ₹ 3,00,000/- (Rupees Three lakhs only) exclusive of GST and Out-of-pocket expenses.

The remuneration to be paid to the Cost Auditor is required to be ratified by the members, in accordance with the provisions of Section 148(3) of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014.

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

By Order of the Board
For RAMCO INDUSTRIES LIMITED
P.R. VENKETRAMA RAJA
CHAIRMAN
(DIN 00331406)

Place : Chennai
Date : 28.05.2024