

THE RAMCO CEMENTS LIMITED

MINUTES OF THE 67TH ANNUAL GENERAL MEETING

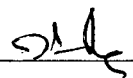
Day & Date : Wednesday, the 13th August 2025
The Annual General Meeting was held through Video Conferencing (VC)

Time of Commencement : 10.00 AM
Time of Conclusion : 10.42 AM

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

AUDITORS		MODE OF ATTENDANCE
Shri.V.Rajeswaran and Ms.Madura Ganesh	Representing M/s.SRSV & Associates, Chartered Accountants – Statutory Auditors	Through VC from Chennai

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

The meeting was attended by 65 members through VC.

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

Shri.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 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 22.05.2025 had been obtained from the Company's Secretarial Auditors with respect to implementation of Employee Stock Option Schemes, that they were in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the Members of the Company and the same had been attached as Annexure-10 to the Annual Report for the year 2024-25. He further informed that the details as required under Part F of Schedule I read with Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, were disclosed in the Company's website.

Secretary announced that since the Notice convening the meeting 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.

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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 Sunday, the 10th August 2025 and concluded at 5:00 p.m. on Tuesday, the 12th August 2025. The Secretary further informed that the Members who were present at the AGM and had not cast their votes by remote e-voting could cast their votes during the Meeting. 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 kept open from the commencement of the meeting, viz. 10.00 AM to 10.57 AM on 13th August 2025, (i.e) till 15 minutes after completion of the AGM.

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, out of 5 shareholders who had been registered as speaker shareholders, 3 shareholders had attended the meeting and 2 shareholders spoke during the AGM. The Managing Director adequately clarified the queries raised by them.

The following items of business as set out in the Notice convening the 67th Annual General Meeting were transacted.



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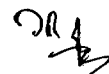
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No	ORDINARY BUSINESS – ORDINARY RESOLUTION
1	<p>Adoption of Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March 2025.</p> <p>"RESOLVED THAT the Company's Separate and Consolidated Audited Financial Statements for the year ended 31st March 2025, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."</p>
2	<p>Declaration of dividend for the year 2024-2025 at the rate of Rs.2/- per share.</p> <p>"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."</p>
3	<p>Reappointment of Shri.R.Dinesh, as a Director, liable to retire by rotation.</p> <p>"RESOLVED THAT Shri.R.Dinesh (DIN: 00363300), who retires by rotation, be and is hereby reappointed as a Director of the Company."</p>

	SPECIAL BUSINESS – ORDINARY RESOLUTION
4	<p>Appointment of M/s.Sriram Krishnamurthy & Co., Company Secretaries, as Secretarial Auditors of the Company.</p> <p>"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.</p> <p>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.</p> <p>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."</p>

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5	<p>Ratification of remuneration of Rs.7,00,000/- (exclusive of GST and out of pocket expenses) to M/s.Geeyes & Co., Cost Accountants, Cost Auditors of the Company, for the financial year 2025-26.</p> <p>“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.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.”</p>
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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.

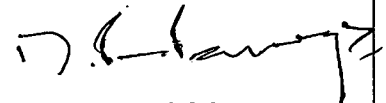
DATE OF ENTRY : 24-08-2025

K.SELVANAYAGAM
SECRETARY

K.Selvanayagam

DATE OF SIGNING
CHENNAI

: 24-08-2025



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 2025

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
Public-Institutions	E-Voting	95794467	70963314	74.0787	70845047	118267	99.8333	0.1667
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		95794467	70963314	74.0787	70845047	118267	99.8333
Public- Non Institutions	E-Voting	39943139	2084157	5.2178	2084140	17	99.9992	0.0008
	Poll		101	0.0003	101	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		39943139	2084258	5.2181	2084241	17	99.9992
Total		236292380	173602346	73.4693	173484062	118284	99.9319	0.0681
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	6284490
Public - Non Institutions	

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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 for the year 2024-2025 at the rate of Rs.2/- per share

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
Public- Institutions	E-Voting	95794467	71067912	74.1879	71067912	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		95794467	71067912	74.1879	71067912	0	100
Public- Non Institutions	E-Voting	39943139	2084157	5.2178	2084147	10	99.9995	0.0005
	Poll		101	0.0003	101	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		39943139	2084258	5.2181	2084248	10	99.9995
Total		236292380	173706944	73.5136	173706934	10	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	
Public Institutions	6284490
Public - Non Institutions	

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Resolution(3)	
Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Reappointment of Shri.R.Dinesh, as a Director, liable to retire by rotation

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
Public-Institutions	E-Voting	95794467	71023517	74.1416	69291381	1732136	97.5612	2.4388
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		95794467	71023517	74.1416	69291381	1732136	97.5612
Public- Non Institutions	E-Voting	39943139	2084157	5.2178	2084129	28	99.9987	0.0013
	Poll		101	0.0003	101	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		39943139	2084258	5.2181	2084230	28	99.9987
Total		236292380	173662549	73.4948	171930385	1732164	99.0026	0.9974
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	6284490
Public - Non Institutions	

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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	Appointment of M/s.Sriram Krishnamurthy & Co., Company Secretaries, as Secretarial Auditors of the Company

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
Public-Institutions	E-Voting	95794467	71023517	74.1416	71023517	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		95794467	71023517	74.1416	71023517	0	100
Public- Non Institutions	E-Voting	39943139	2084157	5.2178	2084140	17	99.9992	0.0008
	Poll		101	0.0003	101	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		39943139	2084258	5.2181	2084241	17	99.9992
Total		236292380	173662549	73.4948	173662532	17	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	
Public Institutions	6280519
Public - Non Institutions	

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Resolution(5)	
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.7,00,000/- (exclusive of GST and out of pocket expenses) to M/s.Geeyes & Co., Cost Accountants, Cost Auditors of the Company, for the financial year 2025-26

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
Public-Institutions	E-Voting	95794467	71023517	74.1416	71023517	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		95794467	71023517	74.1416	71023517	0	100
Public- Non Institutions	E-Voting	39943139	2084157	5.2178	2084140	17	99.9992	0.0008
	Poll		101	0.0003	101	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		39943139	2084258	5.2181	2084241	17	99.9992
Total		236292380	173662549	73.4948	173662532	17	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	
Public Institutions	6284490
Public - Non Institutions	

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