

CORPORATE GOVERNANCE REPORT – QE 31-12-2023

General information about company	
Scrip code	532369
NSE Symbol	RAMCOIND
MSEI Symbol	
ISIN	INE614A01028
Name of the entity	RAMCO INDUSTRIES LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

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 includin g this listed entity
Mr.	P.R.VENKETRAMA 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		117	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		111	6.8.49	No	Yes	8.8.19	3	3	2	0
Mrs.	JUSTICE CHITRA VENKATARAMAN	07044099	AACPC5234G	ID		24.3.15	24.3.20		105	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		29	12.1.59	No	NA		3	2	2	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	P.R. VENKETRAMA RAJA	C & NED	Chairperson	14-May-01	
2	N.K. SHRIKANTAN RAJA	NED	Member	04-Jun-17	
3	JUSTICE CHITRA VENKATARAMAN	ID	Member	02-Aug-18	

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	
3	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>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	P.R. VENKETRAMA RAJA	C & NED	Chairperson	22-May-14	
2	R.S. AGARWAL	ID	Member	22-May-14	
3	P.V. ABINAV RAMASUBRAMANIAM RAJA	ED	Member	04-June-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 No. of Directors as on the date of meeting	Number of Directors present (All Directors incl. ID)	Number of Independent Directors present
11-Jul-23		Yes	8	7	4
12-Jul-23		Yes	8	6	3
11-Aug-23		Yes	8	8	4
	10-Nov-23	Yes	8	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total No. of Directors as on the date of meeting	No. of Directors present (All directors incl. ID)	No. of ID attending the meeting	Number of members attending meeting (other than Board of Directors)
Audit Committee	11-Jul-23		Yes	5	5	4	0
Audit Committee	12-Jul-23		Yes	5	4	3	0
Audit Committee	11-Aug-23		Yes	5	5	4	0
Audit Committee		10-Nov-23	Yes	5	5	4	0
Risk Management Committee	4-Sep-23	-	Yes	3	3	2	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

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	
--	--

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
Date of the event	Brief details of the event	

VI. Affirmations

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) - **Applicable**
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**

Signatory Details	
Name of signatory	S. BALAMURUGASUNDARAM
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	11-01-2024