

1. Name of Listed
Entity

Ramco Industries Limited

2. Quarter
ending

31-3-2024

i. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Cate- gory (Chairper son/ Exe- cutive/ Non- Exe- cutive/ Inde- pen- dent/ Nomi- nee)	Sub cate- gory	Initial date of appoint ment	Date of Reappoi ntment	Date of cessa- tion	Ten ure	Date of Birth	Whe ther the Direc tor is disq ualifi ed	Whether Spl Resoluti on passed?	Date of passing Special Resolu- tion	No of Director -ship in listed entities includin g this listed entity	No. of Indepen dent Director -ship in listed entities incl. this listed entity (in ref. to proviso to Reg. 17A(1))	No of membe r-ships in Audit/ Stake- holder Committ ee(s) includi ng this listed entity	No of post of Chair- person in Audit/ Stake- holder Committ ee held in listed entities includi ng this listed entity
Mr.	P.R.VENKET-RAMA RAJA	00331406	AAYPV5127H	C & NED		9.3.92	10.8.23			14.5.59	No	NA		5	0	7	4
Mr.	S.S. RAMA- CHANDRA RAJA	00331491	ABNPR9328J	NED		25.6.92	19.8.21			4.9.35	No	Yes	8.1.22	2	0	1	0
Mr.	N.K.SHRIKANTAN RAJA	00350693	AHUPS0284R	NED		28.4.86	10.8.22			20.7.48	No	Yes	10.8.22	2	0	6	3
Mr.	R.S. AGARWAL	00012594	AABPA5381R	ID		1.4.14	1.4.19		120	2.10.42	No	Yes	3.8.18	3	3	3	2
Mr.	V. SANTHANA- RAMAN	00212334	AABPS1322C	ID		1.10.14	1.10.19		114	6.8.49	No	Yes	8.8.19	3	3	2	0
Mrs.	JUSTICE CHITRA VENKATA-RAMAN	07044099	AACPC5234G	ID		24.3.15	24.3.20		108	22.4.52	No	Yes	8.8.19	4	4	5	0
Mr.	P.V. ABINAV RAMASUBRA- MANIAM RAJA	07273249	AYJPA8248F	ED	MD	4.6.17	4.6.22			21.7.93	No	NA		3	0	1	0
Mr.	AJAY BHASKAR BALIGA	00030743	AAYPB1725D	ID		27.7.21	27.7.21		32	12.1.59	No	NA	19.8.21	3	2	2	0
Mr.	HARIHARAN THIAGARAJAN	00174846	AABPT8185C	ID		1.2.24	1.2.24		1	16.7.59	No	Yes	25.1.24	1	1	0	0

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/ Membership</i>	Appointment Date	Cessation Date
1	R.S. AGARWAL	ID	Chairperson	23-Oct-08	
2	JUSTICE CHITRA VENKATARAMAN	ID	Member	24-Mar-15	
3	P.R. VENKETRAMA RAJA	C & NED	Member	03-Aug-17	
4	V. SANTHANARAMAN	ID	Member	03-Nov-20	
5	AJAY BHASKAR BALIGA	ID	Member	05-Mar-22	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/ Membership</i>	Appointment Date	Cessation Date
1	JUSTICE CHITRA VENKATARAMAN	ID	Member	02-Aug-18	
2	N.K. SHRIKANTAN RAJA	NED	Member	04-Jun-17	
3	P.R. VENKETRAMA RAJA	C & NED	Chairperson	14-May-01	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/ Membership</i>	Appointment Date	Cessation Date
1	P.R. VENKETRAMA RAJA	C & NED	Chairperson	22-May-14	
2	V. SANTHANARAMAN	ID	Member	24-May-21	
3	AJAY BHASKAR BALIGA	ID	Member	05-Nov-21	
4	PREM G SHANKER	Member	Member	22-May-14	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	Appointment Date	Cessation Date
1	R.S. AGARWAL	ID	Chairperson	23-Oct-08	
2	N.K. SHRIKANTAN RAJA	NED	Member	22-May-14	
3	V. SANTHANARAMAN	ID	Member	12-Sep-20	

Company Remarks	
Whether Permanent chairperson appointed	Yes

e. Corporate Social Responsibility Committee

<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	Appointment Date	Cessation Date
P.R. VENKETRAMA RAJA	C & NED	Chairperson	22-May-14	
R.S. AGARWAL	ID	Member	22-May-14	
P.V. ABINAV RAMASUBRAMANIAM RAJA	ED	Member	04-Jun-17	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Total Number of Directors as on date of the meeting	Number of Directors present (All Directors including Independent Directors)	Number of Independent Directors present
10.11.2023		Yes	8	8	4
	8.2.24	Yes	9	9	5
	6.3.24	Yes	9	8	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89 26

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Max. gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All Directors including Independent Directors)	Number of independent directors attending the meeting	Number of members attending the meeting (other than Board of Directors)
Audit Committee	10.11.23			Yes	5	5	4	0
Audit Committee		8.2.24	89	Yes	5	5	4	0
Stakeholders Relationship Committee	-	8.2.24	-	Yes	3	3	1	0
Risk Management Committee	-	26.2.24	-	Yes	3	3	2	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No	
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
--	--

VI. Affirmations **Annexure-I**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee -**Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes.**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosures requirements) Regulations, 2015/ - **Yes.**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **S. BALAMURUGASUNDARAM**
Designation : **Company Secretary & Compliance Officer**

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

Annexure II		
1	Name of signatory	S BALAMURUGASUNDARAM
2	Designation	Company Secretary and Compliance Officer

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.ramcoindltd.com
2	Terms and conditions of appointment of independent directors	Yes		www.ramcoindltd.com
3	Composition of various committees of board of directors	Yes		www.ramcoindltd.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.ramcoindltd.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.ramcoindltd.com
6	Criteria of making payments to non-executive directors	Yes		www.ramcoindltd.com
7	Policy on dealing with related party transactions	Yes		www.ramcoindltd.com
8	Policy for determining 'material' subsidiaries	Yes		www.ramcoindltd.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.ramcoindltd.com
10	Email address for grievance redressal and other relevant details	Yes		www.ramcoindltd.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.ramcoindltd.com
12	Financial results	Yes		www.ramcoindltd.com
13	Shareholding pattern	Yes		www.ramcoindltd.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		

16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.ramcoindltd.com
18	Credit rating or revision in credit rating obtained	Yes		www.ramcoindltd.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.ramcoindltd.com
20	Secretarial Compliance Report	Yes		www.ramcoindltd.com
21	Materiality Policy as per Regulation 30 (4)	Yes		www.ramcoindltd.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.ramcoindltd.com
23	Disclosures under regulation 30(8)	Yes		www.ramcoindltd.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.ramcoindltd.com
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.ramcoindltd.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.ramcoindltd.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.ramcoindltd.com
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NIL	0.00	0.00
Promoter Group or any other entity controlled by them	CORPORATE GUARANTEE	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NIL	0.00	0.00
KMPs or any other entity controlled by them	NIL	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	0.00	0.00
Promoter Group or any other entity controlled by them	NIL	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NIL	0.00	0.00
KMPs or any other entity controlled by them	NIL	0.00	0.00

(D) Additional Information		
II. Affirmations		
Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	
Name	K SANKARANARAYANAN	
Designation	CFO	
Place	CHENNAI	
Date	18-04-2024	