

Ref. No. SECORRES/PBNotice/2023-24
26.12.2023

Auras Corporate Centre, 6th Floor, 98-A, Dr. Radhakrishnan Road, Mylapore, Chennai 600 004. India
+91 44 2847 8585 / 4298 3100, Fax +91 44 2847 8597. www.ramcoindia.com
CIN : L26943TN1965PLC005297, ✉ : ril@ril.co.in

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051
Scrip Code: RAMCOIND EQ

BSE Limited
Floor 25, "P.J.Towers",
Dalal Street, Mumbai – 400 001
Scrip Code: 532369

Dear Sir / Madam,

Sub: Postal Ballot Notice - Intimation under Regulation 30 of the SEBI (LODR) Regulations, 2015.

In terms of Regulation 30 of LODR, we hereby submit a copy of Postal Ballot Notice ('Notice') dated 26th December, 2023 seeking approval of the Members of the Company in respect of the below mentioned resolutions through remote e-voting process only :

1. To approve continuation of Directorship of Shri V. Santhanaraman (DIN 00212334) as Non-Executive Independent Director beyond the age of 75 years in his current tenure, in accordance with Regulation 17(1A) of LODR.
2. To approve the appointment of Shri Hariharan Thiagarajan (DIN 00174846) as an Independent Director of the Company pursuant to Sections 149, 150, 152, Schedule IV and such other provisions as applicable, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a term of five (5) consecutive years from 1st February, 2024 to 31st January, 2029.

The aforesaid Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners as on the cut-off date i.e., Friday the 22nd December, 2023 ('Cut-off Date') and whose e-mail address is registered with the Company/Depository Participant ('DPs'). The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday the 22nd December, 2023.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facility to all the Members. The details of the procedure to cast the vote forms part of the 'Notes' section of the Notice.

The Postal Ballot e-voting facility will be available during the following period :

| | |
|---------------------------------|---|
| Commencement of Remote e-voting | 09.00 A.M. (IST) on Wednesday the 27 th December, 2023 |
| Conclusion of Remote e-voting | 05.00 P.M. (IST) on Thursday the 25 th January, 2024 |

Remote e-voting shall not be allowed beyond 05.00 PM on Thursday the 25th January, 2024.

Members may note that the Notice will also be available on the Company's website at www.ramcoindltd.com, on the websites of the Stock Exchanges, i.e., BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.

We request you to kindly take the same on record.

Thanking you

Yours faithfully
For Ramco Industries Limited

S. Balamurugasundaram
Company Secretary & Legal Head

Encl. : a.a.

RAMCO INDUSTRIES LIMITED

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Phone No. : 044-2847 8585 Fax : 044-2847 8597
email : bms@ril.co.in website : www.ramcoindltd.com

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 Rule 22 of the Companies (Management and Administration), Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Members,

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with General Circular No.09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (MCA") in continuation to the Circulars issued earlier in this regard ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards-2 on General Meeting issued by the Institute of company Secretaries of India and, applicable provisions, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR") and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders") by way of Special Resolutions, is sought via Postal Ballot through e-voting only (voting through electronic means) in respect of the following items :-

- (i) For continuation of Directorship of Shri V. Santhanaraman (DIN 00212334) as Non-Executive Independent Director beyond the age of 75 years in his current tenure, in accordance with Regulation 17(1A) of LODR.
- (ii) For the appointment of Shri Hariharan Thiagarajan (DIN 00174846) as an Independent Director of the Company pursuant to Sections 149,150,152, Schedule IV and such other provisions as applicable, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a term of five (5) consecutive years from 1st February, 2024 to 31st January, 2029.

Members' consent is sought for the proposals contained in the resolutions given in the Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company at www.ramcoindltd.com and the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

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In compliance with the MCA Circulars, the Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members/the list of beneficial owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the Company / depository participant(s) as on Friday, the 22nd December, 2023 (“Cut-off Date”). If so requested by any shareholder, physical copy of the postal ballot form will be sent by post / courier to such shareholder’s registered postal address that is available with the Company. Any person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.

The Company has provided e-voting facility to its Members to cast their vote electronically and has availed the services of CDSL as the agency to provide e-voting facility. The communication of assent or dissent of the Members would take place through e-voting only.

Please note that those shareholders, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to e-vote in relation to the resolution as set out in this Notice.

The Company has appointed Shri K. Srinivasan, Chartered Accountant (Membership No. 021510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants (e-mail ID : Srinivasan.k@msjandnk.in), to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

The Members shall exercise their right to vote on the resolutions included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by CDSL. The e-voting period shall commence at 09.00 A.M. IST on Wednesday the 27th December, 2023 and end at 05.00 P.M. IST on Thursday the 25th January, 2024. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. IST on Thursday the 25th January, 2024. Remote e-voting shall not be allowed beyond 05.00 PM on Thursday the 25th January, 2024.

The last date of e-voting, i.e. Thursday the 25th January, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutiniser shall, immediately after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of conclusion of the voting i.e., on or before January 30, 2024 (Tuesday) , a 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. The Company will also display the results of e-voting at the Registered Office of the Company.

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The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. 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 BSE Limited and The National Stock Exchange of India Limited, Mumbai.

Resolutions passed by the Members through postal ballot are deemed to have been passed as if it has been passed at a General Meeting of the Members.

The proposed resolutions along with the Explanatory Statement pursuant to Section 102 of the Act, setting out all material facts and reasons thereof are annexed hereto for consideration of the Members and forms part of this postal ballot notice (the "Postal Ballot Notice").

SPECIAL BUSINESSES

Item No. : 1

To approve continuation of Directorship of Shri V. Santhanaraman (DIN 00212334) as Non-Executive Independent Director beyond the age of 75 years in his current tenure.

To consider providing your assent or dissent for passing the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Shri V. Santhanaraman (DIN 00212334), as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years i.e., 6th August, 2024 till the expiry of his term, viz. 30th September, 2024 on the same terms and conditions as already approved by the Members, by way of a Special Resolution at the Annual General Meeting held on 8th August, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution".

Item No. : 2

To approve appointment of Shri Hariharan Thiagarajan (DIN 00174846) as a Non-Executive Independent Director on the Board of the Company.

To consider providing your assent or dissent for passing the following resolution as a Special Resolution :

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"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Shri Hariharan Thiagarajan (DIN 00174846), as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years from 1st February, 2024 to 31st January, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution".

By Order of the Board
For RAMCO INDUSTRIES LIMITED

P.R. VENKETRAMA RAJA
CHAIRMAN

DATE : 26.12.2023

PLACE: CHENNAI

Notes :

Instructions to shareholders for remote e-voting :

1. Voting through electronic means :

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] the Company is providing members remote e-voting facility to exercise their right to vote at the businesses to be transacted through e-voting services provided by CDSL.
- B. The facility for remote e-voting shall remain open from 09.00 A.M. IST on Wednesday the 27th December, 2023 to 05.00 P.M. IST on Thursday the 25th January, 2024. 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. Friday the 22nd December, 2023, may exercise remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Thursday the 25th January, 2024.
- C. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- D. Pursuant to the said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode are given below :

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| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"><li data-bbox="831 405 1465 786">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.<li data-bbox="831 786 1465 1323">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. 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 data-bbox="831 1323 1465 1514">3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<li data-bbox="831 1514 1465 2004">4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

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| | |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site |
|--|--|

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| | |
|---|---|
| | 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. |
| 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 DP registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 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. |

F. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non individual shareholders in demat mode. Login method for e-Voting for shareholders holding shares in Physical mode and shareholders other than individual holding in Demat form.

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

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

After entering these details appropriately, click on "SUBMIT" tab.

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- G. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- H. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- I. Click on the EVSN for Ramco Industries Limited, on which you choose to vote.
- J. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- K. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- L. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- M. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- N. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- O. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- P. There is also an optional provision to upload Board Resolution/Power of Attorney, if any, uploaded, which will be made available to Scrutiniser for verification.
- Q. Facility for Non – Individual Shareholders and Custodians –Remote Voting
- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

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- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - c. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - e. 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.
 - f. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at srinivasan.k@msjandnk.in and to the Company at the email address viz.investors_grievances@ril.co.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.
2. Process for those shareholders whose e-mail/Mobile No. are not registered with the Company/DP :-
 - A. For Physical shareholders, please provide your e-mail id/Mobile Number along with necessary details in Form No. : ISR-1, available at the website of the Company.
 - B. For individual Demat shareholders, please update your e-mail id and mobile no. with your respective DP which is mandatory while e-voting.
 3. 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 22nd December, 2023.
 4. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com or call toll free no. 1800 22 55 33.

CHENNAI
26.12.2023

By Order of the Board
For RAMCO INDUSTRIES LIMITED

P.R.VENKETRAMA RAJA
CHAIRMAN

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STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. : 1

Shri V. Santhanaraman was appointed by way of Special Resolution at the Annual General Meeting held on 8th August, 2019, for the second consecutive term of 5 years as an Independent Director, for the period being from 1st October, 2019 to 30th September, 2024.

Vide Amendment dated 9th May, 2018, Regulation 17(1A) was inserted in LODR, which came into effect from 1st April, 2019, as per which a Director can continue his directorship, if he has attained the age of 75 years, if a Special Resolution is passed to that effect, in which case, the explanatory statement annexed to the Notice should indicate the justification for appointing and continuing such a person as a Director.

Further as per Guidance note on SEBI Circular no.SEBI/HO/CFD/CMD/CIR/P 2020/12 dt.22.1.2020 issued by Stock Exchanges , the explanatory statement should mention the age of the Director.

Even though appointment of Sri.V Santhanaraman as an Independent Director, for the period from 1st October, 2019 to 30th September, 2024 had been approved by the members vide special resolution, he will be attaining the age of 75 years on 6th August, 2024.

Hence, a Special Resolution is required to be passed by the Company for the continuation of Shri V. Santhanaraman, as an Independent Director of the Company from 6th August, 2024 till the expiry of his term viz. 30th September, 2024 on the same terms and conditions as already approved by the Members by way of a Special Resolution at the Annual General Meeting held on 8th August, 2019

His Profile in brief is given below :-

Shri V. Santhanaraman, aged 74 years, holds degree in Commerce and completed CAIIB. He has served in the Banking Sector for the past four decades from 1970 to 2009. He was appointed as Probationary Officer in the year 1970 in Indian Bank and held various positions and appointed as General Manager in the year 1998 and held that position till 2006. He was appointed as Executive Director of Bank of Baroda in October, 2006 and retired in August 2009.

He has been on the Board of Ramco Industries Limited since 1st October, 2014.

He is also a Director in the following Companies :

1. Rajapalayam Mills Limited
2. The Ramaraju Surgical Cotton Mills Limited

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Phone No. : 044-2847 8585 Fax : 044-2847 8597

email : bms@ril.co.in website : www.ramcoindltd.com

He is also a Member in the following Committees :-

| Name of the Company | Name of the Committee | Position Held (Chairman/Member) |
|--------------------------|---------------------------------------|------------------------------------|
| Ramco Industries Limited | Audit Committee | Member |
| | Nomination and Remuneration Committee | Member |
| | Risk Management Committee | Member |

His attendance for the Board Meetings during his current tenure is 100%.

His rich contribution at the Board and Committee Meetings was highly beneficial to the Company. The Board of Directors are of the view that the Company would continue to get the benefit of his rich experience of Banking and Risk Management, till the completion of his second term, which is beyond his attaining age of 75 years.

He holds no share in Ramco Industries Limited.

The Directors recommend the Resolution to the Members for their approval.

Disclosure of Interest :

Except Shri V. Santhanaraman, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in anyway, concerned or interested, financially or otherwise in the resolution . The Notice together with this Statement may be regarded as a disclosure under Regulation 17(1A) of LODR.

Item No. : 2

Presently, the Board Comprises of the following Directors:-

Shri P.R. Venketrama Raja, Chairman – Non Executive Non Independent Director
Shri P.V. Abinav Ramasubramaniam Raja, Managing Director – Executive Director
Shri S.S. Ramachandra Raja - Non Executive Non Independent Director
Shri N.K. Shrikantan Raja - Non Executive Non Independent Director
Shri R.S. Agarwal - Non Executive Independent Director
Shri V. Santhanaraman - Non Executive Independent Director
Smt. Justice Chitra Venkataraman (Retd.) - Non Executive Independent Director
Shri Ajay Bhaskar Baliga - Non Executive Independent Director

As per Regulation 17(1)(b) of SEBI LODR, where the regular non-executive chairperson is a promoter of the listed entity, at least half of the board of directors of the listed entity shall consist of independent directors and we are in compliance with this requirement.

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Out of the above Directors, Shri R.S. Agarwal, Independent Director, would be retiring on 31st March, 2024, after completion of his 2nd term as an Independent Director in the Company. This necessitates appointment of an Independent Director on the Board of the Company before 1st April, 2024 to comply with Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

The Nomination and Remuneration Committee (NRC) of the Company in pursuance of Section 178(2) of the Companies Act, 2013 and Para A of Part D of Schedule II of SEBI (LODR) Regulations, recommended to the Board, the appointment of Shri Hariharan Thiagarajan (DIN 00174846), aged 64 years, as an Independent Director of the Company for a period of 5 consecutive years with effect from 1st February, 2024 to 31st January, 2029, in accordance with Section 149 (10) of the Companies Act, 2013 since he fulfils the criteria with respect to qualification, positive attributes and is a person of integrity and possesses relevant expertise and experience and satisfies the criteria of Independence for being appointed as an Independent Director. Based on the recommendation of the NRC, the Board recommended his appointment as an Independent Director of the Company for a period of 5 consecutive years as mentioned above to the members and in the opinion of the Board, he fulfils the conditions specified in the Act for such an appointment.

The Company has received a consent in writing from Shri Hariharan Thiagarajan to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a director and a declaration in writing that he meets the criteria of independence for being appointed as an Independent Director.

Pursuant to the Companies (Appointment and Qualifications of Directors) Rules, 2014, Shri Hariharan Thiagarajan has registered with the Indian Institute of Corporate Affairs and his name is included in the Independent Directors data bank.

Shri Hariharan Thiagarajan would be entitled to receive sitting fees for attending Board/Committee meetings.

Brief Profile of Shri Hariharan Thiagarajan is as given below :-

Shri Hariharan Thiagarajan, is a B.Tech. in Chemical Engineering from Madras University and MBA in Marketing and Finance from Open University Business Schools, UK.

A Retired Senior management professional with Strong Orientation in Operations, with over 39 years of, cross cultural, combined Manufacturing, Projects & Technology, Business Development and Marketing experience in Consumer packaged Goods.

His skills include strong track record of managing for results, ability to translate strategic intents into practical, attainable business objectives, and then take sound business decisions leading to activities ensuring continued growth and profitability.

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A TPM (Total Productive Management) practitioner since 1999, trained directly under Yamguchi San of JIPM and Steered many Innovative business Initiatives through effective implementation of TPM. As a Board member of CII TPM Club of India played an active role in promoting and supporting TPM across various Industries.

He was associated with the TTK Group since 1990. He was the Managing Director of TTK-LIG Limited and SSL-TTK Limited from September, 2004 to July, 2010 thereafter occupied the position of "Chief Manufacturing Officer" of TTK Prestige Limited from July, 2010 and retired on January, 2020.

Shri Hariharan Thiagarajan, possesses requisite skills, experience, knowledge and capabilities as identified by NRC and required for the role of an Independent Director of the Company and his appointment would be beneficial to the Company.

The draft letter of appointment setting out the terms and conditions of the appointment of Independent Director shall be uploaded on the website of the Company and will be available for inspection till the completion of the postal ballot process.

The Directors recommend the Resolution to the Members for their approval.

Additional details as required, pursuant to the provisions of LODR and the Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Disclosure of Interest :

Except Shri Hariharan Thiagarajan, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in anyway, concerned or interested, financially or otherwise in the resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

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Annexure**Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards****Item No.2**

| Shri Hariharan Thiagarajan (DIN 00174846) | |
|---|--|
| Age | 64 years |
| Profile, qualification and experience | Mentioned in the statement given above pursuant to Section 102 of the Companies Act, 2013 for Item No.2 |
| Nature of expertise in specific functional areas | |
| Inter-se relationships with directors and key managerial personnel | None |
| Key terms and conditions of appointment | As per the resolution set out at Item No. 2 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Companies Act, 2013 |
| Date of first appointment on Board | Not Applicable |
| Details of remuneration last drawn (FY 2022-23) | Not Applicable |
| No. of Board Meetings attended during FY 2023-24 (upto the date of this Notice) | Not Applicable |
| Remuneration proposed to be paid | Shri Hariharan Thiagarajan would be entitled to receive sitting fees for attending Board/ Committee meetings. |
| Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice | Nil |
| Directorships in other Companies | Listed Company - NIL Other Companies : Entro Labs Private Limited |
| Membership / Chairmanship of Committees in other Companies | Listed Company - NIL Other Companies - NIL |

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| | |
|--|--|
| Listed entities from which the Director has resigned in the past three years | NIL |
| Skills and capabilities required for the role and the way he meets such requirements | Shri Hariharan Thiagarajan brings in expertise and experience in manufacturing, business development and marketing etc. all of which are relevant and required for the Company |