

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
India

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 10/08/2023

(b) Due date of AGM 30/09/2023

(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	83.04
2	C	Manufacturing	C2	Textile, leather and other apparel products	15.57

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	20.18
7	RAMCO INDUSTRIAL AND TECH	U74999TN2002PLC048773	Associate	1.05
8	MADURAI TRANS CARRIER LIM	U62100TN2013PLC094059	Associate	17.17
9	LYNKS LOGISTICS LIMITED	U60200TN2015PLC103367	Associate	22.63

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	86,809,060	86,809,060	86,809,060
Total amount of equity shares (in Rupees)	200,000,000	86,809,060	86,809,060	86,809,060

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	200,000,000	86,809,060	86,809,060	86,809,060
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	200,000,000	86,809,060	86,809,060	86,809,060

(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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	1,125,800	85,537,260	86663060	86,663,060	86,663,060	
Increase during the year	0	342,260	342260	342,260	342,260	362,500
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	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	146,000	146000	146,000	146,000	362,500
vi. Sweat equity shares allotted	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		196,260	196260	196,260	196,260	
Dematted during the year						
Decrease during the year	196,260	0	196260	196,260	196,260	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	196,260		196260	196,260	196,260	
Dematted during the year						
At the end of the year	929,540	85,879,520	86809060	86,809,060	86,809,060	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	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)

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 style="width: 100%;" type="text"/>			
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	
Ledger Folio of Transferor				<input style="width: 100%;" type="text"/>			
Transferor's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input style="width: 100%;" type="text"/>			
Transferee's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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
Total			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
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	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
Total					

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

(i) Turnover

13,100,575,570

(ii) Net worth of the Company

10,905,455,759

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	26.23	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	27.65	0	
10.	Others	0	0	0	
	Total	46,769,821	53.88	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	31,886,128	36.73	0	
	(ii) Non-resident Indian (NRI)	1,246,602	1.44	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	1.61	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)	2,649,449	3.05	0	
10.	Others Clearing Members, Trusts, F	1,216,060	1.4	0	
	Total	40,039,239	46.12	0	0

Total number of shareholders (other than promoters)

30,973

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

30,992

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)	29,521	30,973
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
A. Promoter	1	1	1	1	0.05	7.17
B. Non-Promoter	0	6	0	6	0	0.51
(i) Non-Independent	0	2	0	2	0	0.51
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	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
Total	1	7	1	7	0.05	7.68

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 VENKETF	07273249	Managing Director	40,000	
SINTHALAPADI SRIRE	00331491	Director	407,680	
NAMBUR KRISHNAMA	00350693	Director	33,440	
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	110,893	
SANKARANARAYANAN	AAOPS9786P	CFO	7,500	
SOMASUNDARAM BAL	AANPB0649K	Company Secretar	5,000	

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

0

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)

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 MEETI	10/08/2022	30,322	73	76.08

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	12/04/2022	8	8	100
2	18/05/2022	8	8	100
3	28/07/2022	8	8	100
4	28/10/2022	8	8	100
5	28/11/2022	8	8	100
6	22/12/2022	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
7	27/01/2023	8	8	100
8	24/03/2023	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

12

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	18/05/2022	5	5	100
2	AUDIT COMM	28/07/2022	5	5	100
3	AUDIT COMM	28/10/2022	5	5	100
4	AUDIT COMM	22/12/2022	5	5	100
5	AUDIT COMM	27/01/2023	5	5	100
6	NOMINATION	18/05/2022	3	3	100
7	NOMINATION	15/02/2023	3	3	100
8	STAKEHOLDER	27/01/2023	3	3	100
9	CORPORATE	12/04/2022	3	3	100
10	CORPORATE	18/05/2022	3	2	66.67

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	10/08/2023
								(Y/N/NA)
1	POOSAPADI	8	8	100	10	10	100	Yes
2	POOSAPADI	8	8	100	2	1	50	Yes
3	SINTHALAPA	8	8	100	0	0	0	Yes
4	NAMBUR KRI	8	8	100	3	3	100	Yes

5	RADHEY SHY	8	8	100	9	9	100	Yes
6	VAIDYANATH	8	8	100	9	9	100	Yes
7	VENKATARA	8	8	100	6	6	100	Yes
8	AJAY BHASK	8	8	100	7	7	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 DIF	21,600,000	28,415,793	0	2,015,200	52,030,993
	Total		21,600,000	28,415,793	0	2,015,200	52,030,993

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	36,209,664	0	14,175,000	0	50,384,664
2	SANKARANARAYA	CFO	9,017,624	0	845,625	0	9,863,249
3	SOMASUNDARAM	COMPANY SEC	4,124,597	0	563,750	0	4,688,347
	Total		49,351,885	0	15,584,375	0	64,936,260

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	POOSAPADI RAMA	DIRECTOR	0	0	0	940,000	940,000
2	SINTHALAPADI SR	DIRECTOR	0	0	0	420,000	420,000
3	NAMBUR KRISHNA	DIRECTOR	0	0	0	580,000	580,000
4	RADHEY SHYAM A	DIRECTOR	0	0	0	920,000	920,000
5	VAIDYANATHAN S	DIRECTOR	0	0	0	960,000	960,000
6	VENKATARAMAN C	DIRECTOR	0	0	0	800,000	800,000
7	AJAY BHASKAR B	DIRECTOR	0	0	0	860,000	860,000
	Total		0	0	0	5,480,000	5,480,000

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	30/05/2022	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



DIN of the director

To be digitally signed by



☒ 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	RIBcid.pdf
Attach	RIBcontrol.pdf
Attach	RIBEleData.pdf
Attach	RIBshr.pdf
Attach	RIBsht.pdf
	MGT7_ROC_ltr_202223.pdf
	MGT-8-2022-23.pdf

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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, 6th Floor, 98-A, Dr. Radhakrishnan Road, Mylapore, Chennai 600 004. India
 Ref. No.MGT7/2022-23 ☎ +91 44 2847 8585 / 4298 3100, Fax +91 44 2847 8597. www.ramcoindltd.com
 7.10.2023 CIN : L26943TN1965PLC005297, ✉ : ril@ril.co.in

The Registrar of Companies
 Block No.6, B – Wing, 2nd 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 31st March, 2023 (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	1. The Registration No. of our two Subsidiaries in Sri Lanka, is given below, as the e-form is not accepting the same : Sri Ramco Lanka (Pvt.) Ltd. – PV 4683 Sri Ramco Roofings Lanka (Pvt.) Ltd. – PV 75389 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. 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.
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.

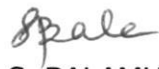
: 2 :

Sl. No.	Reference to Point No. in MGT-7	Clarification
4.	IX – C and D – Committee meetings and Attendance of Directors	Out of 12 committee meetings held during the year 2022-23, the particulars of 10 meetings have been provided in the e-form. The details of remaining 2 meetings is given in the annexure.
5.	X – Remuneration of Directors and Key Managerial Personnel	Meetings of the Independent Directors held on 27 th January, 2023 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. 7.10.2023

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
1	Risk Management Committee	27-09-2022	4	4	100
2	Risk Management Committee	24-03-2023	4	4	100



A) Direct Tax - 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 (In Rs.)	Details of appeal (if any) including present status
Chattishgarh	Entry tax Act - Asst/ Deputy Commissioner - Chattishgarh	Order dated : 30.05.2022	Assessment Order- Penalty Levied under Rule 82 (3) & (7) and 19(4) of Chattisgarh VAT Act. This is due to late filing of Quarterly return	7000	Amount settled
Chattishgarh	CST tax Act - Asst/ Deputy Commissioner - Chattishgarh	Order dated : 30.05.2022	Assessment Order- Penalty Levied under Rule 82 (3) & (7) and 19(4) of Chattisgarh VAT Act. This is due to late filing of Quarterly return	4000	Amount settled
Chattishgarh	VAT tax Act - Asst/ Deputy Commissioner - Chattishgarh	Order dated : 30.05.2022	Assessment Order- Penalty Levied under Rule 82 (3) & (7) and 19(4) of Chattisgarh VAT Act. This is due to late filing of Quarterly return	7538	Amount settled
Chattishgarh	VAT tax Act - Asst/ Deputy Commissioner - Chattishgarh	Order dated 20.02.2022, received on 02.06.2022	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	Amount settled
Chattishgarh	CST tax Act - Asst/ Deputy Commissioner - Chattishgarh	Order dated 20.02.2022, received on 02.06.2022	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	Amount settled

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



Item No.6 of our letter dt. 7.10.2023

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

CONSOLIDATED LIST OF FACTORIES FOR THE YEAR APRIL 2022 - MARCH 2023

SI No	Factory Name	A) Details of Penalties, Punishment imposed on Company /Directors / Officers	B) Details of Compounding of Offences
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 **31st March 2023** ('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 e-mail, 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 31st March 2023**, correctly and adequately.
- B. During the aforesaid financial year, viz. **from 1st April 2022 to 31st March 2023**, 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 were made therein within the prescribed time-limit.
 3. The Company:
 - (a) Has, during the year, filed forms / returns with the Registrar of Companies / Central Government within one of the following time-frames:
 - (i) Within the prescribed time specified in the applicable Section of the Act; and
 - (ii) Beyond the prescribed time, with payment of prescribed additional fees.
 - (b) Has not filed any forms or returns with the Regional Director, the Tribunal, the Court or other authorities under the Act.

KRISHNA
MURTHY
SRIRAM

"SHRESHTAM", Old No.17, New No.16, Pattammal Street, Mandaveli, Chennai – 600 028.
(044) 42074012/ 24611440 sriram.krishnamurthy@rediffmail.com skco.cs@gmail.com

Certificate in Form MGT-8 for the Annual Return as on 31st March 2023
Ramco Industries Limited (AGM held on 10th August 2023)

4. During the financial 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) 12 (twelve) meetings of Committees of the Board:
- ❖ Audit Committee – 5 (five) meetings
 - ❖ Nomination and Remuneration Committee – 2 (two) meetings
 - ❖ Stakeholders' Relationship Committee – 1 (one) meeting
 - ❖ Corporate Social Responsibility Committee – 2 (two) meetings
 - ❖ Risk Management Committee – 2 (two) meetings
- (iii) The 57th Annual General Meeting (AGM) of the members of the Company held on 10th August 2022.
- (b) In respect of the aforesaid meetings, proper notices were given and the minutes have been properly recorded in the Minute Books maintained for the purpose in loose-leaf form and the same have been signed. No resolutions were passed by circulation to the Directors or through postal ballot.
- (c) The separate meeting of the Independent Directors held on 27th January 2023, as required under Schedule IV to the Act, was not considered as the meeting of the Committee of the Board, and hence details of that meeting and attendance of directors thereat have not been furnished in the Annual Return.
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 56th Annual General Meeting held on 19th August 2021.
8. The Company has complied with the applicable provisions of the Act and the Rules in respect of:
- (a) Issue and allotment of 1,46,000 Equity Shares of Re.1/- (Rupee one) each, in dematerialised form, at the applicable exercise prices, upon exercise of equivalent number of stock options granted to eligible employees under Employees Stock Option

Certificate in Form MGT-8 for the Annual Return as on 31st March 2023

Ramco Industries Limited (AGM held on 10th August 2023)

Scheme 2021 – Plan A and Employees Stock Option Scheme 2021 – Plan B of the Company.

(b) 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 25th January 2022) in the following instances, wherever applicable / required:

- (i) Transmission of equity shares in physical form; and
- (ii) Duplicate share certificates in respect of lost / mutilated certificates / in respect of Equity Shares required to be transferred to IEPF under Section 124 (6) of the Act.

The Company does not have any redeemable preference shares or debentures and has not issued any commercial papers or made any buy back of securities or reduction of share capital during the year.

9. The Company:

- (a) Has not kept in abeyance, any rights to dividend, rights shares or bonus shares, pending registration of transfer of shares; and
- (b) Has declared dividend for the financial year ended 31st March 2022 at the 57th AGM held on 10th August 2022 and paid the same to the shareholders as per the provisions of Section 123 of the Act.

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 31st March 2015 and interim dividend for the financial year ended 31st March 2016; and
- (b) 16,297 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 31st March 2022 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 31st March 2022 was in accordance with sub-sections (3) and (5) of Section 134 of the Act, and signed in accordance with sub-section (6) of Section 134.

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

Certificate in Form MGT-8 for the Annual Return as on 31st March 2023

Ramco Industries Limited (AGM held on 10th August 2023)

- (a) Constitution of its Board of Directors and its Statutory Committees of the Board as specified in paragraph 4 (a) (ii) herein above;
 - (b) Chairmanship of the Board and its Statutory Committees;
 - (c) Retirement by rotation and re-appointment of Shri. N K Shrikantan Raja (DIN: 00350693), as a Non-Executive Director at the 57th AGM held on 10th August 2022 and his continuation as Director on completion of 75 years of age during his next tenure;
 - (d) Re-appointment of Shri. P.V. Abinav Ramasubramaniam Raja (DIN: 07273249) as a Whole-time Key Managerial Personnel in the position of Managing Director of the Company, for a period of five years with effect from 4th June 2022 to 3rd June 2027, which was approved by the members at the 57th AGM held on 10th August 2022;
 - (e) Disclosures of the directors;
 - (f) Remuneration paid to Directors; and
 - (g) Appointment and remuneration of Key Managerial Personnel.
13. M/s. Ramakrishna Raja and Co., Chartered Accountants (FRN: 005333S) and M/s. S.R.S.V. & Associates, Chartered Accountants (FRN: 015041S) were jointly re-appointed as Auditors at the 57th Annual General Meeting held on 10th August 2022, for a second term of five consecutive financial years commencing from the financial year 2022-2023, to hold office from the conclusion of the 57th Annual General Meeting until the conclusion of the 62nd Annual General Meeting to be held in the year 2027. No casual vacancy of Auditors arose during the year.
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 been approved / taken on record.
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 filed necessary forms for registration of creation and modification of charges. There is no satisfaction of charges during the year. The Company has 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.

Certificate in Form MGT-8 for the Annual Return as on 31st March 2023

Ramco Industries Limited (AGM held on 10th August 2023)

18. The Company has not altered the provisions of its Memorandum or Articles of Association during the year.

For **S. KRISHNAMURTHY & CO.,**

Company Secretaries

[Firm Unique Identification No. P1994TN045300]

[Peer Review Certificate No.739/2020]

KRISHNAMURTHY SRIRAM Digitally signed by
KRISHNAMURTHY SRIRAM
Date: 2023.10.06 16:51:15
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K SRIRAM

Partner

Membership No: **F6312**

Certificate of Practice No: **2215**

UDIN: F006312E001202628

Place: Chennai

Date: **6th October 2023**

Certificate in Form MGT-8 for the Annual Return as on 31st March 2023
Ramco Industries Limited (AGM held on 10th August 2023)

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. Management's Responsibility:

The Company's management is responsible for ensuring compliance with the provisions of applicable laws, rules, regulations and standards, making the statutory/ regulatory disclosures/ filings and also ensuring the authenticity of records, documents and information furnished to us for the purpose of issuing this Certificate.

2. Our Responsibility:

Our responsibility is to certify the Annual Return based upon our examination of the relevant records, documents and information provided to us by the Company.

3. 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.

4. We have followed such practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the records and our verification was conducted in accordance with applicable auditing standards issued by The Institute of Company Secretaries of India. Those Standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

5. While forming an opinion on compliance and issuing this Certificate, we have relied on:

- (a) the Audited Financial Statements for the financial year ended 31st March 2023 and the documents / reports annexed thereto;
- (b) Auditors' report on the Financial Statements for the said financial year;
- (c) Shareholding / share transfer / employee stock options related data furnished by the Company / Registrar and Share transfer agents to the Company; and
- (d) Information disseminated on the website of the Company and that of the stock exchanges on which Equity Shares of the Company are listed.

We have not verified the correctness or appropriateness of the financial statements, financial records and books of accounts of the Company, as they have been subjected to Audit by the Statutory Auditors of the Company.

6. We have followed audit / verification practices and processes 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.

7. We have verified the records furnished to us on a test basis to see whether the correct facts are reflected therein. We have also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our certification.

Certificate in Form MGT-8 for the Annual Return as on 31st March 2023

Ramco Industries Limited (AGM held on 10th August 2023)

8. 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. 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 by the Company after 31st March 2023, but before the issue of our Certificate.
 - (c) Notifications / Circulars issued by the Ministry of Corporate Affairs / the Securities and Exchange Board of India, and Guidelines issued by the Institute of Company Secretaries of India, in respect of various compliance related events as stated therein.
9. 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.
10. 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 the affairs of the Company.
11. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Auditing Standards.

For **S. KRISHNAMURTHY & CO.,**

Company Secretaries

[Firm Unique Identification No. P1994TN045300]

[Peer Review Certificate No.739/2020]

KRISHNAMURTHY SRIRAM Digitally signed by
KRISHNAMURTHY SRIRAM
Date: 2023.10.06 16:53:24
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K SRIRAM

Partner

Membership No: **F6312**

Certificate of Practice No: **2215**

UDIN: F006312E001202628

Place: Chennai

Date: **6th October 2023**