

Ref. No.SECorres/PBNotice/2026-27
5.6.2026

Aurys Corporate Centre, 6th Floor, 98-A, Dr. Radhakrishnan Road, Mylapore, Chennai 600 004. India
+91 44 2847 8585 / 4298 3100, Fax +91 44 2847 8597. www.ramcoindltd.com
CIN : L26943TN1965PLC005297, ✉ : ril@ril.co.in

National Stock Exchange of India Ltd. Exchange Plaza, 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 Sir / Madam,

Sub: **Postal Ballot Notice - Intimation under Regulation 30 of the SEBI (LODR) Regulations, 2015.**

In terms of Regulation 30 of LODR, we hereby submit a copy of Postal Ballot Notice ('Notice') dated 27th May, 2026 seeking approval of the Members of the Company in respect of the below mentioned Special resolution through remote e-voting process only :

To approve the re-appointment of Shri Ajay Bhaskar Baliga (DIN 00030743) as a Non-Executive Independent Director on the Board of the Company, for a Second term of five (5) consecutive years from 27th July, 2026 to 26th July, 2031.

The aforesaid Notice is being sent electronically only to those Members whose names appear in the Register of Members or Register of Beneficial Owners as on the Cut-Off date i.e., Friday the 29th May, 2026 ('Cut-Off Date') and whose e-mail address is registered with the Company/Depository Participants ('DPs'). The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off date i.e., Friday the 29th May, 2026.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facility to all the Members. The details of the procedure to cast the vote forms part of the 'Notes' section of the Notice.

The Postal Ballot e-voting facility will be available during the following period:

Date of Commencement of Remote E-Voting	09.00 AM (IST) on Saturday the 6 th June, 2026
Date of Conclusion of Remote E-Voting	05.00 PM (IST) on Sunday the 5 th July, 2026

Remote e-voting shall not be allowed beyond 05.00 PM (IST) on Sunday the 5th July, 2026.

Members may note that the Notice will also be available on the Company's website at www.ramcoindltd.com, on 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 the website of CDSL at www.evotingindia.com.

We request you to kindly take the same on record.

Thanking you

Yours faithfully
For Ramco Industries Limited

S. Balamurugasundaram
Company Secretary & Legal Head

Encl. : a.a.



RAMCO INDUSTRIES LIMITED

CIN :L26943TN1965PLC005297

Registered Office: 47 P.S.K.Nagar, Rajapalayam – 626 108, Tamil Nadu

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98A, Dr.Radhakrishnan Road, Mylapore, Chennai 600004

Phone No. : 044-2847 8585 Fax : 044-2847 8597

email : investors_grievances@ramcoind.com website : www.ramcoindltd.com

Notice of Postal Ballot

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 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 Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Rules"), Secretarial Standards-2 on General Meeting issued by the Institute of Company Secretaries of India to the extent applicable and guidelines prescribed by the Ministry of Corporate Affairs ("MCA"), Government of India for conducting Postal Ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read together with the latest General Circular No. 03/2025 dated 22nd September, 2025, and other relevant circulars issued by MCA (hereinafter collectively referred to as "the MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"/"LODR"/"Listing Regulations") read with SEBI circulars and other applicable laws, rules and regulations (hereinafter collectively referred to as "the applicable laws", which will include any statutory modifications or re-enactment thereof for the time being in force and/ or as amended from time to time), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders") by way of Special Resolution, is being sought via Postal Ballot through e-voting only (voting through electronic means) for the following item as special business :-

- (i) Approval for the Re-appointment of Shri Ajay Bhaskar Baliga (DIN 00030743) as a Non-Executive Independent Director in terms of Sections 149,150,152, Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of the LODR, for a Second term of five (5) consecutive years from 27th July, 2026 to 26th July, 2031.

This Postal Ballot Notice will also be placed on the websites of the Company at www.ramcoindltd.com and the Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

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In compliance with the relevant MCA Circulars, 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 29th May, 2026 ("Cut-off Date"). If so requested by any shareholder, physical copy of the postal ballot form will be sent by post/courier to such shareholder's registered postal address that is available with the Company. Any person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.

The Company has provided e-voting facility to its Members to cast their vote electronically and has availed the services of CDSL as the agency to provide e-voting facility. **The communication of assent or dissent of the Members would take place through e-voting (Remote e-voting) only.**

Please note that those shareholders as on the cut-off who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories, are also entitled to cast their e-vote on the resolution set out in this Notice.

The Company has appointed 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), to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the LODR, the Act and the Rules made thereunder.

The Members shall exercise their right to vote on the resolution included in the Postal Ballot Notice **only by electronic means** i.e. through e-voting services provided by CDSL. The e-voting period shall be **from 09.00 A.M. IST on Saturday the 6th June, 2026 to 05.00 P.M. IST on Sunday the 5th July, 2026**. 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 Sunday the 5th July, 2026. **Remote e-voting will not be allowed beyond 05.00 PM IST on Sunday the 5th July, 2026.**

The last date of e-voting, i.e. Sunday the 5th July, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutiniser shall, after the conclusion of voting, unblock the votes cast through e-voting and make, within 2 working days of conclusion of the e-voting i.e., on or before 7th July, 2026 (Tuesday), submit a Scrutiniser's report of the total votes cast in favour or against, to the Chairman or a person authorised by him in writing or the Secretary who shall countersign the same and the Chairman / Secretary or such authorised person shall declare the result of the voting forthwith. The Company will also display the results of e-voting at the Registered and Corporate Offices of the Company.

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The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.ramcoindltd.com and on the website of CDSL after such declaration of results. The results will also be immediately forwarded to BSE Limited and The National Stock Exchange of India Limited, Mumbai along with a copy of the Scrutiniser's Report.

A resolution passed by the Members through postal ballot with the requisite majority is considered as having been passed at a General Meeting of the Members.

The proposed resolution along with the Statement of Material Facts pursuant to Section 102 of the Act, setting out all material facts and reasons thereof given hereinbelow for the consideration of the Members forms part of this postal ballot notice (the "Postal Ballot Notice").

SPECIAL BUSINESS – SPECIAL RESOLUTION:

Item No.: 1

To approve the re-appointment of Shri Ajay Bhaskar Baliga (DIN 00030743) as a Non-Executive Independent Director on the Board of the Company for a second term of 5 (five) consecutive years.

To consider providing your assent or dissent for passing the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 (the Act) and other applicable provisions of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution(s) made thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Ajay Bhaskar Baliga (DIN 00030743) who holds office as a Non-Executive Independent Director upto 26th July, 2026 and being eligible for re-appointment and meets the criteria of Independence, as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from 27th July, 2026 to 26th July 2031, on such terms and conditions, as set out in the Explanatory Statement annexed to the notice.

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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".

By Order of the Board
For RAMCO INDUSTRIES LIMITED

DATE : 27.05.2026

PLACE: CHENNAI

P.R. VENKETRAMA RAJA
CHAIRMAN
(DIN 00331406)

Notes :

Instructions to shareholders for remote e-voting :

1. Voting through electronic means:

- A. In compliance with provisions of Section 108 read with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] and the MCA Circulars, the Company is providing members remote e-voting facility to exercise their right to vote in the Postal Ballot, for the business to be transacted through e-voting services provided by CDSL.
- B. 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 Saturday the 6th June, 2026 and end at 05.00 P.M. IST on Sunday the 5th July, 2026. 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 Sunday the 5th July, 2026. Remote e-voting shall not be allowed beyond 05.00 PM IST on Sunday the 5th July, 2026. The last date of e-voting, i.e. Sunday the 5th July, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- 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 the abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below :

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">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 users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and My Easi New (Token) Tab.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 the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. 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.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and My Easi New (Token) Tab and then click on registration option.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 evoting 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">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.

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Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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.</p> <p>4) For OTP based login you can click on https://eservices.nsd.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</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 Depository Participant 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 abovementioned 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

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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 21 09911.
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 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/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.

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Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat
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 Ramco Industries 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.

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- 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 and 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. Additional facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- 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 (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.
 - Alternatively, Non Individual shareholders are required mandatorily 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.investors_grievances@ramcoind.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.
2. Process for those shareholders whose e-mail/Mobile No. are not registered with the Company/Depositories :-
- For Physical shareholders, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company.
 - For Demat shareholders, please update your email id and mobile no. with your respective Depository Participant (DP)
 - For individual Demat shareholders, please update your e-mail id and mobile no. with your respective Depository Participant which is mandatory while e-voting.

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3. 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 Friday the 29th May, 2026.
4. If you have any queries or issues regarding 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 21 09911.
5. 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 21 09911.

By Order of the Board
For RAMCO INDUSTRIES LIMITED

CHENNAI
27.05.2026

P.R.VENKETRAMA RAJA
CHAIRMAN
(DIN 00331406)

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Annexure to the Notice of Postal Ballot

STATEMENT SETTING OUT THE MATERIAL FACTS (EXPLANATORY STATEMENT) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND INFORMATION PURSUANT TO REGULATION 36 OF SEBI LODR, SS-2 AND SCHEDULE IV OF THE COMPANIES ACT, 2013 (FORMING PART OF THE NOTICE)

Re-appointment of Shri Ajay Bhaskar Baliga (DIN : 00030743) as a Non-Executive Independent Director for a Second term of five consecutive years

The members at their 56th Annual General Meeting held on 19.8.2021, had appointed Shri Ajay Bhaskar Baliga (DIN: 00030743) as an Independent Director of the Company for a first term of five consecutive years from 27.7.2021 to 26.7.2026 pursuant to the provisions of Companies Act, 2013 and Listing Regulations and accordingly his first term is upto 26.7.2026.

Shri Ajay Bhaskar Baliga is also the Chairman of the Audit Committee and a member of the Risk Management Committee.

As per Section 149 of the Act, an Independent Director may hold office for two terms of 5 (five) consecutive years each. Shri Ajay Bhaskar Baliga fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations.

Also, as per Section 149(10) of the Companies Act, 2013, the re-appointment of an Independent Director for a second term must be approved before the completion of the first term of five years, and as per the Act and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Special Resolution is required for the re-appointment. Hence, it is proposed to obtain the approval of the shareholders before the expiration of the first term of 5 consecutive years of Shri Ajay Bhaskar Baliga, by way of a Special Resolution through Postal Ballot process in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

This also ensures continued compliance with the 50% Independent Director requirement under Regulation 17(1)(b) of SEBI LODR, as the non-executive Chairman is a Promoter.

In pursuance of Section 178(2) of the Companies Act, 2013 and Para A of Part D of Schedule II of SEBI (LODR) Regulations, the Nomination and Remuneration Committee (NRC), at its meeting held on 27.5.2026 after taking into account the performance evaluation of Shri Ajay Bhaskar Baliga during his first term of 5 (five) years, has recommended to the Board, the proposal for his reappointment (DIN 00030743), as an Independent Director, for a Second term of five consecutive years from 27.7.2026 to 26.7.2031, since he also fulfils the criteria with respect to qualification, positive attributes, skill sets, is a person of integrity, possesses relevant expertise and experience and also satisfies the criteria of Independence for being reappointed as an Independent Director and he is independent of the management.

RAMCO INDUSTRIES LIMITED

CIN :L26943TN1965PLC005297

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98A, Dr.Radhakrishnan Road, Mylapore, Chennai 600004

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Based on the recommendation of the NRC, the Board has also recommended his re-appointment as an Independent Director of the Company for a Second term of 5 consecutive years from 27.7.2026 to 26.7.2031, to the members as in the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for being reappointed as an Independent Director and he is independent of the management.

The Company has received consent in writing from Shri Ajay Bhaskar Baliga to act as Director in Form DIR-2, intimation to the effect that he has not been disqualified to be appointed as a director and a declaration that he meets the criteria of independence and other declarations for being appointed as an Independent Director and assurance that he would be able to devote sufficient time and attention for discharging his obligations as an Independent Director.

In terms of Section 150 of Companies Act, 2013, read with Rule 6 of Companies (Appointment & Qualification of Directors) Rules, 2014, Shri Ajay Bhaskar Baliga had registered himself with the Independent Directors Data Bank of Indian Institute of Corporate Affairs and has cleared the said self-assessment test, conducted by Indian Institute of Corporate Affairs.


Shri Ajay Bhaskar Baliga will be eligible for remuneration as applicable to Independent Directors 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.

Brief Profile of Shri Ajay Bhaskar Baliga is as given below:-

Shri Ajay Bhaskar Baliga is a freelance Management & Strategy Consultant with over 40 years of experience in the Alcobev space in various roles, starting from factory management and production control to ultimately end-to-end global supply solutions for Mainstream Spirits for Diageo Plc, the global leader in beverage alcohol:

He was an Executive Director for Allied Blenders and Distillers Private Ltd., a manufacturer and marketer of spirits brands based in Mumbai, India, till January 2020. Before this, he served as the Global Supply Director - for Diageo PLC. He has in the past worked for United Spirits Limited (USL) and Shaw Wallace & Company Ltd., both in executive and senior management roles.

His career journey has touched upon all facets of the Alcobev industry. A Chemical Engineer by qualification, he has been involved with acquisitions, their integration & merger into mainline business, manufacturing footprint & cost optimization, stepping up safety standards & infrastructure to international standards and on water conservation and sustainability. He was overseeing USL's supply function comprising of 95 manufacturing sites spread across the country and then spearheaded the transformation of USL's manufacturing operations, technical functions, safety & sustainability to align with Diageo Global Supply standards, improve performance parameters, efficiencies and profitability to make USL Manufacturing World Class.

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In his role as the Global Supply Director - Mainstream Spirits for Diageo Plc, he has covered African, South American, and the far eastern markets scouring for potential opportunities in the mainstream segments, and have been successful in drawing up the Mainstream Strategy and Growth Plans for Supply at Diageo Plc.

Memberships of other Board :

He is also a Member of the Board of the following Companies as a Non-Executive Independent Director :

1. E.I.D. - Parry (India) Limited (**Listed**)
2. The Ramco Cements Limited (**Listed**)
3. Parry Sugars Refinery India Private Limited (**Unlisted**)

Membership/Chairmanship of Committees of Other Board

No	Name of the Company	Name of the Committee	Position Held (Chairman/Member)
1	E.I.D. - Parry (India) Limited	Audit Committee	Member
2		Risk Management Committee	Member
3		Nomination & Remuneration Committee	Chairman
4	The Ramco Cements Limited	Audit Committee	Chairman
5		Corporate Social Responsibility Committee	Chairman
6		Nomination & Remuneration Committee	Chairman
7		Stakeholders Relationship Committee	Member
8		Risk Management Committee	Member

He holds no shares in Ramco Industries Limited, including shareholding as a beneficial owner.

Shri Ajay Bhaskar Baliga possesses requisite skills, experience, knowledge and capabilities as identified by NRC and as required for the role of an Independent Director of the Company and his reappointment would be beneficial to the Company.

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Skill/ Expertise/Competency of Shri Ajay Bhaskar Baliga	Business Development and Management, Strategy Management, Supply Chain Management, Projects & Acquisitions, Procurement & Sourcing, Innovation, Technical & Operational Excellence and Knowledge on Chemical Engineering
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Considering his vast experience and expertise, it is proposed to seek the approval of the Shareholders by way of a Special Resolution for his re-appointment. The statement pursuant to Section 102 of the Companies Act, 2013, may be treated as the required justification for the reappointment of Shri Ajay Bhaskar Baliga.


The draft letter of appointment setting out the terms and conditions of the appointment of Independent Director shall be uploaded on the website of the Company and will be available for inspection till the completion of the postal ballot process.

The Board of Directors recommend the Special Resolution to the Members for their approval.

Additional details as required, pursuant to the provisions of LODR and the Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Disclosure of Interest :

Except Shri Ajay Bhaskar Baliga, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in anyway, concerned or interested, financially or otherwise in the resolution. He also does not have any pecuniary relationship or transactions with the Company. The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of LODR.

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Annexure**Additional information on Director recommended for re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards**

Particulars	Details
Name of the Director	Shri Ajay Bhaskar Baliga
Director Identification Number (DIN)	00030743
Date of Birth, Age and Nationality	12.1.1959, 67 years, Indian
Educational Qualification	B.Tech. (Chemical Engineering)
Brief Profile /Experience	Details are given above in the statement given pursuant to Section 102 of the Companies Act, 2013
Terms and conditions of appointment	Non Executive Independent Director for a Second term of five consecutive years from 27 th July, 2026 to 26 th July, 2031, not liable to retirement by rotation. He will be eligible for remuneration as applicable to Independent Directors 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 Committee Meetings, as determined by the Board from time to time in this connection.
Date of First Appointment to the Board	27.7.2021
Details of remuneration last drawn	Sitting Fees of Rs.7,20,000/- was paid for the FY 2025-26
Remuneration sought to be paid	Sitting Fees for attending meetings of the Board and other Committee Meetings, as determined by the Board from time to time in this connection.
Shareholding in the Company as on date including shareholding as a beneficial owner	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 (FY 2025-26)	Five

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Particulars	Details
Other Directorships (including listed entities)	Details are given above in the statement given pursuant to Section 102 of the Companies Act, 2013
Listed entities from which the appointee has resigned in the past three years	Globus Spirits Limited
Memberships and Chairmanships of Committees (including listed entities)	Details are given above in the statement given pursuant to Section 102 of the Companies Act, 2013.
Skills and capabilities required for the role and the way he meets such requirements	Mentioned in the statement given above pursuant to Section 102 of the Companies Act, 2013.

By Order of the Board
For RAMCO INDUSTRIES LIMITEDCHENNAI
27.05.2026P.R.VENKETRAMA RAJA
CHAIRMAN
(DIN 00331406)