

## NOTICE TO THE MEMBERS

Notice is hereby given that the 57<sup>th</sup> Annual General Meeting of the Company will be held at 11.30 a.m. on Wednesday the 10<sup>th</sup> 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 31<sup>st</sup> 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 31<sup>st</sup> 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 3<sup>rd</sup> 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 57<sup>th</sup> 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 57<sup>th</sup> Annual General Meeting till the conclusion of 62<sup>nd</sup> 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 5<sup>th</sup> May 2022, issued by Ministry of Corporate Affairs, Government of India and Circular No: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> 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](http://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](http://www.ramcoindltd.com) and [www.iepf.gov.in](http://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](http://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 5<sup>th</sup> May 2022, and Circular No: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> 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 5<sup>th</sup> May 2022, and Circular No: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> 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 57<sup>th</sup> 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 57<sup>th</sup> 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 57<sup>th</sup> 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 57<sup>th</sup> 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice of the 57<sup>th</sup> 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](http://www.evotingindia.com).

**THE INTRUCTIONS 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 7<sup>th</sup> August 2022 to 5.00 PM on Tuesday, the 9<sup>th</sup> 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 3<sup>rd</sup> August 2022, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Tuesday, the 9<sup>th</sup> 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"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e-voting period or joining the AGM through VC &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> </ol> <p>The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 &amp; voting during the meeting.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful 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 virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

- H. 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 toll free no. 1800 22 55 33
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

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

- I. Login method for e-Voting and joining the AGM through VC for shareholders holding shares in Physical mode and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on “Shareholders” module.
  3. Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  4. Next enter the Image Verification as displayed and Click on Login.
  5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  6. If you are a first-time user follow the steps given below :

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant 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 I

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

- J. 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.

- K. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- L. Click on the EVSN for Ramco Industries Limited, on which you choose to vote.
- M. 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.
- N. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- O. 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.
- P. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- Q. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- R. 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.
- S. There is also an optional provision to upload Board Resolution/ Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- T. Facility for Non - Individual Shareholders and Custodians -For Remote Voting.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping
  - 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [Srinivasan.k@msjandnk.in](mailto:Srinivasan.k@msjandnk.in) and to the Company at the email address viz; [investors\\_grievances@ril.co.in](mailto: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.
- U. If you have any queries or issues regarding attending the Meeting & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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 & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
  - b) The Members can join the 57<sup>th</sup> Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 57<sup>th</sup> Annual General Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders 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) The link for VC/OAVM 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.
  - d) Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Annual General Meeting.
  - e) 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.
  - f) 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.
  - g) 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 their name, demat account number/folio number, email id, mobile number (as registered with the Depository Participant (DP)/(Company) to the email id: [investors\\_grievances@ril.co.in](mailto: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.
  - h) Members who do not wish to speak during the Annual general Meeting but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investors\\_grievances@ril.co.in](mailto:investors_grievances@ril.co.in). These queries will be replied to by the company suitably by email.

- i) Non-Individual members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution authorizing their representative to attend on their behalf at the meeting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address with a copy marked to helpdesk.evoting@cdslindia.com.
  - j) The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  - k) 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.
  - l) Only those shareholders, who are present in the Annual General Meeting through VC/OAVM facility and have not casted 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 Annual General Meeting.
  - m) If any Votes are cast by the shareholders through the e-voting available during the Annual General Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  - n) 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/ Depositories:
    - 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 the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
    - B. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
    - C. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
  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. 3<sup>rd</sup> August, 2022 may obtain the login ID and password by following the procedure mentioned in Point No.12 Step 1 or Step 2, 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 3<sup>rd</sup> August, 2022.
  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,) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@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

Place : Chennai  
Date : 18.05.2022

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

**Item No: 3**

**RE-APPOINTMENT OF SHRI N K SHRIKANTAN RAJA (DIN 00350693)**

Shri N K Shrikantan Raja (DIN 00350693), aged 74 years, has been a Director of the Company since 1986, and has contributed significantly to the growth of the company.

Shri.N K Shrikanthan Raja has the following skill sets:

Skill / Expertise / Competency	Textile Technology Business Management
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The Independent Directors at their meeting held on 21.01.2022, had evaluated the performance of Shri N K Shrikantan Raja, Director and observed the same to be satisfactory and his deliberations beneficial in Board/ Committee meetings.

Considering the skill sets possessed by Shri N K Shrikantan Raja and based on the Independent Directors’ observation on evaluation, the Nomination and Remuneration Committee (NRC) recommended for his re-appointment in terms of Regulation 17(1A) of SEBI (LODR) Regulations, 2015. The Board, after considering the said recommendation, approved the proposal.

Shri N K Shrikantan Raja (DIN 00350693) is eligible for sitting fee for attending Board/Committee Meetings as applicable to the Directors from time to time. His appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

Under Regulation 17(1A) of SEBI (LODR) regulations 2015, Special Resolution is necessary for his re-appointment as a Non-Executive Director, since he will be attaining the age of 75 years during the next tenure.

Profile of Shri N K Shrikantan Raja is given below:

Shri. N K Shrikantan Raja (DIN 00350693), a Commerce graduate, has been Director of the Company since 1986 extending valuable guidance. He is also a Director in the following Companies:-

- 1 The Ramaraju Surgical Cotton Mills Limited
- 2 Sri Yannarkay Services Limited
- 3 Sandhya Spinning Mill Limited
- 4 Sudharsanam Investment Limited
- 5 Sri Vishnu Shankar Mill Limited
- 6 Sri Harini Textiles Limited

He holds 55,140 shares in Ramco Industries Limited as given below:-

- N.K. Shrikantan Raja - 27,373 shares
- N.K. Shrikantan Raja HUF - 27,767 shares

None of the Directors and Key Managerial Personnel except Shri N K Shrikantan Raja may be deemed to be concerned or interested in the Resolution.

**Item No.4**

**RE-APPOINTMENT OF STATUTORY AUDITORS AND FIX THEIR REMUNERATION**

As per the provisions of Section 139 of the Companies Act,2013 the first term of office of M/s.Ramakrishna Raja and Co., Chartered Accountants, (FRN:005333S) and M/s.SRSV & Associates, Chartered Accountants, (FRN:015041S), who have been appointed as the Statutory Auditors of the company at the 52<sup>nd</sup> Annual General Meeting, come to an end at the close of the 57<sup>th</sup> Annual General Meeting of the Company.

In accordance with section 139(2) of the Companies Act, 2013, the Audit Firms can be appointed as Auditors for maximum of 2 terms of 5 consecutive years.

The Audit Committee at its meeting held on 18.05.2022 recommended to the Board the reappointment of M/s. Ramakrishna Raja and Co., Chartered Accountants, (FRN:005333S) and M/s.SRSV & Associates, Chartered Accountants, (FRN:015041S) as statutory auditors of the company for the second term of five years pursuant to section 139 (11) of the companies Act, 2013, from the conclusion of 57<sup>th</sup> Annual General Meeting of the Company to be held on 10<sup>th</sup> August, 2022 till the conclusion of 62<sup>nd</sup> Annual General Meeting of the Company. The Board of Directors at the meeting held on 18.05.2022 have also approved the same.

Subject to the approval of the Members of the Company at the ensuing 57<sup>th</sup> Annual General Meeting, the Board of Directors have recommended the re-appointment of M/s Ramakrishna Raja and Co., Chartered Accountants, (FRN:005333S) and M/s.SRSV & Associates, Chartered Accountants, (FRN:015041S) as Statutory Auditors of the Company, pursuant to Section 139 of the Companies Act,2013.

The Auditors shall be paid for statutory Audit for the financial year 2022-23, a remuneration of ₹ 5 lacs (Rupees five lacs only) each, exclusive of applicable taxes and out of pocket expenses and for the financial years 2023-24 2024-25,2025-26,2026-27, the Board of Directors are authorised to fix/ revise the remuneration based on the recommendation of the Audit Committee.

Also for the financial years 2022-2027 the Board of Directors are authorised to fix/revise the remuneration for certification and other matters based on the recommendation of the Committee.

M/s. Ramakrishna Raja and Co., Chartered Accountants and M/s. SRSV & Associates Chartered Accountants, are known for their high level of professional ethics and values. With the strong technical expertise drawn from their experience over nearly three decades and with a team of highly competent professionals, they provide quality, timely and specific solutions to their clients. The following are the partners of the audit Firms.

Name of the Firm	Name of the Partners
M/s. Ramakrishna Raja and Co., Chartered Accountants	Ms.V.Jayanthi Mr.M.Vijayan Mr.C.Kesavan
M/s. SRSV & Associates, Chartered Accountants	Mr.G.Chella Krishna, Engagement Partner Mr.P.Santhanam Mr.R.Subburaman Mr.V. Rajeswaran

The Statutory Auditors have confirmed their eligibility and have provided their written consents for their proposed reappointment and necessary certificates under rule 4 of the companies (Audit and Auditor) Rules 2014 confirming that their appointment, if made shall be in accordance with the conditions as prescribed by law and they satisfy the criteria provided under Section 141 of the Companies Act, 2013. They have also confirmed that they hold a valid Peer Review Certificate under Regulation 33 (1) (d) of SEBI (LODR) Regulations 2015

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**

**RE-APPOINTMENT OF MANAGING DIRECTOR AND REMUNERATION**

Shri P.V. Abhinav Ramasubramaniam Raja, Managing Director, (DIN 07273249) 28 years, has completed the graduation - Bachelors of Science in Industrial Engineering from Northwestern University Evanston, USA.

He has been appointed as Managing Director of the Company, by the members at their Annual General Meeting held on 04.08.2017 for 5 years. He is also the member of the Corporate Social Responsibility Committee of the Board of Directors.

Shri.P.V Abinav Ramasubramaniam Raja possess the following skill sets:-

Skill/Expertise/Competency	Industrial Engineering, Strategy Management, Business Management and Information Technology
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The Independent Directors at their meeting held on 21.01.2022 had evaluated the performance of Shri P V Abinav Ramasubramaniam Raja, Managing Director and observed the same to be satisfactory and his deliberations are beneficial in Board / Committee Meetings.

The Nomination and Remuneration Committee as per Para A of Part D of Schedule II of SEBI (LODR) Regulations, at its meeting held on 18-05-2022 considering skill sets possessed by Shri. P.V.Abinav Ramasubramaniam Raja and based on the Independent Directors' observations on evaluation, had determined and recommended to the Board for the re-appointment of Shri. P.V. Abinav Ramasubramaniam Raja who fulfills the criteria with respect to qualification and positive attributes and fit and proper person as Managing Director of the Company, for a period of 5 years commencing from 04-06-2022 to 03.06.2027. Being the related party transaction Audit Committee and Board of Directors at their meetings held on 18-05-2022, had approved the same, subject to the approval of the shareholders at the 57<sup>th</sup> Annual General Meeting at a remuneration equivalent to 5% of net profits of the Company or Ramco Systems Limited (RSL) whichever is higher, by way of monthly salary, Allowances, other perquisites/ benefits and commission in accordance with the Article Nos. 16, 16A & 17 of the Articles of Association of the Company, provisions of sections 196,197 and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013.

The appointment is for a period 5 years commencing from 04-06-2022 to 3-06-2027 and he is not liable to retire by rotation. He is also being proposed for appointment as Whole time Director by designation, in the position of "Manager" by M/s. Ramco Systems Limited for a tenure of 2 years.

The Nomination and Remuneration Committee has also approved the remuneration in accordance with provisions of Sections 196,197 and 203 and any other applicable provisions of the companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013, which is as follows:

**Terms of Remuneration:**

- 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:
- 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.
  - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
  - 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.”

It is proposed to authorise the Nomination and Remuneration Committee to fix /revise the quantum and periodicity of the remuneration payable to the Managing Director subject to the limits mentioned in the Resolution.

The appointment and the remuneration proposed fulfilled the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Government of India was not required. Considering the responsibilities to be undertaken by Shri P.V. Abinav Ramasubramaniam Raja and his suitability, the Directors recommend the resolution for Member's approval.

Shri. P.V. Abhinav Ramasubramaniam Raja is a Director in the following Companies:

- Ramco Systems Limited
- Rajapalayam Mills Limited
- LYNKS Logistics Limited
- RCDC Securities and Investments Private Limited
- Ramamandiram Management Consultancy Private Limited
- L3 Enterprises Private Limited

Shri. P V Abinav Ramasubramaniam Raja is a Member in the following committees of the Board of other Companies.

Sl. No	Name of the Company	Name of the Committee
1	Ramco Systems Limited	Stakeholders Relationship Committee
2	Ramco Systems Limited	Allotment Committee
3	Ramco Systems Limited	Fund Raising Committee
4	Rajapalayam Mills Limited	Corporate Social Responsibility Committee Risk Management Committee
5	LYNKS Limited	ESOS 2017 Committee

He holds 40,000 equity shares in the company.

None of the Directors and Key Managerial Personnel except Shri P.V. Abhinav Ramasubramaniam Raja as appointee and Shri P.R. Venketrama Raja as a relative may be deemed to be concerned or interested in the Resolution.

**I. General Information:**

1	Nature of Industry	Building Products and Textiles		
2	Date of Commencement of Business	27.01.1965		
3	Year	Turnover - ₹ in crores	Net Profit - ₹ in crores	Dividend per share - in ₹.
	2021-22	1183.91	106.93	1.00 (recommended)
	2020-21	1002.93	110.78	1.00
	2019-20	826.31	65.51	0.50
4	Foreign investments or collaborations, if any	Investments made in 2 Subsidiaries in Srilanka viz. Sri Ramco Lanka (Pvt.) Ltd., and Sri Ramco Roofings Lanka (Pvt.) Ltd.		

**II. Information about the appointee:**

1.	Background Details	<p>Shri P.V. Abhinav Ramasubramaniam Raja is a Promoter and Managing Director has been on the Board of the Company from 2017.</p> <p>Age : 28 years</p> <p>Qualification : Bachelor of Science in Industrial Engineering from North western University Evanston, USA in June 2015.</p> <p>No. of Shares held in the Company : 40,000 equity shares of ₹1/- each.</p>
2.	Past Remuneration	<p>5% of the net profits of the Company or RSL whichever is higher and in case of no Profits or inadequacy of Profits 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, the Managing Director shall be paid remuneration as approved by the Board and the Nomination and Remuneration Committee which shall not exceed the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 after deducting payment made by RSL. Also entitled to receive sitting fees for attending Board / Committee meetings by him.</p>
3.	Recognition or awards	
4.	Job profile and his suitability	Overall in-charge for Management of the affairs of the Company.
5.	Remuneration proposed	<p>5% of the net profits of the Company or RSL whichever is higher and in case of no Profits or inadequacy of Profits in any financial year not being more than three such financial years, during the currency of his tenure, the Managing Director shall be paid remuneration as per the applicable limit 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. In addition, he shall be eligible for the following perquisites:</p> <ol style="list-style-type: none"> <li>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.</li> <li>Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and</li> <li>Encashment of leave at the end of the tenure.</li> </ol> <p>In addition to the above remuneration, he will also be eligible for any fee paid for attending meetings of the Board or committee thereof or any other purpose, whatsoever as may be decided by the as provided in section 197(5) of the Companies Act, 2013.</p>
6.	Comparative Remuneration profile	Remuneration is comparable with respect to industry, size of the Company, profile of the position and person.
7.	Relationship with managerial personnel/ pecuniary relationship directly or indirectly with the company	He is related to Shri P.R. Venketrama Raja, Chairman of the Company. He has no pecuniary relationship other than the remuneration, he is entitled to receive.

**III. Other Information :**

1	Reasons of loss or inadequate profits	The Company had made profits during the financial years 2019-20,2020-21 & 2021-22. Though it does not anticipate inadequacy of profits during the financial years covered in the proposed tenure, approval of the Members is being sought by way of abundant caution.
2	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> <li>• Cost control measures</li> <li>• Pan India Market penetration</li> <li>• Aggressive marketing of Calcium Silicate Board, SmartBuild etc., The Company is taking continuous steps for improvement.</li> </ul>
3	Expected increase in productivity and profits in measurable terms	• The aforesaid steps taken / to be taken by the Company are expected to improve the company's performance and profitability in the future.

**IV. Disclosures :**

As required, the information is provided under Corporate Governance Section.

The Company had not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2021-22.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details required under standard 1.2.5 of SS-2.

None of the Directors, Key Managerial Personnel or their relatives except Shri P.V. Abinav Ramasubramania Raja as appointee and Shri P.R. Venketrana Raja as relative, are concerned or interested financially or otherwise in this item of business.

The above resolution is proposed as Special Resolution for payment of remuneration which shall not exceed the maximum applicable limit as provided under item (A) of Section II, Part II of Schedule V of the Companies Act, 2013 in case of no profit or inadequacy of profit in any financial year(s) not being more than three such financial years during the tenure, after deducting managerial remuneration paid to him by RSL.

**Item No. 6**

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 18.05.2022, 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 2022-23. 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: 7 & 8**

Item No. 7 relates to modification to the Employee Stock Option Scheme, 2021 - Plan A and Item No. 8 relates to modification to the Employee Stock Option Scheme, 2021 - Plan B. ("Scheme's")

The members are apprised that the ESOS 2021- Plan A and ESOS 2021 - Plan B ("Scheme's") of the Company, was approved by the shareholders of the Company in the Annual General Meeting by way of special resolution on August 19, 2021. Further, Securities and Exchange Board of India ("SEBI") vide its notification dated August 13, 2021 introduced new regulation "Securities and Exchange Board of India (Employee Share Based Employee Benefits and Sweat Equity) Regulations, 2021" ["SEBI (SBEB) Regulations"] to regulate share based benefits provided by the Company to their employees.

Further, pursuant to conditions to be fulfilled with respect to receipt of in-principle approval of BSE Limited ("BSE") dated 30.12.2021 & 4.01.2022 for Plan A and Plan B respectively and National Stock Exchange of India Limited ("NSE") dated 7.01.2022 for both Plan A and B, Company was required to provide its undertaking with respect to amending the following clauses to bring it in compliance with SEBI (SBEB) Regulations.

Clause	Particulars	Existing Clause	Revised Clause
10.2.3	Retirement/ Early Retirement approved by the Company	<b>Vested ESOPs</b> All the Vested ESOPs as on date of retirement shall be exercised by the Option Grantee within 90 days from the date of vesting	<b>Vested ESOPs</b> All the Vested ESOPs as on date of retirement shall be exercised by the Option Grantee within 90 days from the date of vesting.
		<b>Unvested ESOPs</b> All Unvested Options shall vest immediately on the last date of working or 1 (one) year, whichever is later and may be exercised by the Option Grantee within 90 days from the date of vesting	<b>Unvested ESOPs</b> 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	<b>Vested ESOPs</b> 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.	<b>Vested ESOPs</b> 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.
		<b>Unvested ESOPs</b> All Unvested ESOPs as on the date of death of the Option Grantee shall be deemed to be vested immediately, subject to the minimum period of 1 (one) year, and may be exercised by the nominee/ legal heir(s) of Option Grantee within 90 days from the date of vesting.	<b>Unvested ESOPs</b> 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.
11.7	Certificate from Auditors	The Board shall at each annual general meeting place, before the Shareholders of the Company, a certificate from the auditors of the Company that the ESOS 2021 - Plan A and Plan B have been implemented in accordance with SEBI (SBEB) Regulations and is in accordance with the special resolution passed by the Company, in respect of the same, in the general meeting.	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 and Plan B have been implemented in accordance with SEBI (SBEB) Regulations and is in accordance with the special resolution passed by the Company, in respect of the same, in the general meeting.

Accordingly, the same is being placed before the shareholders for their approval. The amended Scheme's shall be applicable from the date of passing of this resolution.

The Members are further informed that the complete amended Scheme's will be available for inspection by the Members at the Registered Office of the Company between 11:00 am and 5:00 pm on all working days (except Saturday(s), Sunday(s) and Public Holidays) up to the date of the upcoming Annual General Meeting and during the continuance of the Annual General Meeting.

All existing and future eligible employees who have been granted or has exercised the options granted under such Schemes are the beneficiaries of such variation.

The approval of the Members is being sought by way of an Ordinary Resolution under Regulation 7(2) of SEBI (SBEB) Regulations.

None of the directors is interested in this resolution.

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

Place : Chennai  
Date : 18.05.2022