

THE RAMCO CEMENTS LIMITED

MINUTES OF THE 68TH ANNUAL GENERAL MEETING

Day & Date : Thursday, the 20th August 2026
The Annual General Meeting was held through Video Conferencing (VC)

Time of Commencement : 10.00 AM
Time of Conclusion : 10.43 AM

DIRECTORS PRESENT	CATEGORY / POSITION	MODE OF ATTENDANCE
Shri.M.F.Farooqui, IAS (Retd.)	Independent Director and Chairman of the Board	Through VC
Shri.P.R.Venketrama Raja	Managing Director	In Person
Dr.M.S.Krishnan	Independent Director	Through VC
Shri.R.Dinesh	Non-Executive Non-Independent Director and Chairperson of Stakeholders Relationship Committee and Risk Management Committee	Through VC
Shri.Ajay Bhaskar Baliga	Independent Director and Chairperson of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee	Through VC
Smt.Soundara Kumar	Independent Director	Through VC
IN ATTENDANCE Shri.K.Selvanayagam	Secretary	In Person
BY INVITATION		
Shri.A.V.Dharmakrishnan	Chief Executive Officer (CEO)	In Person
Shri.S.Vaithiyanathan	Chief Financial Officer (CFO)	In Person
SCRUTINISER Shri.K.Srinivasan	Chartered Accountant. Partner - M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants.	Through VC

AUDITORS		MODE OF ATTENDANCE
Shri.V.Rajeswaran	Representing M/s.SRSV & Associates, Chartered Accountants – Statutory Auditors	Through VC
Shri.M.Vijayan, Smt.V.Jayanthi and Shri.C.Kesavan	Representing M/s.Ramakrishna Raja And Co., Chartered Accountants – Statutory Auditors	Through VC
Shri.K.Sriram	Representing M/s.Sriram Krishnamurthy & Co., Company Secretaries, Secretarial Auditor	Through VC

The meeting was attended by 83 members through VC.



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

Shri.M.F.Farooqui, IAS (Retd.), Chairman of the Company presided and welcomed the Shareholders.

The Chairman gave a brief introduction of Managing Director and all other Directors present.

The Chairman explained the absence of Shri.CK.Ranganathan, Director, which was due to unavoidable circumstances.

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

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

Secretary further informed the shareholders that necessary certificate dated 22.05.2026 had been obtained from the Company's Secretarial Auditors with respect to implementation of Employee Stock Option Schemes, that they were in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the Members of the Company and the same had been attached as Annexure-10 to the Annual Report for the year 2025-26. He further informed that the details as required under Part F of Schedule I read with Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, were disclosed in the Company's website.

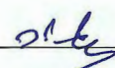
Secretary announced that since the Notice convening the meeting had been circulated by e-mail to shareholders and hosted on the website of the Company and the Stock Exchanges, the Notice had been taken as read.

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

Secretary informed the members that the e-voting process had been explained in the Notice convening the AGM.

Secretary informed the Members that the facility of remote e-voting for the Members was made available from 9:00 a.m. on Monday, the 17th August 2026 and concluded at 5:00 p.m. on Wednesday, the 19th August 2026. The Secretary further informed that the Members who were present at the AGM and had not cast their votes by remote e-voting could cast their

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votes during the Meeting. Secretary informed that the e-voting facility would be kept open for upto 15 minutes after conclusion of the meeting, to enable the Members to cast their vote. If any votes cast by the members through the e-voting available during the AGM and if the same members did not participate in the meeting through VC, then the votes cast by such members would be considered invalid as the facility of e-voting during the meeting was available only to the members who attended the meeting. The e-voting was closed at 10.59 AM.

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

The Chairman delivered his speech during the course of which he reviewed the performance of the Company.

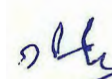
On request by the Chairman, the Managing Director delivered his speech.

The Chairman opened the session for Questions and Answers. The Secretary informed that the Company had made necessary arrangements for the two-way communication in the meeting, for the registered shareholders to express their views. Accordingly, 4 shareholders who had been registered as speaker shareholders, had attended the meeting and spoke during the AGM. The Chief Executive Officer and Managing Director had adequately clarified the queries raised by them.

The following items of business as set out in the Notice convening the 68th Annual General Meeting were transacted.

No	ORDINARY BUSINESS – ORDINARY RESOLUTION
1	Adoption of Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March 2026. "RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March 2026, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."
2	Declaration of dividend for the year 2025-2026 at the rate of Rs.2.50 per share. "RESOLVED THAT a Dividend of Rs. 2.50 per Share be and is hereby declared for the year ended 31st March 2026 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 13th August 2026."

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No	ORDINARY BUSINESS – ORDINARY RESOLUTION
3	Reappointment of Shri.P.R.Venketrama Raja, as a Director, liable to retire by rotation. “RESOLVED THAT Shri P.R.Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby reappointed as a Director of the Company.”

	SPECIAL BUSINESS – ORDINARY RESOLUTION
4	Ratification of remuneration of Rs.7,50,000/- (exclusive of GST and out of pocket expenses) to M/s.Geeyes & Co., Cost Accountants, Cost Auditors of the Company, for the financial year 2026-27. “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.7,50,000/- (Rupees Seven lakhs fifty thousand 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 2026-27 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified.”

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

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

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

RESULTS

Based upon the scrutiniser's report, the results of the voting on the resolutions were given in Annexure. All the resolutions had been passed with requisite majority.

DATE OF ENTRY : 24-08-2026

K.SELVANAYAGAM
SECRETARY

DATE OF SIGNING : 24-08-2026
CHENNAI

K.Selvanayagam

M.F. Farooqui
M.F.FAROOQUI
CHAIRMAN

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Annexure

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Company's Separate and Consolidated Audited Financial Statements for the year ended 31 st March 2026 and the Reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	100554774	100554774	100	100554774	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	100554774	100554774	100	100554774	0	100	0
Public-Institutions	E-Voting	95730381	80736360	84.3372	80736360	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	95730381	80736360	84.3372	80736360	0	100	0
Public-Non Institutions	E-Voting	40007225	1808251	4.5198	1808229	22	99.9988	0.0012
	Poll		623992	1.5597	623992	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	40007225	2432243	6.0795	2432221	22	99.9991	0.0009
Total		236292380	183723377	77.7526	183723355	22	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	134974
Public - Non Institutions	0

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Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of dividend of Rs.2.50/- per share for the Financial Year ended 31st March 2026				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	100554774	100554774	100	100554774	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	100554774	100554774	100	100554774	0	100	0
Public-Institutions	E-Voting	95730381	80781112	84.384	80781112	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	95730381	80781112	84.384	80781112	0	100	0
Public-Non Institutions	E-Voting	40007225	1808251	4.5198	1808239	12	99.9993	0.0007
	Poll		623992	1.5597	623992	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	40007225	2432243	6.0795	2432231	12	99.9995	0.0005
Total		236292380	183768129	77.7715	183768117	12	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	134974
Public - Non Institutions	0

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Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Shri.P.R.Venketrama Raja (DIN:00331406), who retires by rotation and being eligible, seeks reappointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	100554774	100554774	100	100554774	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	100554774	100554774	100	100554774	0	100	0
Public-Institutions	E-Voting	95730381	80781112	84.384	75558575	5222537	93.535	6.465
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	95730381	80781112	84.384	75558575	5222537	93.535	6.465
Public- Non Institutions	E-Voting	40007225	1808251	4.5198	1806822	1429	99.921	0.079
	Poll		623992	1.5597	623992	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	40007225	2432243	6.0795	2430814	1429	99.9412	0.0588
Total		236292380	183768129	77.7715	178544163	5223966	97.1573	2.8427
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	134974
Public - Non Institutions	0

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Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration of Rs. 7,50,000/- (Rupees Seven lakhs fifty thousand 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 for the Financial Year 2026-27				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	100554774	100554774	100	100554774	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	100554774	100554774	100	100554774	0	100	0
Public-Institutions	E-Voting	95730381	80781112	84.384	80781112	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	95730381	80781112	84.384	80781112	0	100	0
Public- Non Institutions	E-Voting	40007225	1808251	4.5198	1807119	1132	99.9374	0.0626
	Poll		623992	1.5597	623992	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	40007225	2432243	6.0795	2431111	1132	99.9535	0.0465
Total		236292380	183768129	77.7715	183766997	1132	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	134974
Public - Non Institutions	0

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