



RAMCO SYSTEMS LIMITED

REGISTERED OFFICE: 47, P S K NAGAR, RAJAPALAYAM - 626 108.

CORPORATE OFFICE: 64, SARDAR PATEL ROAD, TARAMANI, CHENNAI - 600 113.

CIN: L72300TN1997PLC037550, E-mail: investorrelations@ramco.com Website: www.ramco.com

PHONE: +91 44 2235 4510 / 6653 4000, Fax: +91 44 2235 2884

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 the provisions of Sections 108 and 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. 09/2024 dated September 19, 2024 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 Circular No: SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI 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") is being sought, via Postal Ballot Process through E-Voting only (voting through electronic means), by way of Special Resolution for the appointment of Justice Chitra Venkataraman (Retd.) (DIN : 07044099) aged 72 years, as a Non-Executive Independent Director, for a period of five (5) consecutive years commencing from March 25, 2025 to March 24, 2030.

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.

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, it will also be sent 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 Scrutiniser shall, immediately after the conclusion of e-voting period, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the company and make, within 2 working days of conclusion of the voting, a Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or the Secretary or a person authorised by the Chairman in writing who shall countersign the same and the Chairman / Secretary / Authorised Person shall declare the 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 or the Secretary. The results along with the Scrutiniser's Report, shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited, Mumbai.

SPECIAL BUSINESS – SPECIAL RESOLUTION

1. To approve appointment of Justice Chitra Venkataraman (Retd.), (DIN :07044099) as a Non-Executive Independent Director on the Board of Directors of the Company.

To consider and pass the following Resolution, as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions of Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 17(1A), 17(1E), 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for the appointment of Justice Chitra Venkataraman (Retd.), (DIN 07044099), who will be completing 75 years of age on April 22, 2027 during her proposed tenure, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years, from March 25, 2025 to March 24, 2030, on such terms and conditions, including remuneration, as may be approved by the Board of Directors.

By Order of the Board

For RAMCO SYSTEMS LIMITED

P R VENKETRAMA RAJA
CHAIRMAN

Place : Chennai

Date : March 25, 2025

Notes:

1. Pursuant to Sections 102 and 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, statement setting out material facts and reasons for the proposed resolution are appended hereto. Details in terms of Regulation 36(3) of the SEBI LODR forms part of the said statement forming part of this Postal Ballot Notice.
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, March 21, 2025 ("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.ramco.com, 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.
6. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members holding equity shares in electronic mode who have not updated their e-mail addresses with the DP are requested to update their e-mail address and any changes therein. Members holding equity shares in physical mode are requested to update their e-mail address/mobile number, quoting their folio number, to viz., Cameo Corporate Services Limited, (Unit: Ramco Systems Limited), (“RTA”) in the URL <https://wisdom.cameoindia.com/> by writing to them at ‘Subramanian Building,’ No.1, Club House Road, Chennai 600 002.
7. Dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the postal ballot process by e-mail to the Members of the Company. Please note that those Members, 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 resolutions as set out in this Notice.
8. In accordance with Regulation 40 of SEBI LODR, securities of listed Companies can be transferred only in dematerialized form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding equity shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s RTA for any assistance in this regard.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP’s in case the shares are held by them in electronic form and to RTA/Company in case the equity shares are held by them in physical form. The said changes related to physical shares to be intimated in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company’s website <https://www.ramco.com/>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the shares are held in physical form.
10. Members holding equity shares in physical form, in identical order of names, in more than one folio are requested to send to the Company’s RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/ 2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said forms can be downloaded from the Company’s website <https://www.ramco.com/investor-relations/investor-information/common-and-simplified-norms/>. Members are requested to submit the said details to their DP in case the equity shares are held by them in electronic form and to RTA/Company in case the equity shares are held in physical form. It may be noted that any service request can be processed only after the folio is in KYC Compliant.

11. In accordance with Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company’s website www.ramco.com. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the equity shares are held in physical form.

12. The documents referred to in this Notice are available electronically for inspection by the Members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holidays from the date hereof up to the date of announcement of results of postal ballot. Members seeking to inspect such documents can send an email to investorrelations@ramco.com.
13. In case of joint holders, a Member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote.
14. Further any query/grievance with respect to voting on above Postal Ballot may please be addressed to Mr. R Ravi Kula Chandran, Chief Financial Officer at: Email id: investorrelations@ramco.com, Phone No.:- +91-6653 4000 or to the RTA, Cameo Corporate Services Limited, at Subramaniam Building No. 1, Club House Road, Chennai, Tamil Nadu, 600002, Phone No. +91-044- 2846 0390.

Instructions to shareholders for remote e-voting:

15. 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 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 Monday, March 31, 2025 and end at 05.00 P.M. IST on Tuesday, April 29, 2025. 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 Tuesday, April 29, 2025. Remote e-voting shall not be allowed beyond 05.00 P.M. on Tuesday, April 29, 2025. The last date of e-voting, i.e. Tuesday, April 29, 2025, 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 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi 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 your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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.

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & New System Myeasi Tab and then click on registration option.</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.cdsiindia.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.</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.nsd.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.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 hold 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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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 toll free no. 1800 1020 990 and 1800 22 44 30

- 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/DP are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 as mentioned in instruction F.

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 resolution contained in this Notice.
- I. Click on the EVSN for Ramco Systems Limited on which you choose to vote.
- J. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- K. Click on the "Resolution File" link if you wish to view the entire Resolution details.
- L. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- M. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- N. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- O. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- P. There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to 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@ramco.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

16. Process for those shareholders whose E-mail/Mobile No. are not registered with the Company/DP.
 - a. For Physical shareholders, please provide your e-mail id/mobile number along with necessary details in Form No: ISR-1, available at the website of the Company.
 - b. For Demat shareholders, please update your email id & mobile no. with your respective Depository Participant (DP)
 - c. For Individual Demat shareholders, please update your email id & mobile no. with your respective DP which is mandatory while e-voting.
17. 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, March 21, 2025
18. 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.

By Order of the Board

For RAMCO SYSTEMS LIMITED

P R VENKETRAMA RAJA
CHAIRMAN

Place: Chennai
Date : March 25, 2025

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 1

Presently, the Board Comprises of 4 Independent Directors and 4 Non-independent Directors as set out below:-

Mr. P R Venketrama Raja	Chairman / Non- Executive Non- Independent Director
Mr. P V Abinav Ramasubramaniam Raja	Managing Director
Mr. A V Dharmakrishnan	Non-Executive Non-Independent Director
Mrs. Soundara Kumar	Non-Executive Independent Director
Mr. Sankar Krishnan	Non-Executive Non- Independent Director
Justice P P S Janarthana Raja (Retd.)	Non-Executive Independent Director
Dr. M S Krishnan	Non-Executive Independent Director
Dr. Aravind Srinivasan	Non-Executive Independent Director

Out of the above Directors, Mrs. Soundara Kumar, Non-Executive Independent Director will be completing her second consecutive tenure of 5 (five) years on March 26, 2025.

Section 149 of the Companies Act, 2013 read with Rule 3(i) of the Companies (Appointment of Directors) Rules, 2014 ('the Act') and Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), requires a listed company to have not less than 1(one) Independent Woman Director.

Second Proviso to Regulation 17(1E) of the LODR requires that when a vacancy arises due to expiration of the term of office of any director, it has to be filled not later than the date such office is vacated.

Hence, the Company has to fill up the vacancy that will arise when Mrs.Soundara Kumar retires, on or before 26th March 2025, by appointing a Woman Independent Director.

The Nomination and Remuneration Committee (NRC) of the Company in pursuance of Section 178(2) of the Companies Act, 2013 has recommended the appointment of Justice Chitra Venkataraman (Retd.) (DIN : 07044099) as an Independent Director on the Board.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has also recommended her appointment as an Independent Director of the Company.

On approval of the Members, she will be an Independent Director in the Board and her tenure of office shall be for a period of five (5) consecutive years March 25, 2025 and end on March 24, 2030, not subject to retirement by rotation.

In accordance with Section 149(6) of the Companies Act, 2013, she fulfils the criteria with respect to qualification, positive attributes and is a person of integrity and possess relevant expertise and experience and in the opinion of the Board, she satisfies the criteria of Independence and conditions specified in the Companies Act, 2013, as well as SEBI (LODR) for being appointed as an Independent Director.

In accordance with Sub-paragraph 1A, Para A, Part D of Schedule II of LODR, induction of Justice Chitra Venkataraman (Retd.) as Independent Director would ensure that there is appropriate balance of skills, experience and knowledge in the Board of Directors. Her inclusion would not only meet the mandatory Board constitution requirement but also enhance the diversity of the Board. The proposal is in accordance with the Nomination and Remuneration Policy.

The Company has received consent in writing from Justice Chitra Venkataraman (Retd.) to act as Director in Form DIR-2, intimation to the effect that she has not been disqualified to be appointed as Director and declaration that she meets the criteria of independence and other declarations for being appointed as an Independent Director and assurance that she would be able to devote sufficient time and attention for discharging her 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, Justice Chitra Venkataraman (Retd.) had registered herself with the Independent Directors Data Bank of Indian Institute of Corporate Affairs and has got exemption from passing the proficiency test, conducted by Indian Institute of Corporate Affairs.

Justice Chitra Venkataraman (Retd.) 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.

In terms of Regulation 25(2A) of LODR, the appointment of Independent Director, shall be subject to the approval of the Members by way of a Special Resolution.

The brief profile of Justice Chitra Venkataraman (Retd.) is given below:

Justice Chitra Venkataraman (Retd.), 72 years, is a graduate in Economics from Ethiraj College, Chennai and B.L. from Law College, Chennai and started her practice at Madras High Court. She specialised in Direct and Indirect tax laws. She was appointed as Government Pleader during the period 1991 to 1995 and thereafter as the standing counsel for Income Tax for 10 years. She was elevated as Judge of Madras High Court in the year 2005 and retired in April 2014.

She has served as an Independent Director on the Boards of LMW Limited, The Ramco Cements Limited and Ramco Industries Limited and is currently an Independent Director on the Board of Super Sales India Limited.

She had not resigned from any listed entity in the past three years.

She does not hold any Memberships and Chairmanships of Committees of other Boards.

Skill / Expertise / Competency	Legal Knowledge, Tax Planning and Management.
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She holds no shares in Ramco Systems Limited.

As per Regulation 17(1A) of LODR, no listed Company shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect. If approved by the Members and consequent to her appointment, Justice Chitra Venkataraman (Retd.) would be attaining the age of 75 years during her tenure on April 22, 2027. Considering her vast experience and expertise, it is proposed to seek the approval of the Shareholders by way of a Special Resolution for her appointment. Further, as per Regulation 25(2A) of LODR, any appointment, re-appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Hence, 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, the proposed Special Resolution satisfies the norm. The statement pursuant to Section 102 of the Companies Act, 2013, may be treated as the required justification for the appointment of Justice Chitra Venkataraman (Retd.).

As per Regulation 17(1)(c) of LODR, the Company is required to have a minimum of 6 Directors on the Board. With the proposed appointment of Justice Chitra Venkataraman (Retd.) as an Independent Director, with effect from March 25, 2025 and the expiration of the term of office of Mrs. Soundara Kumar, as Independent Director on March 26, 2025, the Company will continue to have 8 Directors and will continue to satisfy the minimum requirement of 6 Directors.

As per Regulation 17(1)(b) of LODR, “where the chairperson of the board of directors is a non- executive director, at least one-third of the board of directors shall comprise of independent directors. Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors”. The Company will continue to have 4 Independent Directors out of total of 8 Directors. Thus, the Company will be in continued compliance with the above regulation as the composition of Independent Directors will be 50%.

With her appointment, the requirement of having a woman Independent director will also be satisfied.

A copy of the letter of appointment proposed to be issued to Justice Chitra Venkataraman (Retd.) is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Justice Chitra Venkataraman (Retd.), being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution. She 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.

The Board recommends the Resolution for your approval.

Details of the Director seeking appointment

(Pursuant to Regulation 36(3) of the SEBI (LODR) and Secretarial Standard-2 on General Meetings)

Name of the Director	Justice Chitra Venkataraman (Retd.)
DIN	07044099
Date of Birth	April 22, 1952
Age	72 Years
Date of first appointment on the Board	March 25, 2025
Qualifications	Graduate in Economics and Bachelor of Law
Expertise in specific functional areas	Refer Explanatory Statement given above.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Explanatory Statement given above.
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 consecutive years effective from March 25, 2025 to March 24, 2030 (for further details refer the Explanatory Statement given above).
Details of remuneration last drawn	Not Applicable
Details of remuneration sought to be paid	She 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 Act 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.
Directorships in other listed companies (excluding foreign companies)	Super Sales India Limited
Membership/Chairmanship Chairpersonship of Committees in other listed companies (excluding foreign companies)	Nil

Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during the year	One, in which her appointment was considered.
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil