

**CORPORATE GOVERNANCE REPORT SUBMITTED TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

1. Name of Listed Entity - The Ramco Cements Limited  
 2. Quarter ending - 30-Sep-2019

**I. Composition of Board of Directors**

Name of the Director, PAN & DIN	Category and Date of appointment in the current term	Date of Birth	Initial Date of appointment	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No of memberships in Audit / Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
			Date of Re- appointment						
Mr.P.R.Venketrama Raja DIN: 00331406 PAN: AAYPV5127H	C & ED MD	14-May-1959	23-May-1985	28	5	0	7	4	AC, SC, RMC, NRC
			04-Jun-2017						
Mr.R.S.Agarwal DIN: 00012594 PAN: AABPA5381R	ID	02-Oct-1942	30-Jan-2006	66	4	4	4	2	AC, NRC
			01-Apr-2019						
Mr.M.B.N.Rao DIN: 00287260 PAN: AADPN0586D	ID	19-Jun-1948	05-Aug-2009	66	4	4	5	1	AC, RMC
			01-Apr-2019						
Mr.M.M.Venkatachalam DIN: 00152619 PAN : AACPV2232K	ID	24-Nov-1958	23-Oct-2013	66	5	2	6	1	AC, SC, RMC, NRC
			01-Apr-2019						
Mrs.Chitra Venkataraman DIN: 07044099 PAN: AACPC5234G	ID	22-Apr-1952	20-Mar-2015	54	3	3	5	0	SC, RMC, NRC
			20-Mar-2015						
Mr.M.F.Farooqui DIN: 01910054 PAN: AAAPF2395P	ID	28-Jun-1954	30-Aug-2017	25	2	2	1	0	NA
			30-Aug-2017						
Mr.M.S.Krishnan DIN: 08539017 PAN: ATDPK7957N	ID	20-Jan-1964	03-Sep-2019	1	1	1	0	0	NA
			03-Sep-2019						

Company Remarks	CHAIRPERSON IS THE MANAGING DIRECTOR OF THE COMPANY
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

## II. Composition of Committees

### a. Audit Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson / Member	Appointment Date
1	00331406	Mr.P.R.Venketrama Raja	ED	Member	15-June-1998
2	00287260	Mr.M.B.N.Rao	NE & ID	Member	15-Oct-2015
3	00152619	Mr.M.M.Venkatachalam	NE & ID	Member	23-Oct-2013
4	00012594	Mr.R.S.Agarwal	NE & ID	Chairperson	22-Oct-2008

Company Remarks	
Whether Permanent chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson / Member	Appointment Date
1	00152619	Mr.M.M.Venkatachalam	NE & ID	Chairperson	30-May-2017
2	00331406	Mr.P.R.Venketrama Raja	ED	Member	05-Jun-2000
3	07044099	Smt. Justice Chitra Venkataraman (Retd.)	NE & ID	Member	07-Aug-2019

Company Remarks	
Whether Permanent chairperson appointed	Yes

### c. Risk Management Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson / Member	Appointment Date
1	00331406	Mr.P.R.Venketrama Raja	ED	Member	29-Jan-2019
2	00287260	Mr.M.B.N.Rao	NE & ID	Chairperson	29-Jan-2019
3	00152619	Mr.M.M.Venkatachalam	NE & ID	Member	29-Jan-2019
4	07044099	Mrs.Chitra Venkataraman	NE & ID	Member	29-Jan-2019

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	DIN	Name of the Director	Category	Chairperson / Member	Appointment Date
1	00152619	Mr.M.M.Venkatachalam	NE & ID	Member	23-Oct-2013
2	00012594	Mr.R.S.Agarwal	NE & ID	Chairperson	23-Oct-2008
3	00331406	Mr.P.R.Venketrama Raja	ED	Member	22-May-2014
4	07044099	Mrs.Chitra Venkataraman	NE & ID	Member	30-May-2017

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors Present	Number of Independent Directors Present
22-May-2019	07-Aug-2019	Yes	5	4

Company Remarks	NIL
Maximum gap between any two consecutive (in number of days)	76

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)	Number of Directors Present	Number of Independent Directors Present
Audit Committee	22-May-2019	07-Aug-2019	4	Yes	4	3
Nomination & Remuneration Committee	22-May-2019	07-Aug-2019	3	Yes	3	2

Company Remarks	NIL
Maximum gap between any two consecutive (in number of days)	76

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	NIL

vi. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - Yes
  - b. Nomination & remuneration committee - Yes
  - c. Stakeholders relationship committee - Yes
  - d. Risk management committee (applicable to the top 100 listed entities) – Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:
    - (i) Report Submitted for the previous quarter ended 30-06-2019 had been placed before the Board of Directors at their Meeting held on 07-08-2019 and No comments / Observation had been received.
    - (ii) This report will be submitted at the forthcoming meeting of the Board of Directors. Any comments/observations/advice of Board of Directors will be incorporated in the subsequent compliance.

Name : K SELVANAYAGAM  
 Designation : Company Secretary & Compliance Officer

## ANNEXURE III

## Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

NIL

Name : K.SELVANAYAGAM  
 Designation : Company Secretary

**CORPORATE GOVERNANCE REPORT SUBMITTED TO BSE LIMITED**

**General information about company**

Scrip code	500260
NSE Symbol	RAMCOCEM
MSEI Symbol	NOT LISTED
ISIN	INE331A01037
Name of the entity	THE RAMCO CEMENTS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half-yearly
Date of Report	30-09-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

I. Composition of Board of Directors

Is there any change in information of board of directors compare to previous quarter	Yes
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	Yes

I. Composition of Board of Directors

Name of the Director, PAN & DIN	Category and Date of appointment in the current term	Date of Birth	Initial Date of appointment	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No of memberships in Audit / Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
			Date of Re- appointment					
Mr.P.R.Venketrama Raja DIN: 00331406 PAN: AAYPV5127H	C & ED MD	14-05-1959	23-05-1985	28	5	0	7	4
			04-06-2017					
Mr.R.S.Agarwal DIN: 00012594 PAN: AABPA5381R	NE & ID	02-10-1942	30-01-2006	66	4	4	4	2
			01-04-2019					
Mr.M.B.N.Rao DIN: 00287260 PAN: AADPN0586D	NE & ID	19-06-1948	05-08-2009	66	4	4	5	1
			01-04-2019					
Mr.M.M.Venkatachalam DIN: 00152619 PAN : AACPV2232K	NE & ID	24-11-1958	23-10-2013	66	5	2	6	1
			01-04-2019					
Mrs.Chitra Venkataraman DIN: 07044099 PAN: AACPC5234G	NE & ID	22-04-1952	20-03-2015	54	3	3	5	0
			20-03-2015					
Mr.M.F.Farooqui DIN: 01910054 PAN: AAAPF2395P	NE & ID	28-06-1954	30-08-2017	25	2	2	1	0
			30-08-2017					
Mr.M.S.Krishnan DIN: 08539017 PAN: ATDPK7957N	ID	20-Jan-1964	03-Sep-2019	1	1	1	0	0
			03-Sep-2019					

Text Block

CHAIRPERSON IS THE MANAGING DIRECTOR OF THE COMPANY

## II. Composition of Committees

### Audit Committee Details

Is there any change in information of board of directors compare to previous quarter	Yes
Whether the Audit Committee has a Regular Chairperson	Yes

Sr	DIN Number	Name of Committee Members	Category of Directors	Date of Appointment
1	00331406	Mr P R Venketrama Raja	Executive Director – Member	15-06-1998
2	00287260	Mr M B N Rao	Non-Executive - Independent Director - Member	15-10-2015
3	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Member	23-10-2013
4	00012594	Mr R S Agarwal	Non-Executive - Independent Director – Chairperson	22-10-2008

### Nomination and Remuneration Committee

Whether the Nomination and Remuneration Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee Members	Category of Directors	Date of Appointment
1	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Member	23-10-2013
2	00012594	Mr R S Agarwal	Non-Executive - Independent Director – Chairperson	23-10-2008
3	00331406	Mr P R Venketrama Raja	Executive Director – Member	22-05-2014
4	07044099	Mrs Chitra Venkataraman	Non-Executive - Independent Director - Member	30-05-2017

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee Members	Category of Directors	Date of Appointment
1	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Chairperson	30-05-2017
2	00331406	Mr P R Venketrama Raja	Executive Director – Member	05-06-2000
3	07044099	Smt. Justice Chitra Venkataraman (Retd.)	Non-Executive - Independent Director – Member	07-08-2019



Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee Members	Category of Directors	Date of Appointment
1	00331406	Mr P R Venketrana Raja	Executive Director – Member	29-01-2019
2	00287260	Mr M B N Rao	Non-Executive - Independent Director - Chairperson	29-01-2019
3	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Member	29-01-2019
4	07044099	Mrs Chitra Venkataraman	Non-Executive - Independent Director - Member	29-01-2019

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee Members	Category of Directors	Date of Appointment
1	00331406	Mr P R Venketrana Raja	Executive Director – Member	22-05-2014
2	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Chairperson	22-05-2014
3	07044099	Mrs Chitra Venkataraman	Non-Executive - Independent Director - Member	30-05-2017

III. Meeting of Board of Directors

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors Present	No. of Independent Directors attending the meeting
1	22-05-2019	07-08-2019	76	Yes	5	4

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors Present	No. of Independent Directors attending the meeting
1	Audit Committee	22-05-2019		Yes		
2	Audit Committee	07-08-2019	76	Yes	4	3
3	Nomination and Remuneration Committee	22-05-2019		Yes		
4	Nomination and Remuneration Committee	07-08-2019	76	Yes	3	2

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of noncompliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/--advice of Board of Directors may be mentioned here:	Textual Information (1)

Textual Information (1)	(i) Report Submitted for the previous quarter ended 30-06-2019 had been placed before the Board of Directors at their Meeting held on 07-08-2019 and No comments / Observation had been received. (ii) This report will be submitted at the forthcoming meeting of the Board of Directors. Any comments/observations/advice of Board of Directors will be incorporated in the subsequent compliance
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Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	K.SELVANAYAGAM
2	Designation	Company Secretary and Compliance Officer

## ANNEXURE III

## Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Text Block	NIL
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## Annexure III

1	Name of signatory	K SELVANAYAGAM
2	Designation	Company Secretary and Compliance Officer

## Signatory Details

Name of signatory	K.SELVANAYAGAM
Designation	Company Secretary and Compliance Officer
Place	CHENNAI
Date	15-10-2019