

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L26943TN1965PLC005297

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACR5284J

(ii) (a) Name of the company

RAMCO INDUSTRIES LIMITED

(b) Registered office address

47, PSK NAGAR,  
RAJAPALAYAM  
VIRUDHUNAGAR DISTRICT  
Tamil Nadu  
626108

(c) \*e-mail ID of the company

bms@ril.co.in

(d) \*Telephone number with STD code

04428478585

(e) Website

www.ramcoindltd.com

(iii) Date of Incorporation

27/01/1965

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"  
No.1 CLUB HOUSE ROAD

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

10/08/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	80.1
2	C	Manufacturing	C2	Textile, leather and other apparel products	17.18

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

9

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SUDHARSANAM INVESTMENTS	U65993TN1998PLC040821	Subsidiary	100

2	SRI RAMCO LANKA (PRIVATE) L		Subsidiary	99.99
3	SRI RAMCO ROOFINGS LANKA		Subsidiary	99.99
4	THE RAMCO CEMENTS LIMITED	L26941TN1957PLC003566	Associate	21.36
5	RAJAPALAYAM MILLS LIMITED	L17111TN1936PLC002298	Associate	1.73
6	RAMCO SYSTEMS LIMITED	L72300TN1997PLC037550	Associate	17.74
7	RAMCO INDUSTRIAL AND TECH	U74999TN2002PLC048773	Associate	1.05
8	MADURAI TRANS CARRIER LIM	U62100TN2013PLC094059	Associate	17.17
9	LYNKS LOGISTICS LIMITED	U60200TN2015PLC103367	Associate	29.22

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	86,663,060	86,663,060	86,663,060
Total amount of equity shares (in Rupees)	200,000,000	86,663,060	86,663,060	86,663,060

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY</b>				
Number of equity shares	200,000,000	86,663,060	86,663,060	86,663,060
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	200,000,000	86,663,060	86,663,060	86,663,060

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	1,980,600	84,682,460	86663060	86,663,060	86,663,060	
<b>Increase during the year</b>	0	854,800	854800	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		854,800	854800			
Dematted during the year						
<b>Decrease during the year</b>	854,800	0	854800	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	854,800		854800			
dematted during the year						
<b>At the end of the year</b>	1,125,800	85,537,260	86663060	86,663,060	86,663,060	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

11,839,078,439

**(ii) Net worth of the Company**

9,502,023,532

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	22,766,161	26.27	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	24,003,660	27.7	0	
10.	Others	0	0	0	
	<b>Total</b>	46,769,821	53.97	0	0

**Total number of shareholders (promoters)**

19

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	30,337,611	35.01	0	
	(ii) Non-resident Indian (NRI)	1,078,408	1.24	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	1,401,000	1.62	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,640,000	1.89	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,526,604	2.92	0	
10.	Others                      Clearing Members, Trusts, F	2,909,616	3.36	0	
	<b>Total</b>	39,893,239	46.04	0	0

**Total number of shareholders (other than promoters)**

29,521

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

29,540

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	19	19
Members (other than promoters)	22,333	29,521
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	1	1	1	0.05	7.18
<b>B. Non-Promoter</b>	0	6	0	6	0	0.53
(i) Non-Independent	0	2	0	2	0	0.53
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>7</b>	<b>1</b>	<b>7</b>	<b>0.05</b>	<b>7.71</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
POOSAPADI RAMASU	00331406	Director	6,220,655	
POOSAPADI VENKET	07273249	Managing Director	40,000	
SINTHALAPADI SRIRE	00331491	Director	407,680	
NAMBUR KRISHNAMA	00350693	Director	55,140	
RADHEY SHYAM AGAI	00012594	Director	0	
VAIDYANATHAN SANT	00212334	Director	0	
VENKATARAMAN CHI	07044099	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
AJAY BHASKAR BALIG	00030743	Director	0	
PREM SHANKER	AHFPS4019P	CEO	10,893	
SANKARANARAYANAN	AAOPS9786P	CFO	0	
SOMASUNDARAM BAL	AANPB0649K	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SUBRAMANIAN SURESH	02070440	Additional director	30/05/2021	Cessation
AJAY BHASKAR BALIG	00030743	Additional director	27/07/2021	Appointment
AJAY BHASKAR BALIG	00030743	Director	19/08/2021	Change in Designation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	19/08/2021	28,035	108	49.32

**B. BOARD MEETINGS**

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2021	8	8	100
2	17/06/2021	7	7	100
3	27/07/2021	8	8	100
4	27/09/2021	8	8	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	26/10/2021	8	8	100
6	05/11/2021	8	7	87.5
7	21/01/2022	8	8	100
8	15/03/2022	8	8	100

### C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	24/05/2021	4	4	100
2	AUDIT COMM	17/06/2021	4	4	100
3	AUDIT COMM	27/07/2021	4	4	100
4	AUDIT COMM	27/09/2021	4	4	100
5	AUDIT COMM	26/10/2021	4	4	100
6	AUDIT COMM	05/11/2021	4	4	100
7	AUDIT COMM	21/01/2022	4	4	100
8	AUDIT COMM	15/03/2022	5	5	100
9	NOMINATION	24/05/2021	3	3	100
10	NOMINATION	27/07/2021	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	10/08/2022
								(Y/N/NA)
1	POOSAPADI	8	8	100	12	12	100	Yes
2	POOSAPADI	8	7	87.5	1	1	100	Yes

3	SINTHALAPA	8	8	100	0	0	0	Yes
4	NAMBUR KRI	8	8	100	4	4	100	Yes
5	RADHEY SHY	8	8	100	12	12	100	Yes
6	VAIDYANATH	8	8	100	13	13	100	Yes
7	VENKATARAM	8	8	100	9	9	100	Yes
8	AJAY BHASK	6	6	100	3	3	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	POOSAPADI VENK	MANAGING DIR	21,600,000	59,703,471	0	1,875,200	83,178,671
	Total		21,600,000	59,703,471	0	1,875,200	83,178,671

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PREM SHANKER	CEO	35,012,299				35,012,299
2	SANKARANARAYA	CFO	8,560,816				8,560,816
3	SOMASUNDARAM	COMPANY SEC	3,980,420				3,980,420
	Total		47,553,535	0			47,553,535

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	POOSAPADI RAMA	DIRECTOR	0	0	0	800,000	800,000
2	SINTHALAPADI SR	DIRECTOR	0	0	0	320,000	320,000
3	NAMBUR KRISHNA	DIRECTOR	0	0	0	480,000	480,000
4	RADHEY SHYAM A	DIRECTOR	0	0	0	880,000	880,000
5	VAIDYANATHAN S	DIRECTOR	0	0	0	920,000	920,000
6	VENKATARAMAN (	DIRECTOR	0	0	0	760,000	760,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
7	AJAY BHASKAR B	DIRECTOR	0	0	0	400,000	400,000
8	SUBRAMANIAN SU	ADDITIONAL DI	0	0	0	80,000	80,000
	Total		0	0	0	4,640,000	4,640,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
RAMCO INDUSTRIES	LIST ATTACHED	15/03/2021	LIST ATTACHED	LIST ATTACHED	LIST ATTACHED

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

K SRIRAM

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2215

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

POOSAPADI  
VENKETRAMA RAJA  
ABINAVRAMASUBRA  
MANIAMRAJA  
Digitally signed by  
POOSAPADI VENKETRAMA  
RAJA  
ABINAVRAMASUBRA  
MANIAMRAJA  
Date: 2022.10.07 10:28:00  
+05'30'

DIN of the director

07273249

**To be digitally signed by**

SOMASUNDAR  
AM BALA  
MURUGA  
SUNDARAM  
Digitally signed by  
SOMASUNDAR  
AM BALA  
MURUGA  
SUNDARAM  
Date: 2022.10.07  
10:28:50 +05'30'

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

**List of attachments**

Attach

Attach

Attach

Attach

RIBcid.pdf  
RIBcontrol.pdf  
RIBEleData.pdf  
RIBshr.pdf  
RIBsht.pdf  
ROC ltr-MGT7-2021-22.pdf  
MGT8-2021-22.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**





Auras Corporate Centre, 6<sup>th</sup> Floor, 98-A, Dr. Radhakrishnan Road, Mylapore, Chennai 600 004, India  
 Ref. No.MGT7/2021-22 ☎ +91 44 2847 8585 / 4298 3100, Fax +91 44 2847 8597. [www.ramcoindltd.com](http://www.ramcoindltd.com)  
 6.10.2022 CIN : L26943TN1965PLC005297, ✉ : ril@ril.co.in

The Registrar of Companies  
 Block No.6, B – Wing, 2<sup>nd</sup> Floor  
 Shastri Bhavan, 26, Haddows Road  
 Chennai 600 006

Dear Sir,

Sub : Annual Return in e-form MGT-7 pursuant to Section 92 of the Companies Act, 2013 (the Act) for the Financial Year ended 31<sup>st</sup> March, 2022 (the year).

\*\*\*\*\*

We wish to submit the following clarifications in respect of the details provided in the e-form MGT-7, in order to explain the basis on which such details have been furnished. The clarifications are given pointwise as given in the e-form :-

Sl. No.	Reference to Point No. in MGT-7	Clarification
1.	I(vi)(a) – Registration and other details	With respect to Stock Exchange code, we are unable to input any alphabet in the field given below the code. Hence, Code A1 is given as '1' and A1024 is given as '1024'
2.	III – Particulars of holding, subsidiary and associate companies	<p>1. The Registration No. of our two Subsidiaries in Sri Lanka, is given below, as the e-form is not accepting the same :</p> <p>Sri Ramco Lanka (Pvt.) Ltd. – PV 4683                      Sri Ramco Roofings Lanka (Pvt.) Ltd. – PV 75389</p> <p>Sri Ramco Roofings Lanka (Pvt.) Ltd. is a step-down subsidiary (through the Company's Wholly owned Subsidiary Sri Ramco Lanka (Pvt.) Ltd., Sri Lanka) in which the Company directly holds 99.99% which has been disclosed in the e-form.</p> <p>2. Companies listed under serial number 4 to 9 have been categorised as "Associates" as per the applicable Indian Accounting Standards to maintain uniformity with the disclosures made in the audited financial statements for the year.</p>
3.	VI(a) – Shareholding Pattern – Promoters	For the sake of uniformity, persons/entities disclosed to the Stock Exchanges in terms of SEBI (LODR) Regulations, 2015 the Promoters/Promoter Group/Persons acting in concert have been considered as "Promoters" in terms of Section 2(69) of the Companies Act, 2013 also and their shareholding has been disclosed accordingly.

: 2 :

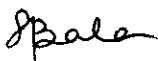
Sl. No.	Reference to Point No. in MGT-7	Clarification
4.	IX – C and D – Committee meetings and Attendance of Directors	Out of 15 committee meetings held during the year 2021-22, the particulars of 10 meetings have been provided in the e-form. The details of remaining 5 meetings is given in the annexure. Shri. Subramanian Suresh, who resigned from the Board with effect from 30 <sup>th</sup> May, 2021, has attended one Board Meeting held on 24 <sup>th</sup> May, 2021.
5.	X – Remuneration of Directors and Key Managerial Personnel	Meetings of the Independent Directors held on 18 <sup>th</sup> May, 2021 and 21 <sup>st</sup> January, 2022 as required under Schedule IV to the Act, and sitting fees paid details were included in the Annual Return under "Sl. No. X- Number of other directors (non-executive) whose remuneration details to be entered".  In case of non-executive directors, Sitting fees paid is disclosed under "Others" Column.
6.	XII – Penalty and Punishment – details thereof.	List attached as a separate annexure to the Annual Return

Kindly take the e-form MGT-7 on record along with the above clarifications.

Thanking you

Yours faithfully

For RAMCO INDUSTRIES LIMITED



**S. BALAMURUGASUNDARAM**

Company Secretary and Legal Head



Encl. :a.a.

**Annexure - Item No.4 of our letter dt. 6.10.2022****IX. C. COMMITTEE MEETINGS (Contd.)**

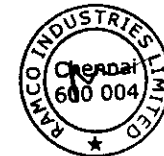
S.No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of total shareholding
11	Nomination and Remuneration Committee	20-01-2022	3	3	100
12	Stakeholders Relationship Committee	21-01-2022	3	3	100
13	Corporate Social Responsibility Committee	24-05-2021	3	3	100
14	Risk Management Committee	22-12-2021	4	4	100
15	Risk Management Committee	29-03-2022	4	4	100



**Annexure to the Annual Return – 2021-22**

A) Details of penalties, punishment imposed on Company /Directors / Officers in following formats:

<b>Name of Co./Directors/ Officers</b>	<b>Name of the Court/Concerned authority</b>	<b>Date of order</b>	<b>Name of the Act and section under which penalised / punished</b>	<b>Details of Penalty/ Punishment (In Rupees)</b>	<b>Details of appeal (if any) including present status</b>
Karnataka	VAT Act - Asst/ Deputy/ Joint Commissioner Appeal	Dated 15.03.2021 for 2016-17 but received in the month of 05.07.2021	Assessment order - Penalty as per section 39(1),36(1) & 72(2) of KVAT Act 2003	360	Amnesty scheme applied and as per the scheme Waiver given for Penalty amount. We have not paid the amount since Amesty scheme applied immediately
Chattishgarh	VAT Act - Asst/ Deputy/ Joint Commissioner Appeal	Dated 14.10.2021	Assessment Order- Penalty Levied under Rule 82 (3) & (7) and 19(4) of Chattisgarh VAT Act. This is due to late filing of Annual return	7021	Since no opportunity given by the Dept, we requested Dept to consider Re-assessment for the initial Order dated 14.10.2021. Dept also considered re-assessment and passed order to the extent of Rs Rs 7021/- penalty amount only. We have also settled the amount during the FY 2022-23
Chattishgarh	CST Act - Asst/ Deputy/ Joint Commissioner Appeal	Dated 14.10.2021	Assessment Order- Penalty Levied under Rule 82 (3) & (7) and 19(4) of Chattisgarh VAT Act. This is due to late filing of Annual return	7000	Since no opportunity given by the Dept, we requested Dept to consider Re-assessment for the initial Order dated 14.10.2021. Dept also considered re-assessment and passed order to the extent of Rs Rs 7000/- penalty amount only. We have also settled the amount during the FY 2022-23



**Annexure to the Annual Return – 2021-22**

Chattishgarh	Entry Tax Act - Asst/ Deputy/ Joint Commissioner Appeal	Dated 14.10.2021	Assessment Order- Penalty Levied under Rule 82 (3) & (7) and 19(4) of Chattisgarh VAT Act. This is due to late filing of Annual return	7000	Since no opportunity given by the Dept, we requested Dept to consider Re- assessment for the initial Order dated 14.10.2021. Dept also considered re- assessment and passed Order without any demand even for Penalty during the FY 2022-23 . We have made provision in the books of accounts during FY 2021-22 which was reversed during the FY 2022- 23
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**B) details of compounding of offences**

Name of Co./Directors/ Officers	Name of the Court/Concerned authority	Date of order	Name of the Act and section under which penalised / punished	Particulars of Offence	Amount of Compounding ( in Rs.)
Nil	Nil	Nil	Nil	Nil	Nil

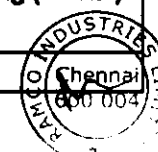
**GST :**

**A) details penalties, punishment imposed on Company /Directors / Officers in following formats:**

Name of Co./Directors/ Officers	Name of the Court/Concerned authority	Date of order	Name of the Act and section under which penalised / punished	Details of Penalty/ Punishment	Details of appeal (if any) including present status
NIL	NIL	NIL	NIL	NIL	NIL

**B) details of compounding of offences**

Name of Co./Directors/ Officers	Name of the Court/Concerned authority	Date of order	Name of the Act and section under which penalised / punished	Particulars of Offence	Amount of Compounding ( in Rs.)
NIL	NIL	NIL	NIL	NIL	NIL



<b>CONSOLIDATED LIST OF FACTORIES FOR THE YEAR APRIL 2021 - MARCH 2022</b>			
<b>Sl No</b>	<b>Factory Name</b>	<b>A) Details of Penalties, Punishment imposed on Company / Directors / Officers</b>	<b>B) Details of Compounding of Offences</b>
1	ARAKKONAM	NIL	NIL
2	MAKSI	NIL	NIL
3	KARUR	NIL	NIL
4	BHUJ	NIL	NIL
5	VIJAYAWADA	NIL	NIL
6	SILVASSA	NIL	NIL
7	BIHIYA	NIL	NIL
8	KHARAGPUR	NIL	NIL
9	KOTPUTLI	NIL	NIL
10	GANGAIKONDAN	NIL	NIL





# **S. Krishnamurthy & Co.,**

## **Company Secretaries**

**Form No. MGT-8**

*[Pursuant to Section 92(2) of the Companies Act, 2013, and  
Rule 11(2) of the Companies (Management and Administration) Rules, 2014]*

### **CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

*(To be read along with our letter of even date annexed hereto)*

We have examined the registers, records, books and papers of **RAMCO INDUSTRIES LIMITED**, having Corporate Identity Number **L26943TN1965PLC005297** ('the Company'), as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder ('the Rules'), for the financial year ended on **31<sup>st</sup> March 2022** ('the financial year/ the year').

In our opinion and to the best of our information and according to the examination / verification of the physical / electronic books, minute books and other records maintained by the Company and furnished to us in physical / electronic form through email, forms / returns filed by the Company and explanations/ representations furnished to us by the Company, its officers and agents, we hereby certify that:

- A. The Annual Return of the Company for the year, as furnished for our certification, read with the explanatory letter annexed thereto as an optional attachment, states the facts as at the close of the aforesaid financial year viz. as at **31<sup>st</sup> March 2022**, correctly and adequately.
- B. During the aforesaid financial year, viz. from **1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022**, the Company's compliance in respect of certain specified provisions of the Act and the Rules, are as set out below:

1. The Company's status continues to be that of a Listed Public Company, limited by shares.
2. The Company has maintained the prescribed registers / records required under the Act and we are informed that entries therein were made within the prescribed time-limit.
3. The Company, during the year:
  - (a) Has filed the requisite forms and returns with the Registrar of Companies and Central Government within the prescribed time-limit specified in the applicable Sections of the Act; and
  - (b) Has not filed any forms or returns with the Regional Director, the Tribunal, the Court or other authorities under the Act.
4. During the year:
  - (a) The Company has called, convened and held the following meetings on the dates stated in the Annual Return (being within the due date(s), wherever applicable):
    - (i) 8 (eight) meetings of the Board of Directors ('the Board');
    - (ii) 15 (fifteen) meetings of Committees of the Board:
      - ❖ Audit Committee - 8 (eight) meetings
      - ❖ Nomination and Remuneration Committee - 3 (three) meetings
      - ❖ Stakeholders' Relationship Committee - 1 (one) meeting
      - ❖ Corporate Social Responsibility Committee - 1 (one) meeting
      - ❖ Risk Management Committee - 2 (two) meetings



**Certificate in Form MGT-8 for the Annual Return as on 31<sup>st</sup> March 2022**  
**Ramco Industries Limited (57<sup>th</sup> AGM held on 10<sup>th</sup> August 2022)**

- (iii) The 56<sup>th</sup> Annual General Meeting (56<sup>th</sup> AGM) of the members of the Company held on 19<sup>th</sup> August 2021.
- (b) The Company has also conducted a Postal Ballot process for passing a special resolution, which concluded on 8<sup>th</sup> January 2022.
- (c) In respect of the aforesaid meetings and the postal ballot process, proper notices were given and the proceedings, including circular resolutions and the postal ballot, have been properly recorded in the Minute Books maintained for the purpose in loose-leaf form and the same have been signed.
- (d) The separate meetings of the Independent Directors held on 18<sup>th</sup> May 2021 and 21<sup>st</sup> January 2022, as required under Schedule IV to the Act, were not considered as meetings of a Committee of the Board, and hence details of that meeting and attendance of directors thereat have not been furnished in the Annual Return. The independent directors who attended the meetings have been paid sitting fees for the same.
5. The Company has not closed its Register of Members/Share transfer books during the year.
6. The Company has complied with the provisions of Section 185 of the Act.
7. The Company has complied with Section 188 of the Act in respect of the contracts / arrangements entered into with related parties. We are informed that, all such contracts / arrangements were entered into on arms' length basis and in the ordinary course of business. Prior / omnibus approvals have been obtained from the Audit Committee for all the related party transactions. The material transactions entered into with Raja Charity Trust, a related party, was based on the approval by the shareholders at the 56<sup>th</sup> AGM.
8. The Company has complied with the provisions of the Act and the Rules in respect of:
- Issue of either share certificates or letter of confirmation in lieu of share certificates (pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated 25<sup>th</sup> January 2022) in the following instances, wherever applicable / required:
- (i) Transmission of equity shares in physical form.
- (ii) Split / replacement of share certificates for effecting transmission of Equity Shares in physical form; and
- (iii) Duplicate share certificates in respect of Equity Shares required to be transferred to IEPF under Section 124 (6) of the Act.
- Issue of Commercial Papers in dematerialised form.
- The Company did not have any of the following transactions during the year:
- (a) Reduction of share capital;
- (b) Conversion of shares / securities; and
- (c) Issue or redemption of Preference Shares or Debentures





**Certificate in Form MGT-8 for the Annual Return as on 31<sup>st</sup> March 2022**  
**Ramco Industries Limited (57<sup>th</sup> AGM held on 10<sup>th</sup> August 2022)**

**9. The Company:**

- (a) Has not kept in abeyance, any rights to dividend, rights shares and bonus shares, pending registration of transfer of shares; and
- (b) Has not declared any dividend during the year and hence the provisions of Section 123 of the Act are not applicable.

**10. The Company has complied with the provisions of Sections 124 and 125 of the Act and the corresponding Rules in respect of transfers to the Investor Education and Protection Fund (IEPF) of the following, during the year:**

- (a) Unclaimed final dividend for the financial year ended 31<sup>st</sup> March 2014; and
- (b) 35,852 equity shares in respect of which dividend has not been paid or claimed for seven consecutive years.

**11. We observed that, during the year:**

- (a) The audited financial statement (including consolidated) for the previous financial year ended 31<sup>st</sup> March 2021 was signed in accordance with the provisions of Section 134(1) of the Act; and
- (b) The report of the Board of Directors for the financial year ended 31<sup>st</sup> March 2021 was signed in accordance with sub-sections (3) and (5) of Section 134 of the Act.

**12. The Company has, during the year, complied with the applicable provisions of the Act regarding:**

- (a) Constitution of its Board of Directors and the Statutory Committees of its Board as specified in paragraph 4 (a)(ii) herein above;
- (b) Chairmanship of the Board and its Statutory Committees;
- (c) Cessation of Shri. Subramanian Suresh (DIN 02070440) as an Additional Director in the category of Independent Director on 30<sup>th</sup> May 2021 consequent to his resignation due to personal reasons, which casual vacancy was duly filled-up by the Company within three months (on 27<sup>th</sup> July 2021) with the appointment as set out in paragraph 12(e) below;
- (d) Retirement by rotation and re-appointment of Shri. S. S. Ramachandra Raja (DIN 00331491), a Non-Executive Director, at the 56<sup>th</sup> AGM on 19<sup>th</sup> August 2021;
- (e) Appointment of Shri. Ajay Bhaskar Baliga (DIN 00030743) as an Additional Director in the category of Independent Director by the Board of Directors on 27<sup>th</sup> July 2021; his cessation as an Additional Director and appointment as a Director at the 56<sup>th</sup> AGM on 19<sup>th</sup> August 2021; and approval of his appointment as an Independent Director for his first term of five consecutive years from 27<sup>th</sup> July 2021 to 26<sup>th</sup> July 2026, by way of an ordinary resolution at the 56<sup>th</sup> AGM on 19<sup>th</sup> August 2021;
- (f) Continuation of Sri. S. S. Ramachandra Raja (DIN 00331491), aged over 75 years, as a Non-Executive Director, from the 56<sup>th</sup> AGM on 19<sup>th</sup> August 2021 till the next occasion on which he would become liable to retire by rotation, which was approved by the members way of a Special Resolution passed through Postal Ballot on 8<sup>th</sup> January 2022;
- (g) Disclosures of the directors;
- (h) Remuneration paid to Directors; and
- (i) Appointment and remuneration of Key Managerial Personnel.



**Certificate in Form MGT-8 for the Annual Return as on 31<sup>st</sup> March 2022**  
**Ramco Industries Limited (57<sup>th</sup> AGM held on 10<sup>th</sup> August 2022)**

13. M/s. Ramakrishna Raja and Co., Chartered Accountants (FRN:005333S) and M/s. S.R.S.V. & Associates, Chartered Accountants (FRN:015041S) were appointed as Auditors at the 52<sup>nd</sup> Annual General Meeting held on 4<sup>th</sup> August 2017, would be the Auditors of the Company, till the conclusion of the 57<sup>th</sup> AGM (held on 10<sup>th</sup> August 2022).
14. The Company has not applied for any approval from the Regional Director, the Tribunal, the Court or other authorities under the Act. The e-forms and returns filed with the Registrar of Companies / Central Government during the year have either been approved or being processed.
15. The Company was not required to comply with the provisions of Act and the Rules with regard to acceptance/ renewal/ repayment of deposits, since it has not accepted any deposits falling within the purview of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.
16. The Company has complied with the applicable provisions of the Act with regard to the borrowings made from banks/ directors/ others and has registered modification of charges. There was no creation / satisfaction of charges, during the year. The Company not made any borrowings from its members (other than directors-cum-members) or from financial institutions during the year.
17. The Company has complied with the provisions of Section 186 of the Act in respect of loans, guarantee or security in connection with loan, given to any other body corporate or person and investments made in securities of other bodies corporate during the year.
18. The Company has not altered the provisions of its Memorandum or Articles of Association during the year.



**Place:** Chennai

**Date:** 6<sup>th</sup> October 2022

**For S Krishnamurthy & Co.,**  
**Company Secretaries,**  
**Peer Review Certificate No.739/2020**

**K. Sriram,**  
**Partner.**

**Certificate of Practice No:2215**  
**UDIN: F006312D001144658**

**Certificate in Form MGT-8 for the Annual Return as on 31<sup>st</sup> March 2022**  
**Ramco Industries Limited (57<sup>th</sup> AGM held on 10<sup>th</sup> August 2022)**

**Annexure to Form MGT-8 of even date**

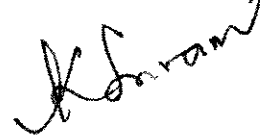
**Our certificate of even date in Form MGT-8 is to be read along with this letter.**

1. Maintenance of secretarial records and compliance with the provisions of the Act is the responsibility of the Company's management. Our responsibility is to certify the Annual Return based on the records, documents and data furnished to us by the Company.
2. We have verified the records/ data furnished for our verification to ensure that correct facts and figures are reflected in the Annual Return and our Certificate.
3. We have relied on the following:
  - (a) The Audited Financial Statements for the year ended 31<sup>st</sup> March 2022, and the documents / reports, including Auditor's Report annexed / attached thereto;
  - (b) Share related data furnished by the Company; and
  - (c) Information disseminated on the Company's website and its filings with the stock exchanges on which its equity shares are listed.
4. We have not verified the correctness or appropriateness of the financial records and books of accounts of the Company.
5. We have followed audit / verification practices and processes as we considered appropriate to obtain reasonable assurance about the correctness and completeness of the contents of the Annual Return and the matters to be stated in our certificate.
6. While forming an opinion on compliance and certifying the Annual Return, we have taken an overall view based on the compliance process and procedures followed by the Company.
7. We have considered:
  - (a) Compliance related actions taken by the Company based on Independent legal / professional opinion / certification obtained, as being in Compliance with law, wherever there was scope for multiple interpretations;
  - (b) Compliance related actions taken after 31<sup>st</sup> March 2022, but before issue of our certificate; and
  - (c) Notifications / Circulars /Guidelines issued by the Ministry of Corporate Affairs / the Securities and Exchange Board of India / the Reserve Bank of India, and the Guidelines issued by the Institute of Company Secretaries of India, as regards relaxation of time-lines in respect of certain compliance events as stated therein.
8. We have obtained the Management's representation about:
  - (a) Statutory disclosures and compliances under the Act;
  - (b) Penalties/ punishments and compounding of offences under all applicable laws; and
  - (c) Such other matters as we considered necessary.
9. Our Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted its affairs.

**For S Krishnamurthy & Co.,**  
Company Secretaries  
Peer Review Certificate No.739/2020



Place: Chennai  
Date: 6<sup>th</sup> October 2022

**K. Sriram**  
Partner.   
Membership No: F6312  
Certificate of Practice No:2215  
UDIN: F006312D001144658