



THE RAMCO CEMENTS LIMITED

Registered Office: "Ramamandiram", Rajapalayam-626 117.

Corporate Office: "Auras Corporate Centre", 5th Floor,

No:98-A, Dr.Radhakrishnan Road, Mylapore, Chennai-600004.

Ph.: 044-28478666 Fax: 044-28478676

CIN : L26941TN1957PLC003566; Website : www.ramcocements.in

Notice of Postal Ballot

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

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA"), in continuation to the circulars issued earlier in this regard ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India and, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR") and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders") by way of a special resolution, is sought via postal ballot through e-voting only (voting through electronic means) for continuation of Directorship of Shri.M.B.N.Rao (DIN 00287260) as Non-Executive Independent Director beyond the age of 75 years in his current tenure, in accordance with Regulation 17(1A) of LODR read with the Guidance Note on SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated 22nd January 2020 issued by the Stock Exchanges.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof forms part of this postal ballot notice (the "Postal Ballot Notice").

Members' consent is sought for the proposal contained in the resolution given in this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company at www.ramcocements.in and the website of Central Depository Services (India) Limited

("CDSL") at www.evotingindia.com. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only and, if so requested by any shareholder, in physical form by courier to such shareholder's registered postal address that is available with the Company. However, the communication of the assent or dissent of the Members would take place through e-voting only. The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

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

The Members shall exercise their right to vote on the resolution included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by CDSL. The e-voting period shall commence at 09.00 A.M. IST on Friday, the 1st September 2023 and end at 05.00 P.M. IST on Saturday, the 30th September 2023. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. IST on Saturday, the 30th September 2023. Remote e-voting shall not be allowed beyond 05.00 PM on Saturday, the 30th September 2023.

The last date of e-voting, i.e. Saturday, the 30th September 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The scrutiniser shall, immediately after the conclusion of voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of conclusion of the voting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer 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 authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

The proposed resolution along with the Explanatory Statement pursuant to Section 102 of the Act, setting out all material facts and reasons thereof are annexed hereto for consideration of the Members.

Item No: 1

To approve continuation of Directorship of Shri.M.B.N.Rao (DIN 00287260) as Non-Executive Independent Director beyond the age of 75 years in his current tenure

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Shri.M.B.N.Rao (DIN 00287260), as a Non-Executive Independent Director of the Company from the day he attained the age of 75 years i.e., 19th June 2023 till the expiry of his term, viz. 31st March 2024 on the same terms and conditions as already approved by the Members, by way of a Special Resolution at the Annual General Meeting held on 3rd August 2018.

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

CHENNAI
30-08-2023

By Order of the Board,
For THE RAMCO CEMENTS LIMITED,
K. SELVANAYAGAM
SECRETARY

Notes:

1. Pursuant to Sections 102 and 110 of the Act, an explanatory statement setting out material facts and reasons for the proposed resolutions are appended hereto.
2. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the Company / depository participant(s) as on Friday, the 25th August 2023 (“Cut-off Date”). Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
3. Please note that those shareholders, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to e-vote in relation to the resolution as set out in this Notice.

4. A copy of this Postal Ballot Notice is also available on the Company's website www.ramcocements.in, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of CDSL at www.evotingindia.com.
5. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.

Instructions to shareholders for remote e-voting:

6. Voting through electronic means
 - A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Rules and Regulation 44 of LODR the Company is providing members remote e-voting facility to exercise their right to vote at the business to be transacted, through e-voting services provided by CDSL.
 - B. The facility for remote e-voting shall remain open from 9.00 AM on Friday, the 1st September 2023 to 5.00 PM on Saturday, the 30th September 2023. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. Friday, the 25th August 2023, may exercise the remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on Saturday, the 30th September 2023.
 - 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 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	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking

Type of shareholders	Login Method
	<p>the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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.</p> <p>2) 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</p> <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</p>

Type of shareholders	Login Method
	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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 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 for shareholders holding shares in physical mode and shareholders other than individual holding in Demat form.

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

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

After entering these details appropriately, click on “SUBMIT” tab.

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

should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- f. Alternatively Non Individual shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at srinivasan.k@msjandnk.in and to the Company at the email address viz. investorrelations@ramcocements.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
8. Process for those shareholders whose E-mail/Mobile No. are not registered with the Company/DP.
 - A. For Physical shareholders, please provide your e-mail id/mobile number along with necessary details in Form No: ISR-1, available at the website of the Company.
 - B. For Individual Demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while e-voting.
 9. 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 25th August 2023.
 10. All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

CHENNAI
30-08-2023

By Order of the Board,
For THE RAMCO CEMENTS LIMITED,
K. SELVANAYAGAM
SECRETARY

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Shri.M.B.N.Rao was appointed by way of **Special Resolution** at the Annual General Meeting held on 03-08-2018, for the second consecutive term of 5 years as an Independent Director, for the period being from 01-04-2019 to 31-03-2024.

Vide Amendment dated 09-05-2018, Regulation 17(1A) was inserted, which came into effect from 01-04-2019, as per which a Director can continue his directorship, if he has attained the age of 75 years, if a Special Resolution is passed to that effect, in which case, the explanatory

statement annexed to the Notice should indicate the justification for appointing and continuing such a person as a Director. A Guidance Note on SEBI Circular No: SEBI/HO/CFD/CMD/CIR/ P/2020/12 dated 22nd January 2020 issued by the Stock Exchanges, specified that the Explanatory Statement should mention the age of the Director.

Even though his appointment for the period from 01-04-2018 to 31-03-2023 has been specifically approved by the shareholders by way of a Special Resolution on 03-08-2018, the Stock Exchanges have pointed out that, not mentioning the age in the Explanatory Statement is non-compliance of Regulation 17(1A).

Shri.M.B.N.Rao had attained the age of 75 years on 19-06-2023. Hence, the Company proposes to pass another Special Resolution specifically mentioning his age in the explanatory statement and for the continuation of his Directorship for the remaining period of his tenure, from 19-06-2023 to 31-03-2024.

His Profile in brief is given below:-

Shri.M.B.N.Rao, a graduate in Agriculture holds Diploma in Computer Studies from University of Cambridge and National Computing Centre, London and Certificate in Industrial Finance. He started his Banking career in the year 1970 when he joined Indian Bank as a Probationary Officer. He has handled various assignments in the Banking Industry in India and Overseas and rose to become the Chairman and Managing Director of Indian Bank and later Chairman & Managing Director of Canara Bank, from where he retired.

He has visited USA, UK, Germany, France, Switzerland, Spain, Malaysia, Philippines, Thailand, Hong Kong and China in connection with multifarious responsibilities assigned to him.

He has been on the Board of The Ramco Cements Limited since 2009.

He is also the Chairperson of Risk Management Committee and Member of the Audit Committee of the Company.

He is also a Director in the following Companies:-

TAJ GVK Hotels and Resorts Limited
Apollo Hospitals Enterprise Limited
MMTC - PAMP India Private Limited
Crisil Ratings Limited
Nuziveedu Seeds Limited
Apollo Health and Lifestyle Limited

He is also a Member in the following Committees:-

No	Name of the Company	Name of the Committee	Position Held (Chairman/Member)
1	TAJ GVK Hotels & Resorts Limited	Audit Committee	Chairman

No	Name of the Company	Name of the Committee	Position Held (Chairman/Member)
2	Nuziveedu Seeds Limited	Audit Committee	Member
3	Nuziveedu Seeds Limited	Risk Management Committee	Chairman
4	Apollo Health and Lifestyle Limited	Audit Committee	Member
5	Apollo Health and Lifestyle Limited	Nomination and Remuneration Committee	Chairman
6	Apollo Health and Lifestyle Limited	Corporate Governance Committee	Chairman
7	Apollo Health and Lifestyle Limited	Corporate Social Responsibility Committee	Chairman
8	Apollo Hospitals Enterprise Limited	Audit Committee	Chairman
9	Apollo Hospitals Enterprise Limited	Nomination and Remuneration Committee	Member
10	Apollo Hospitals Enterprise Limited	Investment Committee	Member
11	Apollo Hospitals Enterprise Limited	Corporate Social Responsibility Committee	Member
12	CRISIL Ratings Limited	Nomination and Remuneration Committee	Chairman
13	CRISIL Ratings Limited	Corporate Social Responsibility Committee	Chairman
14	CRISIL Ratings Limited	Ratings Sub-Committee of Board of Directors	Member
15	MMTC – PAMP India Private Limited	Management Assurance Committee	Member
16	MMTC – PAMP India Private Limited	Risk Management and Compliance Committee	Chairman

His attendance for the Board Meetings during his current tenure is more than 90%.

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

He holds no shares in The Ramco Cements Limited.

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

Disclosure of Interest:

Except Shri.M.B.N.Rao, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 17(1A) of LODR.