

NOTICE TO THE MEMBERS

Notice is hereby given that the 56th Annual General Meeting of the Company will be held at 11.30 a.m. on Thursday the 19th August 2021. 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 businesses 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 2021 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 Shri S.S.Ramachandra Raja (DIN: 00331491) who retires by rotation, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
“**RESOLVED** that the approval of the Members be and is hereby accorded as per Section 188 and other applicable provisions of the Companies Act, 2013, the Rules made thereunder and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the related party transactions to be entered with M/s Raja Charity Trust (RCT) arising out of their re-appointment as the Sole Selling Agent of the Company for a further period of 5 years from 3.05.2022 on the following terms and conditions:
 - a. The re-appointment will be for a period of 5 (five) years from 03.05.2022.
 - b. M/s. Raja Charity Trust will be the Sole Selling Agent for the products of the Company in India viz. all kinds of Roofing sheets, Accessories, Flat / Corrugated Sheets/ Boards and Pressure Pipes and Pipe fittings of every description made of, wholly or partly, with Asbestos Fibre or with the use of natural, synthetic, organic, inorganic fibre and Cement, Calcium Silicate or such other material/s and also made of Steel / Plastics / Polymers etc., and also Plastic Storage Tanks/ Containers of any kind and any similar or related products (hereinafter referred to as “Products”).
 - c. M/s. Raja Charity Trust will promote and canvass orders for the Products of the Company at the prices and delivery terms stipulated by the Company from time to time; they will also take all necessary steps on behalf of the Company to effectively deal with all contracts of sale of the Company’s products; they will also assist the Company in collection of payments and render such other services incidental thereto.
 - d. They will be entitled to a commission of 1.00% (one percent) exclusive of taxes or duties thereon, on the ex-factory value of the products sold within India to Government and Public, exclusive of GST, Excise duty, Sales tax, Octroi or other statutory levies.“**RESOLVED FURTHER** that the Board of Directors of the Company be and are hereby authorized to enter into Sole Selling Agency Agreement/ Arrangements and accept such modifications/amendments in the Sole Selling Agency Agreement/arrangements as may be required by regulations /acts and to take all necessary steps to implement the same”.
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 2021-22 for auditing the Cost Records relating to manufacture of Fibre Cement Products (FCP & CSB) and Cotton Yarn, be and is hereby ratified.”
5. To consider and pass the following Resolution as a SPECIAL RESOLUTION:

PLAN A

“**RESOLVED** that pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 [Act], and Companies (Share Capital and Debentures) Rules, 2014 [Rule], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [LODR], Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SBEB”) [collectively referred to as “applicable laws”] and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded to the Employees Stock Option Scheme 2021 - Plan A (hereinafter referred to as the “ESOS 2021 - PLAN A”).

RESOLVED FURTHER that the Nomination and Remuneration Committee (“Committee”), constituted under Section 178 of the Act, be and is hereby authorised to grant from time to time such number of options, to the employees, as defined in Regulation 2(1)(f) of SBEB, not more than 5,00,000 (Five Lakhs) Options in aggregate, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of ₹ 1/- each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Committee in accordance with the provisions of the ESOS 2021 - PLAN A and in compliance with the applicable laws and subject to required approvals.

RESOLVED FURTHER that the Committee be and is hereby authorised to allot Equity Shares upon exercise of options by Employee from time to time in accordance with the ESOS 2021 - PLAN A and other applicable laws and such Equity shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER that the Committee be and is hereby authorised inter-alia to :

- a. Formulate the detailed terms and conditions of the Scheme which shall include the provisions as specified by SEBI in this regard and
- b. Frame suitable policies and procedures to ensure compliance of the statutory provisions.

RESOLVED FURTHER that the Committee be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2021 - PLAN A subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2021 - PLAN A and do all other things incidental and ancillary thereof.

RESOLVED FURTHER that the Company shall conform to the accounting policies prescribed from time to time under the Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2021 - PLAN A.

RESOLVED FURTHER that Committee be and is hereby authorized to delegate to any of the Directors or Key Managerial Personnel of the Company the power to take necessary steps for implementation of the scheme and for listing of the securities allotted under the ESOS 2021 - PLAN A on the Stock Exchanges, where the securities of the Company are listed.”

PLAN B

“**RESOLVED** that pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 [Act], and Companies (Share Capital and Debentures) Rules, 2014 [Rule], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [LODR], Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SBEB”) [collectively referred to as “applicable laws”] and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded to the Employees Stock Option Scheme 2021 - Plan B (hereinafter referred to as the “ESOS 2021 - PLAN B”).

RESOLVED FURTHER that the Nomination and Remuneration Committee (“Committee”), constituted under Section 178 of the Act, be and is hereby authorised to grant from time to time such number of options, to the employees, as defined in Regulation 2(1)(f) of SBEB, not more than 5,00,000 (Five Lakhs) Options in aggregate, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of ₹ 1/- each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Committee in accordance with the provisions of the ESOS 2021 - PLAN B and in compliance with the applicable laws and subject to required approvals.

RESOLVED FURTHER that the Committee be and is hereby authorised to allot Equity Shares upon exercise of options by Employee from time to time in accordance with the ESOS 2021 - PLAN B and other applicable laws and such Equity shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER that the Committee be and is hereby authorised inter-alia to :

- a. Formulate the detailed terms and conditions of the Scheme which shall include the provisions as specified by SEBI in this regard and
- b. Frame suitable policies and procedures to ensure compliance of the statutory provisions.

RESOLVED FURTHER that the Committee be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2021 - PLAN B subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2021 - PLAN B and do all other things incidental and ancillary thereof.

RESOLVED FURTHER that the Company shall conform to the accounting policies prescribed from time to time under the Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2021 - PLAN B.

RESOLVED FURTHER that Committee be and is hereby authorized to delegate to any of the Directors or Key Managerial Personnel of the Company the power to take necessary steps for implementation of the scheme and for listing of the securities allotted under the ESOS 2021 - PLAN B on the Stock Exchanges, where the securities of the Company are listed.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1) of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. Ajay Bhaskar Baliga (DIN 00030743), appointed as an Additional Director of the Company in the category of Independent Director on 27-07-2021 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of 5 consecutive years from the date of his appointment, viz. 27-07-2021.”

By Order of the Board
For RAMCO INDUSTRIES LIMITED

P.R. VENKETRAMA RAJA
CHAIRMAN

Place : Chennai
Date : 27th July, 2021

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. The Company has chosen to conduct this Annual General Meeting through Video Conferencing / Other Audio Visual Means(VC), in view of the continuing COVID-19 pandemic. The Annual General Meeting would be conducted in accordance with the General Circular No: 2/2021 dated 13th January 2021, issued by Ministry of Corporate Affairs, Government of India and Circular No: SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, issued by Securities and Exchange Board of India (SEBI) and such other instructions that may be issued by Statutory Authorities.
3. The Company would be providing the CDSL system for the members to cast their vote through remote e-voting and participate in the Annual General Meeting through Video Conferencing (VC).
4. 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>.
 - * 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 12-08-2021, 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
2013-14	Dividend	28.07.2014	27.07.2021	25.08.2021
2014-15	Dividend	23.09.2015	22.09.2022	20.10.2022
2015-16	Dividend	11.03.2016	10.03.2023	08.04.2023
2016-17	Dividend	04.08.2017	03.08.2024	01.09.2024
2017-18	Dividend	03.08.2018	02.08.2025	31.08.2025
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	Interim 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 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, Audit, 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. S.S.Ramachandra Raja (DIN:00331491), 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. 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 56th 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 16th August 2021 to 5.00 PM on Wednesday, the 18th August 2021. 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 12th August 2021, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Wednesday, the 18th August 2021.
 - 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirect Reg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM through VC & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their DPs	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 abovementioned website.

- E. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

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

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

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

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

- G. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- H. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- I. Click on the EVSN for Ramco Industries Limited, on which you choose to vote.
- J. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- K. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- L. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- M. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- N. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- O. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- P. Facility for Non - Individual Shareholders and Custodians -Remote Voting
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - f. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at srinivasan.k@msjandnk.in and to the Company at the email address [viz.investors_grievances@ril.co.in](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. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

13. Instructions for shareholders attending the AGM through VC and E-voting during meeting are as under:

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

14. Process for those shareholders whose E-mail/Mobile No. are not registered with the Company/DP:

- A. For Physical shareholders, please provide your E-mail ID/Mobile Number along with necessary details like Folio No., Name of shareholder, scanned copy of share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by E-mail to the Company.
- B. For individual Demat shareholders, please update your e-mail id and mobile no. with your respective DP which is mandatory while E-voting and joining the AGM through VC through Depository.
- C. If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

15. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 12th August, 2021 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 12th August, 2021.
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 alongwith 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.

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

Place : Chennai
Date : 27-07-2021

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The members at their Annual General Meeting held on 04.08.2016 had approved the re-appointment of Raja Charity Trust (RCT) as the sole selling Agent for 5 years from 03.05.2017 to 2.05.2022, at a commission of 1% on the sale value of the Company's products based on orders procured by them. During the last financial years of existing term, substantial part of sales were held through them. Hence it is felt advantageous to the Company to continue the sole selling agency for a further period of 5 (five) years. In terms of Regulation 23(1) of SEBI (LODR) Regulations, 2015, the sales arising out of the orders procured by Raja Charity Trust is classified as Material transaction with the related party as it exceeds 10% of annual consolidated turnover.

Since the sale of products through RCT may be more than 10% of the Consolidated Turnover of the Company, amounts to "Material transaction" with the related party and requires approval of shareholders by Resolution.

The contract with RCT is available for inspection at the Registered Office between 2 p.m. and 4 p.m. on all working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives except Shri.P.R. Venketrama Raja, Shri Abinav Ramasubramania Raja and Sri.S S Ramachandra Raja, as the trustees of RCT and their relatives are concerned or interested financially or otherwise in this item of business.

Item No. 4

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

On the recommendation of the Audit Committee at its meeting held on 24.05.2021, the Board had approved the appointment of M/s. N. Sivashankaran & Co., Cost Accountants as the Cost Auditors of the Company to audit the Company's Cost Records relating to manufacture of Fibre Cement Products (FCP & CSB) and Cotton Yarn, for the financial year 2021-22. The Board had approved a remuneration of ₹ 2,50,000/- (Rupees Two lakh fifty thousand only) exclusive of GST and Out-of-pocket expenses.

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

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

Item No. 5

PLAN A

The Company is proposing Employee Stock Option Schemes, to reward those who had put in long service and contributed to the growth of the Company. The objective of the scheme is to give them opportunity to participate and gain from the Company's performance, thereby acting as a suitable reward. Participation in the ownership of the Company, through share based compensation schemes will be a just reward for the employees for their continuous hard work, dedication and support, which has led the company to be what it is today. The scheme is also intended to attract and retain key talents and motivate them to contribute for the Company's progress and profitability.

Accordingly, the Company had formulated "Employee Stock Option Scheme 2021 - Plan A" (ESOS 2021 - PLAN A) with the aggregate shares underlying the stock option scheme as 5,00,000 equity shares of ₹ 1/- each. The scheme will be extended to the Employees of the Company, as defined in Regulation 2(1)(f) of SBEB.

The scheme will be implemented in accordance with Rule 12 of the Rules and SBEB and such other laws, as may be applicable in this regard, by the Nomination and Remuneration Committee of the Company.

The main features of the ESOS 2021 - PLAN A are as under :

1. Brief Description of the Scheme(s):

This proposed Scheme called Employees Stock Option Scheme 2021 - Plan A (ESOS 2021 - PLAN A) is intended to reward the Eligible Employees of the Company, for their performance and to motivate them to contribute to the progress and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization as it views options as instruments that would enable the Employees to share the value they create for the Company.

2. Total number of options to be granted:

Such number of options would be available for grant to the eligible employees of the Company under ESOS 2021 - PLAN A, in one or more tranches exercisable up to 5,00,000 (Five Lakhs) Equity Shares in the Company of face value of ₹ 1/- each fully paid-up. Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/termination of the employees or otherwise, would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOS 2021 - PLAN A, within overall ceiling. The SBEB require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, the Committee is authorised to decide on issue of additional options, in such circumstances, subject to compliance of the SEBI (SBEB) Regulations.

3. Identification of classes of employees entitled to participate in ESOS 2021- PLAN A:

The Permanent employees of the Company, who have put in 10 years of service are entitled to participate in ESOS 2021 - PLAN A.

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

4. Requirements of vesting and period of vesting:

The options granted shall vest so long as an employee continues to be in the employment of the Company. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year.

The vesting dates in respect of the options granted under the Scheme may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.

5. Maximum period within which the options shall be vested:

Options granted under ESOS 2021 - PLAN A would vest subject to maximum period of 5 (five) years from the date of grant of such options, as may be decided by the Committee.

6. Exercise price or pricing formula:

The Exercise Price shall be equal to ₹ 1/- (Rupee One only) per option or any other price as may be decided by the Committee.

7. Exercise period and the process of Exercise:

The options vested during a financial year can be exercised by the Grantee on or before 31st December of the immediately succeeding Financial Year.

The Vested options shall be exercisable by the employees by an application to the Company expressing his/her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. The options shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of employees under ESOS 2021 - PLAN A :

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time.

9. Maximum number of options to be issued per employee and in aggregate:
The number of options that may be granted to any specific employee of the Company under ESOS 2021 - PLAN A, shall not exceed ₹ 1 lakh in any financial year and shall not exceed ₹ 2 lakh in aggregate.
10. Maximum Quantum of benefits to be provided per employee under the ESOS 2021 - PLAN A:
The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.
11. Scheme of implementation:
The Scheme shall be implemented and administered directly by the Company.
12. Source of Shares:
The Scheme contemplates fresh Issue of Shares by the Company ("Primary Shares").
13. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:
Company is not providing any loan for ESOS 2021 - PLAN A purpose, as Company is directly implementing the plan.
14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:
Not applicable.
15. Accounting and Disclosure Policies:
The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.
16. Method of Valuation:
The Company shall use one of the applicable methods (intrinsic value or fair value) to value its options. In case of Intrinsic Value Method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earnings per Share (EPS) of the company shall be disclosed in the Board's report.

Consent of the members is being sought by way of Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SBEB.

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in the Resolution to the extent of any Stock Options that may be granted to them and the resultant equity shares issued, as applicable.

PLAN B

The Company is proposing Employee Stock Option Schemes, to reward those who had put in long service and contributed to the growth of the Company. The objective of the scheme is to give them opportunity to participate and gain from the Company's performance, thereby acting as a suitable reward. Participation in the ownership of the Company, through share based compensation schemes will be a just reward for the employees for their continuous hard work, dedication and support, which has led the company to be what it is today. The scheme is also intended to attract and retain key talents and motivate them to contribute for the Company's progress and profitability.

Accordingly, the Company had formulated "Employee Stock Option Scheme 2021 - Plan B" (ESOS 2021 - PLAN B) with the aggregate shares underlying the stock option scheme as 5,00,000 equity shares of ₹ 1/- each. The scheme will be extended to the Employees of the Company, as defined in Regulation 2(1)(f) of SBEB.

The scheme will be implemented in accordance with Rule 12 of the Rules and SBEB and such other laws, as may be applicable in this regard, by the Nomination and Remuneration Committee of the Company.

The main features of the ESOS 2021 - PLAN B are as under:

1. Brief Description of the Scheme(s):
This proposed Scheme called Employees Stock Option Scheme 2021 - Plan B (ESOS 2021 - PLAN B) is intended to reward the Eligible Employees of the Company, for their performance and to motivate them to contribute to the progress and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization as it views options as instruments that would enable the Employees to share the value they create for the Company.
2. Total number of options to be granted:
Such number of options would be available for grant to the eligible employees of the Company under ESOS 2021 - PLAN B, in one or more tranches exercisable up to 5,00,000 (Five Lakhs) Equity Shares in the Company of face value of ₹ 1/- each fully paid-up. Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/termination of the employees or otherwise, would be available for being re-granted at a future date. The Committee is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOS 2021 - PLAN B, within overall ceiling.

The SBEB require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted.

Accordingly, the Committee is authorised to decide on issue of additional options, in such circumstances, subject to compliance of the SEBI (SBE) Regulations.

3. Identification of classes of employees entitled to participate in ESOS 2021- PLAN B:
The Permanent employees of the Company, who have put in 3 years of service are entitled to participate in ESOS 2021-PLAN B. Following persons are not eligible:
 - a) an employee who is a Promoter or belongs to the Promoter Group;
 - b) a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
 - c) an Independent Director within the meaning of the Companies Act, 2013.
4. Requirements of vesting and period of vesting:
The options granted shall vest so long as an employee continues to be in the employment of the Company. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year.
The vesting dates in respect of the options granted under the Scheme may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.
5. Maximum period within which the options shall be vested:
Options granted under ESOS 2021 - PLAN B would vest subject to maximum period of 5 (five) years from the date of grant of such options, as may be decided by the Committee.
6. Exercise price or pricing formula:
The Exercise Price shall be equal to ₹ 30/- (Rupees Thirty only) per option or any other price as may be decided by the Committee.
7. Exercise period and the process of Exercise:
The options vested during a financial year can be exercised by the Grantee on or before 31st December of the immediately succeeding Financial Year.
The Vested options shall be exercisable by the employees by an application to the Company expressing his/her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. The options shall lapse if not exercised within the specified exercise period.
8. Appraisal process for determining the eligibility of employees under ESOS 2021 - PLAN B:
The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time.
9. Maximum number of options to be issued per employee and in aggregate:
The number of options that may be granted to any specific employee of the Company under ESOS 2021 - PLAN B, shall not exceed ₹ 1 lakh in any financial year and shall not exceed ₹ 2 lakh in aggregate.
10. Maximum Quantum of benefits to be provided per employee under the ESOS 2021 - PLAN B:
The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.
11. Scheme of implementation:
The Scheme shall be implemented and administered directly by the Company.
12. Source of Shares:
The Scheme contemplates fresh Issue of Shares by the Company ("Primary Shares").
13. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:
Company is not providing any loan for ESOS 2021 - PLAN B purpose, as Company is directly implementing the plan.
14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:
Not applicable.
15. Accounting and Disclosure Policies:
The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

16. Method of Valuation:

The Company shall use one of the applicable methods (intrinsic value or fair value) to value its options. In case of Intrinsic Value Method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earnings per Share (EPS) of the company shall be disclosed in the Board's report.

Consent of the members is being sought by way of Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SBEB.

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in the Resolution to the extent of any Stock Options that may be granted to them and the resultant equity shares issued, as applicable.

Item No. 6

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Shri. Ajay Bhaskar Baliga (DIN 00030743), as Additional Director under Independent Director category on 27th July, 2021.

Shri. Ajay Bhaskar Baliga, a qualified Chemical Engineer, has served at senior management positions in reputed companies. His expertise lies in General Management, Supply, Procurement & Sourcing, Regulatory & Compliance, Innovation & Renovation, Operations Excellence, Technical, Projects & Acquisitions within the Indian and global space. He has been involved with acquisitions, their integration & merger into mainline business, manufacturing footprint & cost optimization, stepping up safety standards & infrastructure to international standards. He has in-depth knowledge of critical supply chain risks and opportunities. He has also done path-breaking work on water conservation and sustainability in this water-stressed country, considering that Alcobev is a large water-consuming industry. His long years of association with the consumer product space lends to his extensive knowledge, creative thinking, interest & insights on trends, consumer behavior, market dynamics & regulatory framework for market penetration & development.

In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Shri. Ajay Bhaskar Baliga (DIN 00030743) holds office as Additional Director up to the date of the forthcoming AGM.. He has furnished a declaration pursuant to section 149(6) of the Companies Act, 2013 that he meets the criteria of independence and is hence eligible for appointment as an Independent Director. In the opinion of the Board, Shri. Ajay Bhaskar Baliga (DIN 00030743) fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. He holds no shares in Ramco Industries Limited.

The resolution seeks Members' approval for his appointment as an Independent Director for 5 consecutive years from the date of his appointment. The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

A copy of the letter of appointment issued to Shri. Ajay Bhaskar Baliga would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Shri. Ajay Bhaskar Baliga, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

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

Place : Chennai
Date : 27th July, 2021

Additional Information on Director seeking re-election at the Annual General Meeting

Shri S S RAMACHANDRA RAJA

Shri. S S Ramachandra Raja, a Science Graduate and has been Director of the Company since 1992 extending valuable guidance. Shri. S S Ramachandra Raja is a Director in the following Companies:

- 1 Rajapalayam Mills Limited
- 2 Sri Vishnu Shankar Mill Limited
- 3 Ramco Management Private Limited
- 4 Sri Sethu Ramasamy Farms Private Limited
- 5 Sudharsanam Investments Limited

He holds 4,07,680 shares in Ramco Industries Limited