



Ref. No.Sec/60th AGM Proceedings
13.8.2025

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
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 Sirs,

Sub : Proceedings of 60th Annual General Meeting held on 13.8.2025

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the Annual General Meeting held on 13.8.2025.

Kindly take the same on record.

Thanking you

Yours faithfully
For RAMCO INDUSTRIES LIMITED

S. Balamurugasundram
Company Secretary & Legal Head

Encl.: as above

PROCEEDINGS OF 60TH ANNUAL GENERAL MEETING

Day & Date : Wednesday the 13th August, 2025
The Annual General Meeting was held through
Video Conferencing (VC)

Time of Commencement : 11.30 AM
Time of Conclusion : 11.55 AM

DIRECTORS PRESENT	CATEGORY / POSITION	MODE OF ATTENDANCE
Shri P.R. Venketrama Raja	Chairman & Chairperson of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee	In Person
Shri P.V. Abinav Ramasubramaniam Raja	Managing Director	In Person
Shri S.S. Ramachandra Raja	Non Executive Non Independent Director	Through VC from Rajapalayam
Shri N.K. Shrikantan Raja	Non Executive Non Independent Director	Through VC from Rajapalayam
Shri Ajay Bhaskar Baliga	Independent Director & Chairperson of Audit Committee	Through VC from Pune
Shri Hariharan Thiagarajan	Independent Director	Through VC from Chennai
Justice Shri P.P.S. Janarthana Raja (Retd.)	Independent Director & Chairperson of Nomination and Remuneration Committee	Through VC from Rajapalayam
IN ATTENDANCE Shri S. Balamurugasundaram	Company Secretary & Legal Head	In Person
BY INVITATION		
Shri Prem G Shanker	Chief Executive Officer (CEO)	In Person
Shri K. Sankaranarayanan	Chief Financial Officer (CFO)	In Person
SCRUTINISER Shri.K.Srinivasan	Chartered Accountant, Partner - M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants	Through VC from Chennai



AUDITORS		MODE OF ATTENDANCE
Shri V. Rajeswaran Ms. Madura Ganesh	Representing M/s.SRSV & Associates, Chartered Accountants – Statutory Auditors	Through VC from Chennai
Smt. V. Jayanthi Shri M. Vijayan Shri C. Kesavan	Representing M/s.Ramakrishna Raja And Co., Chartered Accountants – Statutory Auditors	Through VC from Madurai
Shri K. Sriram	Representing M/s. Sriram Krishnamurthy & Co., Company Secretaries, Secretarial Auditor	Through VC from Chennai
Shri R. Sivasubramaniam Shri G. Karthikeyan	Representing M/s. RSGK & Associates Company Secretaries, Secretarial Auditor	Through VC from Coimbatore & Chennai respectively
Smt. K. Sreepriya Smt. D. Sofia	M/s. Cameo Corporate Services Limited Registrar & Transfer Agent	Through VC from Chennai

The meeting was attended by 76 members through VC.

The Secretary welcomed the Shareholders and informed that the Meeting was held through VC in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India. He further informed that the Company, through CDSL Platform, had provided video conference facility to shareholders to attend the meeting. Then Secretary requested the Chairman to preside over the meeting.

Shri P.R. Venketrama Raja, Chairman of the Company presided and welcomed the Shareholders.

Chairman gave a brief introduction of Managing Director and all other Directors present. Chairman explained the absence of Smt. Soundara Kumar, Independent Director, which was due to her pre-occupation.

The Chairman confirmed that the quorum was present and called the meeting to order.

Secretary informed the Shareholders that the Registers as required under the Companies Act, 2013 were made available electronically for inspection by the members. Members seeking to inspect such registers could send their request to bms@ramcoind.com



Secretary further informed the shareholders that necessary Certificate dated 23.5.2025 had been obtained from the Company's Secretarial Auditors with respect to implementation of Employee Stock Option Schemes, that they were in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolutions passed by the Members of the Company and the same had been attached as Annexure-10 to the Annual Report for the year 2024-25. He further informed that the details as required under Part F of Schedule I read with Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, were disclosed in the Company's website.

Secretary announced that since the Notice convening the meeting has been circulated by e-mail to shareholders and hosted on the website of the Company and the Stock Exchanges, the Notice had been taken as read.

Secretary further informed that since the Statutory Auditors' Report, being an unqualified/unmodified one and had been circulated along with the Annual Report, the same had been taken as read.

Secretary informed the members that the e-voting process had been explained in the Notice convening the AGM. For those persons who had acquired shares subsequent to the despatch of the Annual Report, the notice for the AGM containing the instructions had been mailed to them individually.

Secretary informed the Members that the facility of remote e-voting for the Members was made available from 9:00 a.m. on Sunday the 10th August, 2025 and concluded at 5:00 p.m. on Tuesday the 12th August, 2025. The Secretary further informed that the Members who were present at the AGM and had not cast their votes by remote e-voting could cast their votes during the Meeting and till 15 minutes after the conclusion of the Meeting. If any votes cast by the Members through the e-voting available during the AGM and if the same members did not participate in the Meeting through VC, then the votes cast by such members would be considered invalid as the facility of e-voting during the meeting was available only to the members who attended the meeting.

Secretary further informed the members that those who had cast their vote by remote e-voting prior to the meeting could attend the meeting but would not be entitled to cast their vote again.

The Chairman delivered his speech during the course of which he reviewed the performance of the Company. Shri Prem G Shanker, Chief Executive Officer, gave a brief review on the Products of the Company.

The Chairman opened the session for Questions and Answers. The Secretary informed that the Company had made necessary arrangements for the two-way communication in the meeting, for the registered shareholders to express their views. Accordingly, out of 4 shareholders, who had been registered as speaker shareholders, though 3 shareholders had attended the Meeting but not available when Chairman invited them to speak.



The following items of business as set out in the Notice convening the 60th Annual General Meeting were transacted.

No.	ORDINARY BUSINESS – ORDINARY RESOLUTION
1.	<p>Adoption of Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2025.</p> <p>"RESOLVED that the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."</p>
2.	<p>Declaration of Dividend for the year 2024-25 at the rate of Re.1/- per share.</p> <p>"RESOLVED that a Dividend of Re.1/- per Share be and is hereby declared for the year ended 31st March, 2025 out of the profits of the Company for the year and the same be paid to those shareholders whose names appear in the Register of Members and Register of Beneficial Owners maintained by the Depositories as on 6th August, 2025."</p>
	ORDINARY BUSINESS – SPECIAL RESOLUTION
3.	<p>Reappointment of Shri N.K. Shrikantan Raja, as a Director, liable to retire by rotation.</p> <p>"RESOLVED that pursuant to Section 159 of the Act, Regulation 17(1A) of SEBI LODR and other applicable statutory provisions, Shri N.K. Shrikantan Raja (DIN: 00350693), aged 76 years, who retires by rotation, be and is hereby re-appointed as a Director of the Company."</p>
	SPECIAL BUSINESS – ORDINARY RESOLUTION
4.	<p>Appointment of M/s. RSGK & Associates, Practising Company Secretaries, as Secretarial Auditors of the Company</p> <p>"RESOLVED THAT in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and pursuant to Regulation 24A (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. RSGK & Associates, Practising Company Secretaries having P2025TN103300 as unique code for the firm be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years commencing from FY 2025-2026 to FY 2029-30.</p> <p>RESOLVED FURTHER THAT the Secretarial Auditors shall be paid for the financial year 2025-26, a remuneration of Rs.3,60,000/- (Rupees Three Lacs sixty thousand only) (exclusive of applicable taxes and Out-of-pocket expenses) for Secretarial Audit.</p> <p>RESOLVED FURTHER THAT for the financial years 2026-27, 2027-28, 2028-29 and 2029-30, the Board of Directors is authorized to fix the remuneration based on the recommendation of the Audit Committee."</p>



	SPECIAL BUSINESS – ORDINARY RESOLUTION
5.	<p>Ratification of remuneration of Rs.3,00,000/- (exclusive of applicable GST and Out of pocket expenses) to M/s. N. Sivashankaran & Co., Cost Accountants, Cost Auditors of the Company, for the year 2025-26.</p> <p>"RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.3,00,000/- (Rupees Three lakhs only) exclusive of applicable GST and Out-of-pocket expenses, payable to M/s. N. Sivashankaran & Co., Cost Accountants (Firm Registration No. 100662) appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2025-26 for auditing the Cost Records relating to manufacture of Fibre Cement Products (FCP & CSB) and Cotton Yarn, be and is hereby ratified."</p>

The Secretary informed that Shri K. Srinivasan, Scrutiniser, would provide the results of the e-voting, which would be announced to Stock Exchanges, besides being displayed on the website of the Company.

The Chairman thanked the Members who participated in the Meeting through VC.

The meeting ended with a vote of thanks to the Chair.

The e-voting was closed at 12.11 PM.

For RAMCO INDUSTRIES LIMITED


S. Balamurugasundaram
Company Secretary & Legal Head

