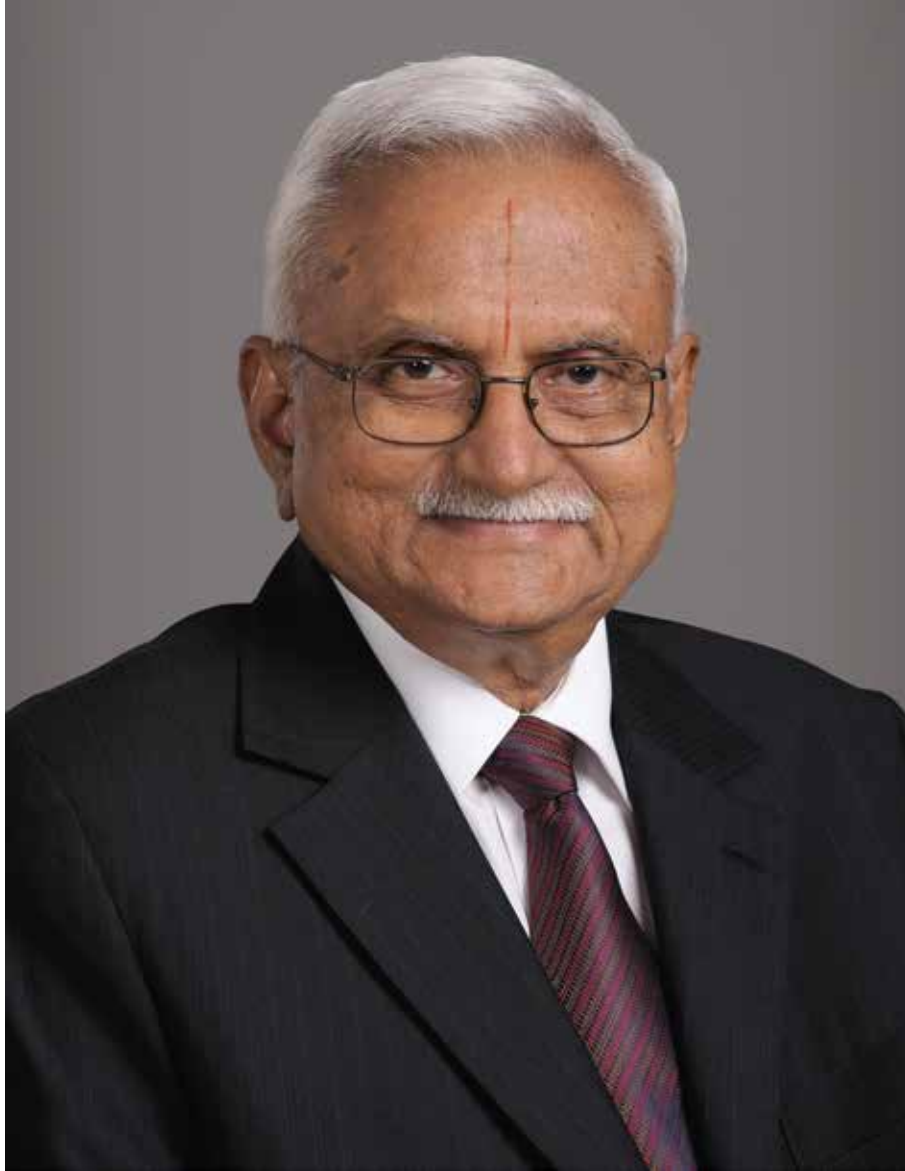


Ramco Industries Limited

ANNUAL REPORT 2021 - 2022



SHRI. P.R. RAMASUBRAHMANEYA RAJHA

Sridharmarakshakar, Ramco Group

*Keep on performing your duties without
Expecting any reward in return and lead a selfless life.*

- Bhagavad Gita



Board of Directors

Shri P.R. Venketrama Raja, B.Tech., MBA
Chairman

Shri P.V. Abinav Ramasubramaniam Raja, B.Sc. (Indl. Engg.)
Managing Director

Shri S.S. Ramachandra Raja, B.Sc.

Shri N.K. Shrikantan Raja, B.Com.

Shri R.S. Agarwal, B.Sc., B.E.

Shri V. Santhanaraman, B.Com., CAIIB

Smt. Justice Chitra Venkataraman (Retd.), B.A., B.L.

Shri Ajay Bhaskar Baliga, B.Tech (Chem. Engg.) (from 27.7.2021)

Chief Executive Officer

Shri Prem G Shanker

Chief Financial Officer

Shri K. Sankaranarayanan

Secretary

Shri S. Balamurugasundaram

Registered Office

47, P.S.K. Nagar
RAJAPALAYAM - 626 108, Tamil Nadu

Corporate Office

“Auras Corporate Centre”, VI Floor
98-A, Dr. Radhakrishnan Road
Mylapore, CHENNAI - 600 004
Tamil Nadu
CIN: L26943TN1965PLC005297
email : bms@ril.co.in. Phone No.: 044-28478585
Website : www.ramcoindltd.com
www.ramcohilux.com

FACTORIES

I. Building Products Division

Arakkonam, Tamil Nadu
Bihiya, Bihar
Gangaikondan, Tamil Nadu
Karur, Karnataka
Kharagpur, West Bengal
Kotputli, Rajasthan
Maksi, Madhya Pradesh
Sinugra, Gujarat
Silvassa, Union Territory of Dadra & Nagar Haveli
Vijayawada, Andhra Pradesh

II. Textile Division (Cotton Yarn)

Sri Ramco Spinners, Rajapalayam, Tamil Nadu

Subsidiary Companies

Sudharsanam Investments Limited, India
Sri Ramco Lanka (Private) Limited, Sri Lanka
Sri Ramco Roofings Lanka (Private) Limited, Sri Lanka

Bankers

HDFC Bank Limited
IDBI Bank Limited
Kotak Mahindra Bank Limited
The Federal Bank Limited
Bank of Bahrain & Kuwait
Axis Bank Limited
ICICI Bank Limited

Auditors

M/s. Ramakrishna Raja & Co.
Chartered Accountants
1-D, GD Apartments, 6, Shanthinikethan
V.P.Rathinasamy Nadar Road
Bibikulam, Madurai - 625 002.

M/s. SRSV & Associates
Chartered Accountants
F2, 1st Floor, B Block, Sivams Padmalaya
28/25, Neelakanta Metha Street
T. Nagar, Chennai 600 017.

Cost Auditors

M/s. N. Sivashankaran & Co.
Cost Accountants
Ap 13, (New No.15) 6th Street
First Sector, K.K. Nagar
Chennai 600 078.

Secretarial Auditors

M/s. S. Krishnamurthy & Co
Company Secretaries “Shreshtam”
Old No. 17, New No 16, Pattammal Street
Mandaveli, Chennai - 600 028.

Registrar & Transfer Agent

M/s. Cameo Corporate Services Limited
Subramanian Building No: 1, Club House Road, Chennai 600 002.
e-mail : investor@cameoindia.com. Phone No. 044-28460390

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₹ in Lakhs

FINANCIAL HIGHLIGHTS	AS (Previous IGAAP)			Ind AS						
	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
Earnings										
Sales & Other Income	81,054	69,204	76,095	78,501	78,530	82,542	89,775	82,631	1,00,293	1,18,391
Operating Profit	12,606	6,212	6,555	7,404	11,646	13,111	13,770	13,161	19,753	19,810
Cash Generation	9,787	2,846	3,866	4,660	9,461	12,213	12,264	11,701	18,804	18,957
Net Profit / Loss [PAT]	5,449	(600)	2,093	3,333	5,987	7,205	7,319	6,552	11,078	10,693
Assets Employed										
Net Fixed Assets	35,174	37,573	37,381	38,976	39,847	39,855	41,494	45,685	48,090	51,488
Investments	20,316	20,319	21,316	23,574	24,126	25,150	26,374	28,390	33,958	40,915
Other Net Assets net off other Liabilities	38,465	30,780	32,717	26,176	29,880	25,835	25,393	30,103	27,595	37,312
TOTAL	93,955	88,672	91,414	88,726	93,853	90,840	93,261	1,04,178	1,09,643	1,29,715
Financed By:										
A. Shareholders' Funds										
Share Capital	100	100	100	100	100	100	100	100	100	100
Bonus Shares	767	767	767	767	767	767	767	767	767	767
Reserves and Surplus	45,873	45,139	46,808	51,517	58,106	65,551	72,650	77,604	89,244	99,838
Deferred Tax, Government Grants	2,019	1,140	958	415	1,267	3,169	1,001	1,939	4,285	6,622
Total Shareholders, Funds(A)	48,759	47,146	48,633	52,799	60,240	69,587	74,518	80,410	94,396	1,07,327
B. Borrowed Funds										
Short Term and Long Term	45,196	41,526	42,778	35,927	33,613	21,253	18,743	23,768	15,247	22,388
Total Borrowings (B)	45,196	41,526	42,778	35,927	33,613	21,253	18,743	23,768	15,247	22,388
TOTAL (A) + (B)	93,955	88,672	91,411	88,726	93,853	90,840	93,261	1,04,178	1,09,643	1,29,715
Book value per share (₹)	52.91	52.06	53.99	59.42	67.02	75.61	83.79	89.51	102.93	115.15
Earnings Per Share (₹)	6.28	(0.69)	2.41	3.84	6.91	8.31	8.44	7.56	12.78	12.33
Dividend Per Share (₹)	1.10	0.25	0.30	0.50	0.50	0.50	0.50	1.00	1.00	1.00
Dividend Payout (₹ in Lacs)	954	217	260	433	433	433	433	867	867	867
Dividend Payout Ratio %	18	(36)	12	13	7	6	6	13	8	8
Operating Profit Ratio %	15.55	8.98	8.61	9.43	14.83	15.88	15.34	15.93	19.70	16.73
Gross Fixed Assets Per Share (₹)	62.24	80.93	83.23	83.90	87.92	88.53	92.33	97.28	99.00	107.52
Debt - Equity Ratio	0.97	0.90	0.90	0.69	0.57	0.32	0.25	0.30	0.17	0.22
Market Price of Share (₹)										
a. As on 31 st March*(Close)	52.70	37.60	69.65	91.50	239.20	229.95	213.05	114.20	256.65	210.80
b. high**	52.90	61.40	72.00	93.95	288.30	325.70	285.50	219.75	274.30	366.65
c. low**	50.10	29.00	69.10	90.95	90.50	212.40	172.10	110.00	104.60	200.00
P/E Ratio as at 31 st March@	8.39	(54.49)	28.90	23.83	34.62	27.67	25.24	15.11	20.08	17.10
Market Capitalisation@ (₹ in lacs)	45,671	32,585	60,360	79,297	2,07,298	1,99,282	1,84,636	98,969	2,22,421	1,82,686

*NSE Quotations

**High & Low prices during the year ended 31st March at NSE.

@ Based on the market price as on 31st March at NSE.

From 2009-10, Figures relating to Shares are after Stock-Split(F.V.of each Share:₹1/-w.e.f 16-09-2009) and 1:1 Bonus Issue. Figures have been regrouped for comparison purposes

NOTICE TO THE MEMBERS

Notice is hereby given that the 57th Annual General Meeting of the Company will be held at 11.30 a.m. on Wednesday the 10th August 2022. 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 2022 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 ₹1.00 per Share be and is hereby declared for the year ended 31st March 2022 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 3rd August, 2022."
3. To consider and pass the following Resolution, as SPECIAL RESOLUTION:
"RESOLVED that pursuant to Section 159 of the Companies Act, 2013 Regulation 17(1A) of SEBI (LODR) regulations 2015 and other applicable statutory provisions, Shri N K Shrikantan Raja (DIN: 00350693) who retires by rotation and who will be attaining the age of 75 years during his next tenure, be and is hereby re-appointed as a Director of the Company."
4. To consider and pass the following Resolution as an ORDINARY RESOLUTION :
"RESOLVED that in terms of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s. Ramakrishna Raja And Co., Chartered Accountants, holding Firm Registration No.005333S and M/s. SRSV & Associates, Chartered Accountants, holding Firm Registration No.015041S, be and are hereby jointly re-appointed as Auditors of the Company whose tenure as Auditors come to an end at the close of the 57th Annual General Meeting in terms of Section 139(2) of the Companies Act, 2013) for 5 consecutive financial years commencing from the Financial Year 2022-23 and to hold Office from the conclusion of 57th Annual General Meeting till the conclusion of 62nd Annual General Meeting to be held in the year 2027.
RESOLVED FURTHER that each of the Auditors shall be paid for statutory Audit for the financial year 2022-23 a remuneration of ₹ 5 lacs (Rupees Five lacs only), exclusive of applicable taxes and out of pocket expenses and for the financial years 2023-24, 2024-25, 2025-26 and 2026-27, the Board of Directors are authorised to fix/ revise the remuneration based on the recommendation of the Audit Committee.
RESOLVED FURTHER THAT for the financial years 2022-2027 the Board of Directors are authorised to fix the remuneration for certification and other matters based on the recommendation of the Committee."

SPECIAL BUSINESS:

5. To consider and pass the following Resolution as SPECIAL RESOLUTION:
"RESOLVED that pursuant to the provisions of Sections 196, 197 and 203, Schedule V and other applicable provisions of the Companies Act, 2013, read with the Rules thereunder, Regulations 16, 17 of the Articles of Association of the Company and Regulation 17(6)(e)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded to the re-appointment of Shri P.V. Abinav Ramasubramaniam Raja (DIN 07273249) who is also the Whole time Director of M/s Ramco Systems Limited (RSL) as Whole time Key Managerial Personnel in the position of Managing Director of the Company, for a further period of 5 (five) years with effect from 4.06.2022, on a remuneration as set out hereunder:
 - A. When the Company is having profit :-
 5% (five percent) of the net profits of the Company or M/s. Ramco Systems Limited (RSL) whichever is higher, calculated as per section 197 (1) read with section 198 of the Companies Act, 2013 by way of monthly salary, allowances, other perquisites / benefits and commission or in any other combination as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.
 - B. When the Company has no profits or its profits are inadequate :-
 Where in any financial year during the currency of his tenure, not being more than three such financial years over the entire tenure of five years, the Company has no profit or inadequate profit,
 - (i) He shall be paid remuneration as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 based upon effective capital after deducting Managerial remuneration paid to him by RSL, during such financial year(s).
 - (ii) He shall be eligible for the following perquisites which shall not be included in the computation of ceiling on the remuneration:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- c. Encashment of leave at the end of the tenure.

Subject to the overall limits of (i) and (ii) above, he shall be paid a remuneration of ₹ 18 lakhs per month as Salary and Allowances, excluding perquisites.

C. Sitting Fees

The remuneration as aforesaid, shall be exclusive of any fee payable to the Directors for attending Meetings of the Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board pursuant to Section 197(5) of the Companies Act, 2013.

D. Commission

Such Commission, which together with the above said Salaries/allowances and value of perquisites paid both by Ramco Industries Limited and Ramco Systems Limited, shall not exceed 5% of the Profits of either Ramco Industries Limited or the Profits of Ramco Systems Limited, whichever is higher."

"RESOLVED THAT Nomination and Remuneration Committee be and is hereby authorised to fix the components, quantum periodicity and other terms of remuneration payable to the Managing Director subject to the limits specified in Schedule V of the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as may be applicable to the company from time to time."

6. 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 ₹ 2,50,000/- (Rupees Two lakh fifty thousand 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 2022-23 for auditing the Cost Records relating to manufacture of Fibre Cement Products (FCP & CSB) and Cotton Yarn, be and is hereby ratified."

7. To consider and pass the following Resolution as an ORDINARY RESOLUTION:

Amendment to ESOS 2021 - Plan A,

"RESOLVED THAT in partial modification of the special resolution passed by the members of the Company at their Annual General Meeting held on August 19, 2021 and pursuant to section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB and SE Regulations) Regulations"], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) and/or re-enactment thereof or the Guidelines, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the "Board", which expression shall also include any committee including constituted by the Board for this purpose), consent of the members be and is hereby accorded for variation in the Employee Stock Option Scheme, 2021 - Plan A, ("Scheme") by replacing clause 10.2.3 and 10.2.4 of the said Scheme with the following clause for treatment of options by the eligible employees who have been granted shares under the Scheme of the company:

S. No.	Particulars	Vested ESOPs	Unvested ESOPs
10.2.3	Retirement/ Early Retirement approved by the Company	All the Vested ESOPs as on date of retirement shall be exercised by the Option Grantee within 90 days from the date of vesting.	All Unvested Options shall be deemed to be vested immediately and may be exercised by the Option Grantee within 90 days from the event.
10.2.4	Death	All Vested ESOPs may be exercised by the nominee/legal heir(s) of the Option Grantee immediately after the date of the death of the Option Grantee, but in no event later than 90 days from the date of vesting.	All Unvested Options as on the date of death of the Option Grantee shall be deemed to be vested immediately and may be exercised by the nominee/legal heir(s) of Option Grantee immediately after the date of the death of the Option Grantee within 90 days from the date of the death.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for variation in the Scheme by replacing clause 11.7 with the following:- "The Board shall at each annual general meeting place, before the Shareholders of the Company, a certificate

from the Secretarial Auditors of the Company that the ESOS 2021 - Plan A has been implemented in accordance with SEBI (SBEB) Regulations and is in accordance with the resolutions passed by the Company, in respect of the same or any modifications to the scheme in general meetings, duly approved by the members from time to time.”

RESOLVED FURTHER THAT pursuant to the applicable regulations, the approval of the members be and is hereby given to the scheme, as amended considering the treatment of options by the eligible employees and certificate from Secretarial Auditors.

RESOLVED FURTHER THAT each of the Directors or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the company”.

8. To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

Amendment to ESOS 2021 - Plan B.

“**RESOLVED THAT** in partial modification of the special resolution passed by the members of the Company at their Annual General Meeting held on August 19, 2021 and pursuant to section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEB and SE Regulations) Regulations”], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s) and/or re-enactment thereof or the Guidelines, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the “Board”, which expression shall also include any committee constituted by the Board for this purpose), consent of the members be and is hereby accorded for variation in the Employee Stock Option Scheme, 2021 - Plan B, (“Scheme”) by replacing clause 10.2.3 and 10.2.4 of the said Scheme with the following clause for treatment of options by the eligible employees who have been granted shares under the Scheme of the company:

S. No.	Particulars	Vested ESOPs	Unvested ESOPs
10.2.3	Retirement/ Early Retirement approved by the Company	All the Vested ESOPs as on date of retirement shall be exercised by the Option Grantee within 90 days from the date of vesting.	All Unvested Options shall be deemed to be vested immediately and may be exercised by the Option Grantee within 90 days from the event.
10.2.4	Death	All Vested ESOPs may be exercised by the nominee/legal heir(s) of the Option Grantee immediately after the date of the death of the Option Grantee, but in no event later than 90 days from the date of vesting.	All Unvested Options as on the date of death of the Option Grantee shall be deemed to be vested immediately and may be exercised by the nominee/ legal heir(s) of Option Grantee immediately after the date of the death of the Option Grantee within 90 days from the date of the death.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for variation in the Scheme by replacing clause 11.7 with the following, “The Board shall at each annual general meeting place, before the Shareholders of the Company, a certificate from the Secretarial Auditors of the Company that the ESOS 2021 - Plan B has been implemented in accordance with SEBI (SBEB) Regulations and is in accordance with the resolutions passed by the Company, in respect of the same or any modifications to the scheme in general meetings, duly approved by the members from time to time.”

RESOLVED FURTHER THAT pursuant to the applicable regulations, the approval of the members be and is hereby given to the scheme, as amended considering the treatment of options by the eligible employees and certificate from Secretarial Auditors.

RESOLVED FURTHER THAT each of the Directors or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the board to secure any further consent or approval of the members of the company”.

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

Place : Chennai
Date : 18.05.2022

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 the Annual General Meeting through Video Conferencing / Other Audio Visual Means (VC/OAVM). The AGM would be conducted in accordance with the General Circular No: 03/2022 dated 5th May 2022, issued by Ministry of Corporate Affairs, Government of India and Circular No: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, 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 Central Depository Services (India) Limited's (CDSL) system for the members to cast their vote through remote e-voting and participate in the Annual General Meeting through VC.
4. Proxies are not being sent to shareholders, as the meeting is being conducted through VC.
5. The Company is also releasing a Public Notice by way of advertisement 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/OAVM) 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, the stock exchanges, viz. BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed and at [https:// www.evotingindia.com](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 3-08-2022, 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 IEPF Fund
2014-15	Dividend	23.09.2015	22.09.2022	22.10.2022
2015-16	Dividend	11.03.2016	10.03.2023	09.04.2023
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

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 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 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 Act, Shri. N K Shrikantan Raja (DIN: 00350693), retires by rotation at this Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment vide special

resolution to the Members, in compliance with Regulation 17(1A) of SEBI (LODR) regulations 2015 as he will be attaining the age of 75 years, during his next tenure. Details of the Director proposed to be re-appointed as required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [LODR] and Standard 1.2.5 of Secretarial Standards on General Meetings (SS-2), are provided in Statement pursuant to Section 102 of the Act.

12. E-Voting and Joining Virtual meetings through electronic means:

- A. As you are aware, in view of the situation due to global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) Government of India vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No: 03/2022 dated 5th May 2022, and Circular No: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, issued by Securities and Exchange Board of India (SEBI). The forthcoming Annual General Meeting will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM.
- B. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (LODR) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, Circular No: 03/2022 dated 5th May 2022, and Circular No: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, issued by Securities and Exchange Board of India (SEBI), the Company is providing members remote e-voting facility to exercise their right to vote at the 57th Annual General Meeting and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- C. The attendance of the Members attending the 57th Annual General Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- D. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 57th Annual General Meeting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- E. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 57th Annual General Meeting of the Company has been uploaded on the website of the Company at <https://www.ramcoindia.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of the 57th Annual General Meeting is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The facility for remote e-voting shall remain open from 9.00 AM on Sunday, the 7th August 2022 to 5.00 PM on Tuesday, the 9th August 2022. 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. Wednesday, the 3rd August 2022, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Tuesday, the 9th August 2022.

Shareholders who have already voted prior to the meeting date would not be entitled to vote.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- F. 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.

- G. 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 Depository	<ol style="list-style-type: none"> 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. 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 the vote during the remote e-voting period or joining the AGM through VC & voting during the meeting. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin <p>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 virtual meeting & 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/IdeasDirectReg.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 hold 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 virtual meeting & voting during the meeting.