

CORPORATE GOVERNANCE REPORT – QE 31-12-2024

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-204
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	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Sub category	Initial date of appointment	Date of Reappointment	Date of cessation	Tenure	Date of Birth	Whether the Director is disqualified	Whether Spl Resolution passed?	Date of passing Special Resolution	No of Director -ship in listed entities including this listed entity	No. of Independent Director -ship in listed entities incl. this listed entity (in ref. to proviso to Reg. 17A(1))	No of member-ships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including 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.	V. SANTHANA-RAMAN	00212334	AABPS1322C	ID		1.10.14	1.10.19	01.10.24	120	6.8.49	No	Yes	25.1.24	1	1	1	1
Mrs.	JUSTICE CHITRA VENKATARAMAN	07044099	AACPC5234G	ID		24.3.15	24.3.20		117	22.4.52	No	Yes	8.8.19	4	4	6	1
Mr.	P.V. ABINAV RAMASUBRAMANIAM 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		41	12.1.59	No	NA		4	3	4	2
Mr.	HARIHARAN THIAGARAJAN	00174846	AABPT8185C	ID		1.2.24	1.2.24		11	16.7.59	No	Yes	25.1.24	1	1	0	0
Mr.	P.P.S. Janarthana Raja	06702871	AADPJ4240L	ID		1.10.24	1.10.24		3	21.1.51	No	Yes	16.8.24	2	2	6	4

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

ii. Composition of Committees

a. Audit Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00331406	P.R. VENKETRAMA RAJA	C & NED	Member	03-Aug-17	
2	07044099	JUSTICE CHITRA VENKATARAMAN	ID	Member	24-Mar-15	
3	00030743	AJAY BHASKAR BALIGA	ID	Chairperson	05-Mar-22	
4	06702871	P.P.S. JANARTHANA RAJA	ID	Member	01-Oct-24	
5	00212334	V. SANTHANARAMAN	ID	Member	03-Nov-20	01-Oct-24

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00331406	P.R. VENKETRAMA RAJA	C & NED	Chairperson	14-May-01	
2	00350693	N.K. SHRIKANTAN RAJA	NED	Member	04-Jun-17	
3	07044099	JUSTICE CHITRA VENKATARAMAN	ID	Member	02-Aug-18	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
1	00331406	P.R. VENKETRAMA RAJA	C & NED	Chairperson	22-May-14	
2	00030743	AJAY BHASKAR BALIGA	ID	Member	05-Nov-21	
3	00174846	HARIHARAN THIAGARAJAN	ID	Member	01-Oct-24	
4	02582914	PREM G SHANKER	Member	Member	22-May-14	
5	00212334	V. SANTHANARAMAN	ID	Member	24-May-21	01-Oct-24

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	00350693	N.K. SHRIKANTAN RAJA	NED	Member	22-May-14	
2	00174846	HARIHARAN THIAGARAJAN	ID	Member	01-Oct-24	
3	06702871	P.P.S. JANARTHANA RAJA	ID	Chairperson	01-Oct-24	
4	00212334	V. SANTHANARAMAN	ID	Chairperson	12-Sep-20	01-Oct-24

Company Remarks	
Whether Permanent chairperson appointed	Yes

e. Corporate Social Responsibility Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	00331406	P.R. VENKETRAMA RAJA	C & NED	Chairperson	22-May-14	
2	07273249	P.V. ABINAV RAMASUBRAMANIAM RAJA	ED	Member	04-June-17	
3	00174846	HARIHARAN THIAGARAJAN	ID	Member	01-Apr-24	

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
03-Aug-24		Yes	8	8	4
	11-Nov-24	Yes	8	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	99

iv. Meeting of Committees

Name of the Committee	Date(s) of Meeting (if any) 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	03-Aug-24		Yes	4	4	3	0
Audit Committee		11-Nov-24	Yes	4	4	3	0
Risk Management Committee	03-Aug-24	-	Yes	3	3	2	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	99

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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	
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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	20-01-2025