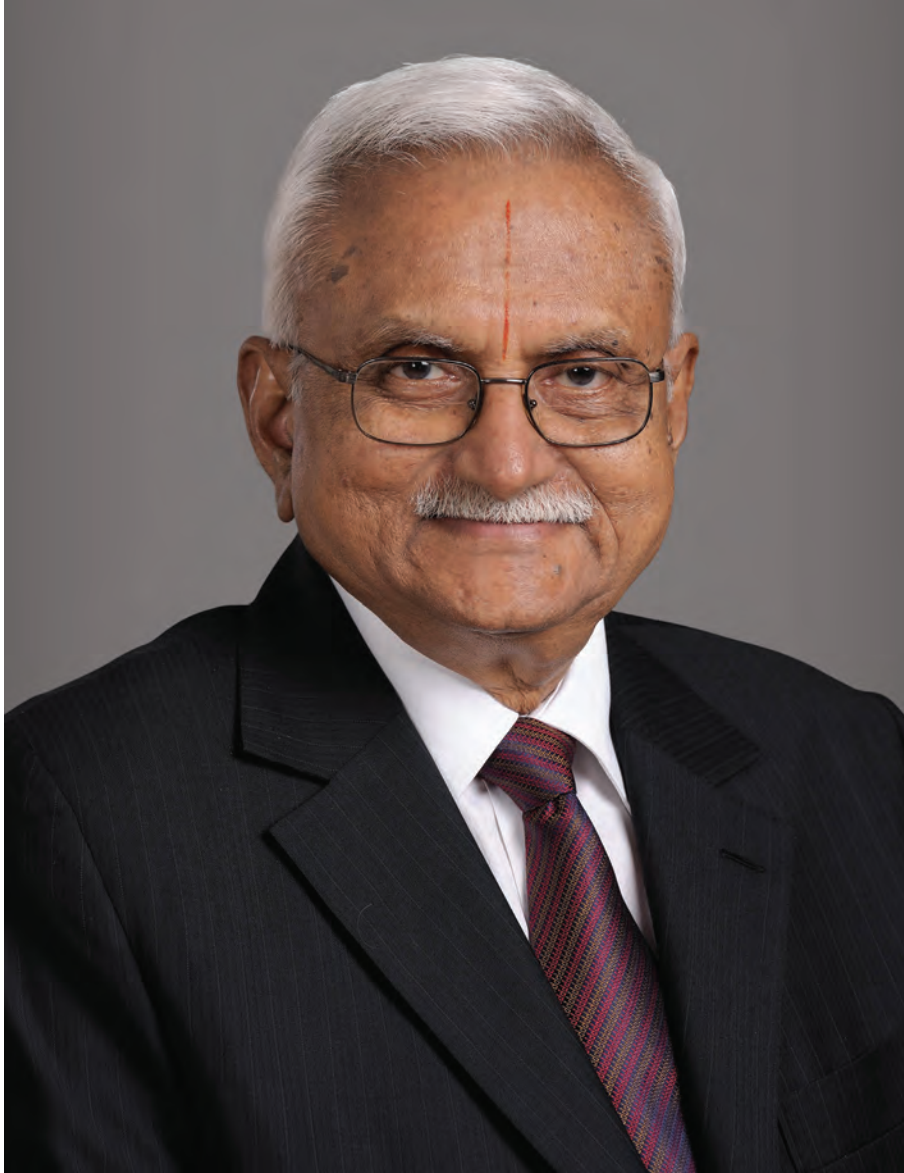


Ramco Industries Limited

ANNUAL REPORT 2022 - 2023



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.)

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
South Indian 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							
	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
Earnings										
Sales & Other Income	69,204	76,095	78,501	78,530	82,542	89,775	82,631	1,00,293	1,18,657	1,31,006
Operating Profit	6,212	6,555	7,404	11,646	13,111	13,770	13,161	19,753	19,810	15,454
Cash Generation	2,846	3,866	4,660	9,461	12,213	12,264	11,701	18,804	18,957	13,542
Net Profit / Loss [PAT]	(600)	2,093	3,333	5,987	7,205	7,319	6,552	11,078	10,693	9,584
Assets Employed										
Net Fixed Assets	37,573	37,381	38,976	39,847	39,855	41,494	45,685	48,090	51,488	54,737
Investments	20,319	21,316	23,574	24,126	25,150	26,374	28,390	33,958	40,915	41,150
Other Net Assets net off other Liabilities	30,780	32,717	26,176	29,880	25,835	25,393	30,103	27,595	37,312	50,800
TOTAL	88,672	91,414	88,726	93,853	90,840	93,261	1,04,178	1,09,643	1,29,715	1,46,687
Financed By:										
A. Shareholders' Funds										
Share Capital [#]	867	867	867	867	867	867	867	867	867	868
Reserves and Surplus	45,139	46,808	51,517	58,106	65,551	72,650	77,604	89,244	99,838	1,09,620
Deferred Tax, Government Grants	1,140	958	415	1,267	3,169	1,001	1,939	4,285	6,622	5,404
Total Shareholder's Funds (A)	47,146	48,633	52,799	60,240	69,587	74,518	80,410	94,396	1,07,327	1,15,892
B. Borrowed Funds										
Short Term and Long Term	41,526	42,778	35,927	33,613	21,253	18,743	23,768	15,247	22,388	30,795
Total Borrowings (B)	41,526	42,778	35,927	33,613	21,253	18,743	23,768	15,247	22,388	30,795
TOTAL (A) + (B)	88,672	91,411	88,726	93,853	90,840	93,261	1,04,178	1,09,643	1,29,715	1,46,687
Book value per share (₹)	52.06	53.99	59.42	67.02	75.61	83.79	89.51	102.93	115.15	126.29
Earnings Per Share (₹)	(0.69)	2.41	3.84	6.91	8.31	8.44	7.56	12.78	12.33	11.04
Dividend Per Share (₹)	0.25	0.30	0.50	0.50	0.50	0.50	1.00	1.00	1.00	1.00
Dividend Payout (₹)	217	260	433	433	433	433	867	867	867	867
Dividend Payout Ratio %	(36)	12	13	7	6	6	13	8	8	9
Operating Profit Ratio %	8.98	8.61	9.43	14.83	15.88	15.34	15.93	19.70	16.70	11.80
Gross Fixed Assets Per Share (₹)	-	-	-	-	-	-	-	-	-	-
Total Debt - Equity Ratio	0.90	0.90	0.69	0.57	0.32	0.25	0.30	0.17	0.22	0.28
Market Price of Share (₹)										
a. As on 31st March*(Close)	37.60	69.65	91.50	239.20	229.95	213.05	114.20	256.65	210.80	124.05
b. high**	61.40	72.00	93.95	288.30	325.70	285.50	219.75	274.30	366.65	246.85
c. low**	29.00	69.10	90.95	90.50	212.40	172.10	110.00	104.60	200.00	117.35
P/E Ratio as at 31st March@	(54.49)	28.90	23.83	34.62	27.67	25.24	15.11	20.08	17.10	11.24
Market Capitalisation@ (₹ in lacs)	32,585	60,360	79,297	2,07,298	1,99,282	1,84,636	98,969	2,22,421	1,82,686	1,07,687

* NSE quotations

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

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

It includes Bonus share and the increase in Share Capital during the year under review is due to exercise of ESOS by employees to the extent of 1,46,000 shares.

Figures have been regrouped for comparison purposes

NOTICE TO THE MEMBERS

Notice is hereby given that the 58th Annual General Meeting of the Company will be held at 11.30 a.m. on Thursday the 10th August, 2023. 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, 2023 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 Re.1.00 per Share be and is hereby declared for the year ended 31st March, 2023 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, 2023."
3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that Shri P R Venketrama Raja (DIN: 00331406) 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 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 2023-24 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

Place : Chennai
 Date : 22.05.2023

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning item of Special Business is annexed hereto.
2. The Company has chosen to conduct this Annual General Meeting through Video Conferencing / Other Audio Visual Means(VC). The Annual General Meeting would be conducted in accordance with the General Circular Nos: 10/2022 dt.28.12.2022 and 11/2022 dt.28.12. 2022, issued by Ministry of Corporate Affairs, Government of India and Circular No: SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 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 Central Depository Services Limited's (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. Proxies are 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 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 03-08-2023, 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

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 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 P R Venketrama Raja (DIN: 00331406), 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 to the Members. 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. 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 58th 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 Monday, the 7th August 2023 to 5.00 PM on Wednesday, the 9th August 2023. 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. Thursday, the 3rd August 2023, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Wednesday, the 9th August 2023.
 - 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	<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 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. 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. 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.
Individual Shareholders holding securities in demat mode with NSDL	<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/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 held 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
Individual Shareholders (holding securities in demat mode) login through their DPs	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
Individual Shareholders holding securities in Demat mode with CDSL	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.
Individual Shareholders holding securities in Demat mode with NSDL	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 and joining the AGM through VC for shareholders holding shares in Physical mode and shareholders other individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the steps given below :

	For Physical Shareholders and other than individual Shareholders holding shares in Demat
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. 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 and to the Company at the email address [viz.investors_grievances@ril.co.in](mailto: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. If you have any queries or issues regarding attending the Meetings & E-voting from the CDSL E-Voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33.
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. 3rd August, 2023 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 3rd August, 2023.
 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 at least 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 National Stock Exchange of India Limited, Mumbai.
 20. 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 toll free no. 1800 22 55 33.

By Order of the Board
For RAMCO INDUSTRIES LIMITED

P.R. VENKETRAMA RAJA
CHAIRMAN
(DIN 00331406)

Place : Chennai
Date : 22.05.2023