

Ref. No.PBMnts/SE/2021-22
3.2.2022

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: Minutes of the Resolution passed by way of Postal Ballot

We are enclosing copy of the Minutes of resolution passed by Postal Ballot on 8th January, 2022. The result of Postal Ballot was announced vide our letter dated 10th January, 2022.

This is for your information and records.

Thanking you

Yours faithfully
For RAMCO INDUSTRIES LIMITED



S. Balamurugasundaram
Company Secretary & Legal Head

Encl. : a.a.

Ramco Industries Limited

MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT THROUGH ELECTRONIC VOTING BY MEMBERS OF THE COMPANY ON 8TH JANUARY, 2022, RESULTS OF WHICH WERE DECLARED ON 10TH JANUARY, 2022

The Board of Directors vide Circular Resolution dated 7th December, 2021 approved the proposal to conduct a Postal Ballot pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to seek approval of the members for the following Special Resolution :-

Approval for the Continuation of Shri S.S. Ramachandra Raja (DIN 00331491) as Non-Executive Director of the Company after 19.8.2021 till such date he becomes liable to retire by rotation

The Board appointed Shri K. Srinivasan, Partner, M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The Company had engaged M/s. Cameo Corporate Services Limited/CDSL for providing the e-voting facility through its platform. The e-voting period commenced at 9.00 a.m. on Friday the 10th December, 2021 and concluded at 5.00 p.m. on Saturday the 8th January, 2022.

A newspaper advertisement as required under SEBI (LODR) Regulations, 2015, was published in Financial Express (all editions) and Makkal Kural (Regional Newspaper – Tamil language) on 10th December, 2021.

The Scrutinizer submitted his report on e-voting process to the Chairman of the Company on 10th January, 2022. Summary of the Scrutinizer's Report is as under :-

1. In view of the impact of Covid-19 Pandemic, the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No 10/2021 dated June 23, 2021 (collectively referred to as "MCA Circulars"), had advised companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository/depository participants. Consequently, the Postal Ballot Notice dated 7th December, 2021 was sent to all the Members whose names appeared on the Register of Members/list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) as on 3rd December, 2021, and who have registered their e-mail addresses with the Company or depository/depository participants and was not sent to members who have not registered their e-mail addresses. Further, the communication of assent/dissent of the members took place only through the remote e-voting system.

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2. The Company completed despatch of the Postal Ballot Notice through e-mail on 9th December, 2021.
3. Particulars of votes cast through electronic means had been entered in the Register separately maintained for the purpose.
4. The votes cast through electronic means were unblocked on 8th January, 2022 at 5.01 p.m.
5. The votes cast through electronic means were scrutinized and validated the same with the list of eligible members and their holding as on the cut-off date.
6. All the votes cast through electronic means received upto 5.00 p.m. on 8th January, 2022, being the concluding time and date fixed by the Company for receipt of votes cast through electronic means, were considered for scrutiny.
7. There were no invalid votes.

Based on the analysis of valid votes, the Scrutinizer submitted his report dated 10th January, 2022 to the Chairman of the Company. Based on the report, the resolution set out in the Postal Ballot Notice dated 7th December, 2021 had been passed with requisite majority on the conclusion of the postal ballot on 8th January, 2022.

The details of voting on the Special Resolution as per the Scrutinizer's Report is as under :-

Approval for the Continuation of Shri.S.S.Ramachandra Raja (DIN 00331491) as Non-Executive Director of the Company after 19.8.2021 till such date he becomes liable to retire by rotation :-

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable statutory provisions, the continuation of Shri S.S. Ramachandra Raja (DIN 00331491), aged 86 years, as a Non-Executive Director from 19th August, 2021 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 19th August 2021 till the Annual General Meeting at which he becomes liable to retire by rotation) be and is hereby approved."

Description	Members voted	Total votes polled	Votes in favour	Votes against	% of votes in favour	% of votes against
Electronic votes	125	5,04,78,071	5,01,11,164	3,66,907	99.2731%	0.7269%

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The Chairman noted the results of voting as stated above and it was declared and recorded that the resolution as set out in the Notice of Postal Ballot dated 7th December, 2021 were duly passed by the Members on 8th January, 2022, with requisite majority.

Date of Entry : 31.1.2022

Place : Chennai
Date : 2.2.2022


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