

Ref. No.SECorres/PBNotice/2024-25  
14.2.2025

National Stock Exchange of India Ltd.  
Exchange Plaza, 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 Sir / Madam,

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

In terms of Regulation 30 of LODR, we hereby submit a copy of Postal Ballot Notice ('Notice') dated 10<sup>th</sup> February, 2025 seeking approval of the Members of the Company in respect of the below mentioned Special resolution through remote e-voting process only :

To approve the appointment of Smt. Soundara Kumar (DIN 01974515) as a Non-Executive Independent Director on the Board of the Company.

We request you to kindly take the same on record.

Thanking you

Yours faithfully  
For Ramco Industries Limited

S. Balamurugasundaram  
Company Secretary & Legal Head

Encl. : a.a.

# RAMCO INDUSTRIES LIMITED

CIN :L26943TN1965PLC005297

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

Corporate Office : "Auras Corporate Centre", 6<sup>th</sup> Floor,  
98A, Dr.Radhakrishnan Road, Mylapore, Chennai 600004

Phone No. : 044-2847 8585 Fax : 044-2847 8597

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

## Notice of Postal Ballot

*[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 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 Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), read with General Circular No.09/2024 dated 19<sup>th</sup> September 2024 issued by the Ministry of Corporate Affairs ("MCA") in continuation to the Circulars issued earlier in this regard ("MCA Circulars"), Secretarial Standards-2 on General Meeting issued by the Institute of Company Secretaries of India and, Regulation 44 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR") and Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI and pursuant to other applicable laws, rules and regulations, approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders") by way of Special Resolution, is being sought via Postal Ballot through e-voting only (voting through electronic means) for the following item as special business :-

- (i) Approval for the appointment of Smt. Soundara Kumar (DIN 01974515) as a Non-Executive Independent Director in terms of Sections 149,150,152, Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 17(1A), 17(1E), 25(2A) and other applicable regulations of the LODR, for a term of five (5) consecutive years from 23<sup>rd</sup> March 2025 to 22<sup>nd</sup> March 2030.

This Postal Ballot Notice will also be placed on the websites of the Company at [www.ramcoindltd.com](http://www.ramcoindltd.com) and the Central Depository Services (India) Limited ("CDSL") at [www.evotingindia.com](http://www.evotingindia.com) and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and The 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 relevant MCA Circulars, 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 Monday the 10<sup>th</sup> February, 2025 ("Cut-off Date"). If so requested by any shareholder, physical copy of the postal ballot form will be sent by post / courier to such shareholder's registered postal address that is available with the Company. Any person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.

The Company has provided e-voting facility to its Members to cast their vote electronically and has availed the services of CDSL as the agency to provide e-voting facility. **The communication of assent or dissent of the Members would take place through e-voting only.**

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Please note that those shareholders as on the cut-off who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to cast their e-vote on the resolution set out in this Notice.

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

The Members shall exercise their right to vote on the resolution included in the Postal Ballot Notice **only by electronic means** i.e. through e-voting services provided by CDSL. The e-voting period shall be **from 09.00 A.M. IST on Saturday the 15<sup>th</sup> February, 2025 to 05.00 P.M. IST on Sunday the 16<sup>th</sup> March, 2025**. 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 Sunday the 16<sup>th</sup> March, 2025. **Remote e-voting will not be allowed beyond 05.00 PM on Sunday the 16<sup>th</sup> March, 2025.**

The last date of e-voting, i.e. Sunday the 16<sup>th</sup> March, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutiniser shall, after the conclusion of voting, unblock the votes cast through e-voting and make, within 2 working days of conclusion of the e-voting i.e., on or before 18<sup>th</sup> March, 2025 (Tuesday), a Scrutiniser's report of the total votes cast in favour or against, to the Chairman or a person authorised by him in writing or the Secretary who shall countersign the same and the Chairman / Secretary or such authorised person shall declare the result of the voting forthwith. The Company will also display the results of e-voting at the Registered and Corporate Offices of the Company.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.ramcoindltd.com and on the website of CDSL after such declaration of results. The results will also be immediately forwarded to BSE Limited and The National Stock Exchange of India Limited, Mumbai along with a copy of the Scrutiniser's Report.

A resolution passed by the Members through postal ballot with the requisite majority is considered as having been passed at a General Meeting of the Members.

The proposed resolution along with the Statement of Material Facts pursuant to Section 102 of the Act, setting out all material facts and reasons thereof given hereinbelow for the consideration of the Members forms part of this postal ballot notice (the "Postal Ballot Notice").

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**SPECIAL BUSINESS – SPECIAL RESOLUTION :**

**Item No.: 1**

To approve the appointment of Smt. Soundara Kumar (DIN 01974515) as a Non-Executive Independent Director on the Board of the Company.

To consider providing your assent or dissent for passing 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 17,17(1A),17(1E) 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 Smt. Soundara Kumar (DIN 01974515), who will be completing 75 years of age on 15<sup>th</sup> August 2029 during her proposed tenure, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from 23<sup>rd</sup> March 2025 to 22<sup>nd</sup> March 2030, on such terms and conditions, including remuneration, as may be approved by the Board of Directors.

**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".

By Order of the Board  
For RAMCO INDUSTRIES LIMITED

DATE : 10.02.2025  
PLACE: CHENNAI

P.R. VENKETRAMA RAJA  
CHAIRMAN

# **RAMCO INDUSTRIES LIMITED**

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## **Notes :**

Instructions to shareholders for remote e-voting :

### 1. Voting through electronic means:

- A. In compliance with provisions of Section 108 read with Section 110 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] and the MCA Circulars, 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 Members shall exercise their right to vote on the resolution 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 Saturday the 15<sup>th</sup> February 2025 and end at 05.00 P.M. IST on Sunday the 16<sup>th</sup> March, 2025. 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 Sunday the 16<sup>th</sup> March 2025. Remote e-voting shall not be allowed beyond 05.00 PM on Sunday the 16<sup>th</sup> March 2025. The last date of e-voting, i.e. Sunday the 16<sup>th</sup> March 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- 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 the said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode are given below :

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<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>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 users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and New System Myeasi Tab.</li><li>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 your 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"><li>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.nsdl.com">https:// eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is</li></ol>



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	<p>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>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant 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

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	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.
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**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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.1800 1020 990 and 1800 22 44 30.

F. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode. Login method for e-Voting 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.



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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 also to be 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.

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- 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 Scrutiniser 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 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.investors\\_grievances@ril.co.in](mailto: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.

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2. 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 Demat shareholders, please update your email id & mobile no. with your respective Depository Participant (DP)
  - C. For individual Demat shareholders, please update your e-mail id and mobile no. with your respective DP which is mandatory while e-voting.
3. 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 Monday the 10<sup>th</sup> February, 2025.
4. 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@cdsindia.com or call toll free no. 1800 22 55 33.

By Order of the Board  
For RAMCO INDUSTRIES LIMITED

CHENNAI  
10.02.2025

P.R.VENKETRAMA RAJA  
CHAIRMAN

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

### **Item No.: 1**

Presently, the Board is properly constituted with 4 (four) non-independent and 4 (four) independent directors, including a woman independent director, as prescribed under the relevant provisions/ regulations of the Companies Act, 2013 ('the Act') read with the Companies (Appointment of Directors) Rules, 2014 ('the Rules') and Schedule IV (hereinafter also collectively referred to as 'the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Obligations) Regulations, 2015 (hereinafter referred to as 'SEBI LODR') and comprises of the following Directors:-

Shri P.R. Venketrama Raja, Chairman – Non Executive Non Independent Director  
Shri P.V. Abinav Ramasubramaniam Raja, Managing Director – Executive Director  
Shri S.S. Ramachandra Raja - Non Executive Non Independent Director  
Shri N.K. Shrikantan Raja - Non Executive Non Independent Director  
Smt. Justice Chitra Venkataraman (Retd.) - Non Executive Independent Director  
Shri Ajay Bhaskar Baliga - Non Executive Independent Director  
Shri Hariharan Thiagarajan, Non Executive Independent Director  
Justice Shri P.P.S. Janarthana Raja, Non Executive Independent Director

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Out of the above Directors, Smt. Justice Chitra Venkataraman (Retd.) - Non Executive Woman Independent Director, would be retiring on 23<sup>rd</sup> March 2025, after completion of her 2<sup>nd</sup> consecutive term of 5 years as an Independent Director, which will result in a vacancy.

In order to ensure continuation of the proper Board constitution, another Woman Independent Director has to be appointed in her place on or before 23<sup>rd</sup> March 2025 to comply with Regulations 17(1)(a), 17(1)(b) and First Proviso to 17(1E) of SEBI LODR and Section 149(4) of the Act read with Rule 3(i) of the Rules. Second Proviso to Regulation 17(1E) of the LODR requires that when a vacancy arises due to expiration of the term of office of any director, it has to be filled not later than the date such office is vacated.

Hence, the Company has to fill up the vacancy that will arise when Smt. Justice Chitra Venkataraman (Retd.) retires, on or before 23<sup>rd</sup> March 2025, by appointing a Woman Independent Director.

The Nomination and Remuneration Committee (NRC) of the Board of Directors of the Company, in pursuance of Section 178(2) of the Companies Act, 2013 and Para A of Part D of Schedule II of SEBI (LODR) Regulations, recommended to the Board, the appointment of Smt. Soundara Kumar (DIN 01974515), aged 70 years, as an Independent Director of the Company since she fulfils the criteria with respect to qualification, positive attributes and is a person of integrity and possesses relevant expertise and experience and also satisfies the criteria of Independence for being appointed as an Independent Director. Based on the recommendation of the NRC, the Board has also recommended her appointment as an Independent Director of the Company for a period of 5 consecutive years from 23<sup>rd</sup> March, 2025 to 22<sup>nd</sup> March, 2030, to the members as in the opinion of the Board, she fulfils the conditions specified in the Act for such an appointment.

The Company has received consent in writing from Smt. Soundara Kumar to act as Director in Form DIR-2, intimation to the effect that she has not been disqualified to be appointed as a director and a declaration that she meets the criteria of independence and other declarations for being appointed as an Independent Director and assurance that she would be able to devote sufficient time and attention for discharging her obligations as an Independent Director.

In terms of Section 150 of Companies Act, 2013, read with Rule 6 of Companies (Appointment & Qualification of Directors) Rules, 2014, Smt. Soundara Kumar had registered herself with the Independent Directors Data Bank of Indian Institute of Corporate Affairs and has cleared the said self-assessment test, conducted by Indian Institute of Corporate Affairs.

Smt. Soundara Kumar 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.

## **RAMCO INDUSTRIES LIMITED**

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

Brief Profile of Smt. Soundara Kumar is as given below:-

Smt. Soundara Kumar, 70 years, holds a bachelor's degree in Maths and is a Certified Associate of the Indian Institute of Banking and Finance (CAIIB). She joined State Bank of India as a Direct Recruit Officer and had worked for 39 years as officer in State Bank of India from 1975 to 2014 with various responsibilities including managing Bank's business. She served as the Managing Director of State Bank of Indore from 2008 to 2010 and ensured smooth merger of State Bank of Indore with State Bank of India. She had also served as President and Chief Executive Officer, State Bank of India (California), subsidiary of SBI and CEO of Los Angeles Agency of SBI.

She had also served as Deputy Managing Director and Group Executive of Stressed Assets Management of State Bank of India. She headed Wholesale Banking Credit Committee at Corporate Centre, for over three years, evaluating high value commercial credit proposals including project finance for infrastructure. She also headed Credit Committees at State Bank of Indore, SBI Bangalore Circle and served on the Boards of SBI Factors, ARCIL, SBICI (State Bank of India Commercial and International Bank Ltd.) and CERSAI (Central Registry of Securitization Asset Reconstruction and Securities Interest).

She also served as a Director on the Boards of

1. Bank of Baroda
2. Tamil Nadu Newsprint and Papers Limited
3. Carborundum Universal Limited

Among other things, she is also a Member of the Board of the following Companies:

1. Ramco Systems Limited – Tenure ends on 26.03.2025
2. Rajapalayam Mills Limited – Tenure ends on 26.08.2025
3. Shanthi Gears Limited
4. Sundaram Trustee Company Limited

She is also being considered for appointment as an Independent Director in an Associate Company viz. M/s. The Ramco Cements Limited for a tenure of 5 consecutive years from 19<sup>th</sup> March, 2025.

She had not resigned from any listed entity in the past three years.

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## Memberships and Chairmanships of Committees of other Board :

No.	Name of the Company	Name of the Committee	Position Held (Chairperson / Member)
1	Ramco Systems Limited	Audit Committee	Member
2	Shanthi Gears Limited	Audit Committee	Member
3		Nomination and Remuneration Committee	Chairperson
4	Sundaram Trustee Company Limited	Audit Committee	Member
5		Risk Management Committee	Member

She holds no shares in Ramco Industries Limited.

Smt. Soundara Kumar, possesses requisite skills, experience, knowledge and capabilities as identified by NRC and required for the role of an Independent Director of the Company and her appointment would be beneficial to the Company.

As per Regulation 17(1A) of 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 is passed to that effect. If approved by the Members and consequent to her appointment, Smt. Soundara Kumar would be attaining the age of 75 years during her tenure on 15<sup>th</sup> August 2029. Considering her vast experience and expertise, it is proposed to seek the approval of the Shareholders by way of a Special Resolution for her appointment. Further, as per Regulation 25(2A) of LODR, any appointment, re-appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Hence, in accordance with Regulation 17(1A) of LODR read with the Guidance Note on SEBI Circular No.SEBI/HO/CFD/ CMD/CIR/P/2020/12 dated 22<sup>nd</sup> January 2020 issued by the Stock Exchanges, the proposed Special Resolution satisfies the norm. The statement pursuant to Section 102 of the Companies Act, 2013, may be treated as the required justification for the appointment of Smt. Soundara Kumar.

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 Smt. Soundara Kumar as an Independent Director, with effect from 23<sup>rd</sup> March 2025 and the exit of Smt. Justice Chitra Venkataraman (Retd.), Independent Directors on 23<sup>rd</sup> March 2025, the Company will continue to have 8 Directors and will continue to satisfy the minimum requirement of 6 Directors.



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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". The Company will continue to have 4 Independent Directors out of total of 8 Directors. Thus, the Company will be in continued compliance of the above regulation as the composition of Independent Directors will be 50% which satisfies the minimum requirement of 50% in view of the non-executive Chairman being a Promoter.

With Smt. Soundara Kumar's appointment, the requirement of having a woman Independent director will also be satisfied.

The draft letter of appointment setting out the terms and conditions of the appointment of Independent Director shall be uploaded on the website of the Company and will be available for inspection till the completion of the postal ballot process.

The Directors recommend the Resolution to the Members for their approval.

Additional details as required, pursuant to the provisions of LODR and the Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

## **Disclosure of Interest :**

Except Smt. Soundara Kumar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in anyway, concerned or interested, financially or otherwise in the resolution. She 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.

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**Annexure****Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards****Item No.1**

Name of the Director	Smt. Soundara Kumar
Director Identification Number (DIN)	01974515
Age	70 years
Qualifications	B. Sc., CAIIB
Experience	<p>Smt. Soundara Kumar, 70 years, holds a bachelor's degree in Maths and is a Certified Associate of the Indian Institute of Banking and Finance (CAIIB). She joined State Bank of India as a Direct Recruit Officer and had worked for 39 years as officer in State Bank of India from 1975 to 2014 with various responsibilities including managing Bank's business. She served as the Managing Director of State Bank of Indore from 2008 to 2010 and ensured smooth merger of State Bank of Indore with State Bank of India. She had also served as President and Chief Executive Officer, State Bank of India (California), subsidiary of SBI and CEO of Los Angeles Agency of SBI.</p> <p>She had also served as Deputy Managing Director and Group Executive of Stressed Assets Management of State Bank of India. She headed Wholesale Banking Credit Committee at Corporate Centre, for over three years, evaluating high value commercial credit proposals including project finance for infrastructure. She also headed Credit Committees at State Bank of Indore, SBI Bangalore Circle and served on the Boards of SBI Factors, ARCIL, SBICI (State Bank of India Commercial and International Bank Ltd.) and CERSAI (Central Registry of Securitization Asset Reconstruction and Securities Interest).</p> <p>She also served as a Director on the Boards of</p> <ol style="list-style-type: none"><li>1. Bank of Baroda</li><li>2. Tamil Nadu Newsprint and Papers Limited</li><li>3. Carborundum Universal Limited</li></ol>

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Terms and conditions of appointment	Independent Director for a consecutive period of 5 years from 23 <sup>rd</sup> March 2025 to 22 <sup>nd</sup> March 2030.  She 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.
Date of First Appointment to the Board	Upon approval of the Shareholders, her appointment would commence from 23 <sup>rd</sup> March 2025.
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 (Independent Director)	Ramco Systems Limited - Tenure ends on 26.03.2025 Rajapalayam Mills Limited - Tenure ends on 26.08.2025 Shanthi Gears Limited Sundaram Trustee Company Limited  She is also being considered for appointment as an Independent Director in an Associate Company viz. M/s. The Ramco Cements Limited for a tenure of 5 consecutive years from 19 <sup>th</sup> March, 2025.
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.

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No	Name of the Company	Name of the Committee	Position Held (Chairperson / Member)
1	Ramco Systems Limited	Audit Committee	Member
2	Shanthi Gears Limited	Audit Committee	Member
3		Nomination and Remuneration Committee	Chairperson
4	Sundaram Trustee Company	Audit Committee	Member
5	Limited	Risk Management Committee	Member

By Order of the Board  
For RAMCO INDUSTRIES LIMITEDCHENNAI  
10.02.2025P.R.VENKETRAMA RAJA  
CHAIRMAN