

Notice to the Members

Notice is hereby given that the 67th Annual General Meeting (AGM) of the Company will be held at 10.00 AM on Wednesday, the 13th August 2025. This AGM is being conducted through Video Conferencing/Other Audio Visual Means (VC), the details of which are provided in the Notes to this Notice. The following are the businesses that would be transacted at this AGM.

Ordinary Business

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“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.”

2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT a Dividend of Rs.2/- per Share be and is hereby declared for the year ended 31st March 2025 and the same be paid to those shareholders whose names appear in the Register of Members maintained by the Company and the Register of Beneficial Owners maintained by the Depositories as on 6th August 2025.”

3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT Shri.R.Dinesh (DIN: 00363300), who retires by rotation, be and is hereby reappointed as a Director of the Company.”

Special Business

4. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED THAT in terms of Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Sriram Krishnamurthy & Co., Company Secretaries (formerly known as M/s.S.Krishnamurthy & Co.), having P1994TN045300 as unique code for the firm, be and are hereby appointed as Secretarial Auditors of the Company for five consecutive financial years commencing from the Financial Year 2025-2026 till 2029-2030.

RESOLVED FURTHER THAT the Secretarial Auditors shall be paid for the financial year 2025-2026, a remuneration of Rs.6,50,000/- (Rupees Six lakhs fifty thousand only) exclusive of GST and out-of-pocket expenses.

RESOLVED FURTHER THAT for the financial years 2026-2027, 2027-2028, 2028-2029 and 2029-2030, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee.”

5. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“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.7,00,000/- (Rupees Seven lakhs only) exclusive of GST and out-of-pocket expenses, payable to M/s.Geeyes & Co., Cost Accountants (Firm Registration No: 000044) 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 cement and generation of wind energy, be and is hereby ratified.”

By Order of the Board,
For **THE RAMCO CEMENTS LIMITED,**

M.F.FAROOQUI

Chairman

(DIN : 01910054)

Gurugram
22-05-2025

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the Special Business is annexed hereto.
2. The Company has chosen to conduct the AGM through VC. The AGM would be conducted in accordance with the General Circular No: 09/2024 dated 19th September 2024, issued by Ministry of Corporate Affairs (MCA), Government of India and Circular No: SEBI/HO/CFD/CFD-PoD-2/P/ CIR/ 2024/133 dated 3rd October 2024, issued by Securities and Exchange Board of India (SEBI) and such other instructions that may be issued by Statutory Authorities.
3. The Company would be providing the Central Depository Services (India) Limited’s (CDSL) system for the members to cast their vote through remote e-voting and participate in the AGM through VC.
4. Route map, Attendance slip and Proxy form are not being sent to shareholders, as the meeting is being conducted through VC.

5. The Company is also releasing a Public Notice by way of advertisement in English in Business Line (All editions), The New Indian Express (Combined Chennai edition), Trinity Mirror (All editions), Business Standard (All Editions) and in Tamil in Dinamani (Combined Chennai edition) and Makkal Kural (All editions), containing the following information:
- Convening of AGM through VC in compliance with applicable provisions of the Act.
 - Date and Time of the AGM.
 - Availability of Notice of the Meeting on the website of the Company, the stock exchanges, viz. BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed and at <https://www.evotingindia.com>
 - Reference to the link of the Company's website, providing access to the full annual report.
 - Requesting the members who have not registered their E-Mail addresses with the Company, to get the same registered with the Company.
6. The cut-off date will be 6th August 2025, for determining the eligibility to vote by remote e-voting or in the AGM.

7. Pursuant to Rule 8 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed / unpaid dividends lying with the Company on the website of the Company (www.ramcocements.in), and on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund (IEPF) of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are:

Year	Type of dividend	Date of declaration of Dividend	Last date for claiming Unpaid Dividend	Due Date for Transfer to IEPF Fund
2017-18	Dividend	03-08-2018	02-08-2025	01-09-2025
2018-19	Dividend	08-08-2019	07-08-2026	06-09-2026
2019-20	Dividend	03-03-2020	02-03-2027	01-04-2027
2020-21	Dividend	12-03-2021	11-03-2028	10-04-2028
2021-22	Dividend	10-08-2022	09-08-2029	08-09-2029
2022-23	Dividend	10-08-2023	09-08-2030	08-09-2030
2023-24	Dividend	16-08-2024	15-08-2031	14-09-2031

8. In accordance with Section 124(5) of the Companies Act, 2013, the Company has transferred the unclaimed/unpaid dividends lying with the Company for a period of over 7 years, to the IEPF established by the Central Government.
9. In accordance with Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more have been transferred by the Company to IEPF. The shareholders / their legal heirs are entitled to claim the said shares and the dividend so transferred from the IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure is available at the website of the Company, viz. www.ramcocements.in and the form is available at the website of MCA at www.mca.gov.in
10. Despatching of physical copies of the financial statements (including Notice, Board's report, Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by email to the members, trustees for the debenture-holders and to all other persons so entitled. The Annual Report will also be made available on the Company's Website - www.ramcocements.in and at the websites of the BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed and CDSL's e-voting portal at <https://www.evotingindia.com>
11. Voting through electronic means
- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] the Company is providing members remote e-voting facility to exercise their right to vote at the 67th AGM and the business may be transacted through such voting, through e-voting services provided by CDSL.

- B. The facility for remote e-voting shall remain open from 9.00 AM on Sunday, the 10th August 2025 to 5.00 PM on Tuesday, the 12th August 2025. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. Wednesday, the 6th August 2025, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Tuesday, the 12th August 2025.
- C. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.
- D. Pursuant to said SEBI Circular, Login method for e-voting and joining the AGM through VC for Individual shareholders holding securities in Demat mode are given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e-voting period or joining the AGM through VC & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website, www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining the AGM through VC & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3) Visit the e-voting website of NSDL. Open the web browser and type the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining the AGM through VC & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the AGM through VC & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining the AGM through VC & voting during the meeting.

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

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

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 99 11.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 or 022 - 2499 7000.

- F. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode. Login method for e-Voting and joining the AGM through VC for shareholders holding shares in physical mode and shareholders other than individual holding in Demat form.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on “Shareholders” module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted

on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/DP are requested to use the sequence number sent by the Company or contact the Company
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field.

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

- G. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- H. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- I. Click on the EVSN for The Ramco Cements Limited, on which you choose to vote.
- J. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as

desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- K. Click on the "RESOLUTION FILE" link if you wish to view the entire Resolution details.
- L. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- M. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- N. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- O. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- P. There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutiniser for verification.
- Q. Facility for Non – Individual Shareholders and Custodians – For Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- f. Alternatively, Non-Individual shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser at srinivasan.k@msjandnk.in and to the Company at the email address viz. investorrelations@ramcocements.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.
- R. If you have any queries or issues regarding attending the Meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 99 11.
12. Instructions for shareholders attending the AGM through VC & e-voting during meeting are as under:
- A. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- B. The Members can join the AGM in the VC mode upto 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC will be made available to at least 1000 members on first come first served basis. This will not include Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction.
- C. Members are requested to join the AGM through Laptops / iPads for better experience and will be required to have webcam and use Internet with a good speed to avoid any disturbance during the meeting.
- D. Members are requested to use Stable Wi-Fi or LAN Connection to mitigate Audio/Video loss due to fluctuation in your network. Please avoid connecting through your Mobile Devices or Tablets or through Laptop via Mobile Hotspot.
- E. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request at least 3 days prior to meeting mentioning your name, demat account number/folio number, email ID, mobile number (as registered with the Depository Participant (DP)/Company) to the mail ID: investorrelations@ramcocements.co.in Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- F. Members who do not wish to speak during the AGM but have queries may send your queries at least 3 days prior to meeting, mentioning your name, demat account number/folio number, email id, mobile number (as registered with the Depository Participant (DP)/Company) to the mail ID: investorrelations@ramcocements.co.in These queries will be replied by the company suitably by email.
- G. Non-Individual members intending to authorise their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution authorising their representative to attend on their behalf at the meeting. The said Resolution/ Authorisation shall be sent to the Scrutiniser by email through its registered email address with a copy marked to helpdesk.evoting@cdslindia.com.
- H. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- I. The link for VC to attend the meeting will be available where the EVSN of the company will be displayed after logging in successfully as per the instructions mentioned above for Remote e-voting.
- J. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- K. Only those shareholders, who are present in the AGM through VC and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- L. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- M. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

13. Process for those shareholders whose E-mail/Mobile No. are not registered with the Company/DP.
 - A. For Physical shareholders, please provide your e-mail ID/mobile number along with necessary details in Form No: ISR-1, available at the website of the Company.
 - B. For Demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while e-voting & joining the AGM through VC.
14. Any person, who acquires shares of the Company and becomes a member of the Company after despatch of the Notice and holding shares as of the cut-off date i.e. 6th August 2025, may obtain the Login ID and Password by following the procedures mentioned in Point No: 11 (D) or (F), as the case may be.
15. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 6th August 2025.
16. Shri.K.Srinivasan, Chartered Accountant (Membership No. 021510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants (E-Mail ID: srinivasan.k@msjandnk.in) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
17. The Scrutiniser shall, immediately after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of conclusion of the voting, a Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or the Secretary or a person authorised by the Chairman in writing who shall countersign the same and the Chairman / Secretary / Authorised Person shall declare the results of the voting forthwith.
18. The results declared along with the report of the Scrutiniser shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorised by him or the Secretary. The results along with the Scrutiniser's Report, shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited, Mumbai.
19. All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 210 99 11.

By Order of the Board,
For **THE RAMCO CEMENTS LIMITED,**

Gurugram
22-05-2025

M.F.FAROOQUI
Chairman
(DIN : 01910054)

Statement Pursuant to Section 102 of the Companies Act, 2013

Item No: 4

As per Regulation 24A(1)(b) of LODR, on the basis of recommendation of Board of Directors, a listed entity shall appoint the Secretarial Auditor for a term of five consecutive years. Accordingly, the Board of Directors at their meeting held on 22-05-2025 have recommended M/s.Sriram Krishnamurthy & Co., Company Secretaries, (formerly known as M/s.S.Krishnamurthy & Co.), a firm of Secretarial Auditors, as the Secretarial Auditors for the Company. The matter relating to their appointment has been included in the Notice convening the AGM, for Members' approval.

M/s.Sriram Krishnamurthy & Co., Company Secretaries, are known for their high level of professional ethics and values. With the strong technical expertise drawn from their experience over nearly three decades and with a team of highly competent professionals, they provide quality, timely and specific solutions to their clients. The following are the Partners of the Audit Firm.

Mr.K.Sriram

Ms.Sharanya Sriram

The Secretarial Auditors have confirmed their eligibility and have provided their written consent for their proposed appointment and necessary certificates under Regulation 24A(1A) of LODR, confirming that their appointment, if made, shall be in accordance with the conditions as prescribed by law. They have also confirmed that the above mentioned partners are Peer Reviewed Company Secretaries. They have also confirmed that only Peer Reviewed Company Secretaries will act and sign on behalf of their firm.

The remuneration proposed for the Secretarial Auditors for the financial year 2025-2026 is Rs.6,50,000/- (Rupees Six lakhs fifty thousand only) exclusive of GST and out-of-pocket expenses.

For the financial years 2026-2027, 2027-2028, 2028-2029 and 2029-2030, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee.

Even though, the firm is associated with the Company as its Secretarial Auditors, before 31st March 2025, under Proviso to Regulation 24A(1C) of LODR, their past association is not considered for reckoning the eligibility for the appointment.

The Directors recommend the Resolution to the Members for their approval. None of the Directors, Key Managerial Personnel or their relatives are interested in this Resolution.

Item No: 5

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of cement and generation of wind energy.

On the recommendation of the Audit Committee at its meeting held on 22-05-2025, the Board had approved the appointment of M/s.Geeyes & Co., Cost Accountants (Firm Registration No: 000044) as the Cost Auditors of the Company to audit the Company's cost record relating to manufacture of cement and generation of wind energy, for the financial year 2025-26.

The firm, established in the year 1994, has rich experience in Industry, Consulting and Management Systems Audits, Cost Audits, and Excellence Assessments. They are cost auditors for many companies across several industries. Their areas of specialization and interest include Corporate Strategy, Sustainability, Business Excellence, Total Cost Management, Enterprise Risk Management, Corporate Governance, Project Management, Energy & Environmental Management and Supply Chain Management. The following are the names of the Partners of the firm.

Mr.S.Srinivasan

Mr.R.Anantharaman

Mr.Manivannan.R.Rajan

The Board had approved a remuneration of Rs.7,00,000/- (Rupees Seven lakhs only) exclusive of GST and out-of-pocket expenses for the year 2025-2026.

The remuneration to be paid to the cost auditor is required to be ratified by the members, in accordance with the provisions of Section 148(3) of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014.

The Directors recommend the Resolution to the Members for their approval. None of the Directors, Key Managerial Personnel or their relatives are interested in this Resolution.

Details of Director Seeking Reappointment at the 67th Annual General Meeting Pursuant to Secretarial Standards on General Meetings:

Name of the Director	Shri.R.Dinesh
Director Identification Number (DIN)	00363300
Age	60 years
Qualifications	B.Com, CA, CMA
Experience	<p>Shri. R Dinesh is the Chairman of TVS Supply Chain Solutions, Director of Ki Mobility Solutions (which operates the myTVS brand across India), and Director of TVS Mobility, the holding company for the T S Rajam branch of the TVS family. A fourth-generation member of the TVS family, Shri. Dinesh is a Commerce graduate and an Associate Member of both the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India.</p> <p>In the FY 2023-24, Shri. Dinesh served as the President of the Confederation of Indian Industry (CII). He continues to hold leadership roles as Chair of the International Council, Japan Council, CII National Committee on Logistics, and the CII Institute of Logistics Advisory Council. Through his efforts at CII, he played a pivotal role in securing 'infrastructure status' for the logistics sector. Additionally, he is the Chairman of the CII Family Business Network (FBN) India Chapter Council.</p> <p>Shri. Dinesh has received numerous accolades, including the 'Icon of the Year' award from the ICT Academy of Tamil Nadu in 2018 and the 'Entrepreneur of the Year' award in the Services category by Ernst & Young in 2017. He was also recognized as 'Next Gen Entrepreneur of the Year' by TiECON in 2014 and named 'Emerging Entrepreneur' by CII in 2010.</p> <p>Shri. Dinesh started TVS Supply Chain Solutions in 1995, and the company has grown multi-fold to become a billion-dollar company. Under his leadership, TVS SCS went public in 2023 and was successfully listed on both NSE and BSE. TVS SCS has a presence across continents making it a truly global company and serving customers in over 25 countries. It employs a strong workforce of around 17,000 people across the Globe.</p> <p>Shri. Dinesh also leads Ki Mobility Solutions, the largest automotive aftermarket digital platform in India, which leverages data and technology to provide integrated services. He is also involved in Vehicle Mobility Solutions, a joint venture with Mitsubishi Corporation that includes a traditional dealership business.</p> <p>Shri. Dinesh works closely with prominent investors such as Exor International and Mitsubishi Corporation. The companies under his management generate a turnover of over USD 2 billion and employ more than 25,000 people globally. His strategic leadership has been instrumental in expanding his companies' operations into international markets, including Sri Lanka, United Kingdom, Spain, Germany, Thailand, United States, Singapore, China, and Australia.</p>
Terms and conditions of reappointment	<p>Non-Executive Non-Independent Director, liable to retire by rotation.</p> <p>He will be eligible for remuneration by way of sitting fee in terms of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 and reimbursement of expenses for attending meetings of the Board and other Meetings, as determined by the Board from time to time in this connection.</p>
Date of First Appointment to the Board	1 st March 2024.
Details of remuneration last drawn	He was paid sitting fees for having attended the Board / Committee Meetings of the company. The details of sitting fee paid to him are available in the Corporate Governance Report.
Shareholding in the Company as on date 31-03-2025	Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors or Manager or Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the year	4
Other Directorships as on 31-03-2025	TVS Supply Chain Solutions Limited TVS Mobility Private Limited TVS Automobile Solutions Private Limited The Associated Auto Parts Private Limited T.V. Sundram Iyengar & Sons Private Limited TVS Industrial & Logistics Parks Private Limited Ki Mobility Solutions Private Limited Nitya Kalyanee Investment Limited TN Apex Skill Development Centre for Logistics Nyaybodha Technologies & Business Solutions Private Limited TASL Automobile Solutions Private Limited TVS Vehicle Mobility Solution Private Limited
Memberships and Chairmanships of Committees of other Board	Details are given below

No	Name of the Company	Name of the Committee	Position Held (Chairperson / Member)
1		Stakeholders Relationship Committee	Chairperson
2	The Ramco Cements Limited	Risk Management Committee	Chairperson
3		Nomination and Remuneration Committee	Member
4	TVS Supply Chain Solutions Limited	Risk Management Committee	Member