

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-2018

I. Composition of Board of Directors

Name of the Director, PAN & DIN	Category	Date of appointment in the current term	Tenure of director (in months)	No of 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
Mr.P.R.Venketrama Raja DIN: 00331406 PAN: AAYPV5127H	C & ED	04-Jun-2017	60	5	7	4
Mr.R.S.Agarwal DIN: 00012594 PAN: AABPA5381R	ID	01-Apr-2014	60	5	6	2
Mr.M.B.N.Rao DIN: 00287260 PAN: AADPN0586D	ID	01-Apr-2014	60	2	5	0
Mr.M.M.Venkatachalam DIN: 00152619 PAN : AACPV2232K	ID	01-Apr-2014	60	5	8	1
Mrs.Chitra Venkataraman DIN: 07044099 PAN: AACPC5234G	ID	20-Mar-2015	60	3	2	1
Mr.M.F.Farooqui DIN: 01910054 PAN: AAAPF2395P	ID	30-Aug-2017	60	2	1	0

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson / Member
1	Mr.P.R.Venketrama Raja	C & ED	Member
2	Mr.M.B.N.Rao	ID	Member
3	Mr.R.S.Agarwal	ID	Chairperson
4	Mr.M.M.Venkatachalam	ID	Member

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson / Member
1	Mr. P.R.Venketrama Raja	C & ED	Member
2	Mr.M.M.Venkatachalam	ID	Chairperson

Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson / Member
1	Mr.P.R.Venketrama Raja	C & ED	Member
2	Mrs.Chitra Venkataraman	ID	Member
3	Mr.M.M.Venkatachalam	ID	Member
4	Mr.R.S.Agarwal	ID	Chairperson

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	Maximum gap between any two consecutive (in number of days)
23-May-2018	02-Aug-2018	70

Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	02-Aug-2018	4	23-May-2018	70

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

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) – Not Applicable
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 30-06-2018 had been placed before the Board of Directors at their Meeting held on 02-08-2018 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

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>
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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Signatory Details

Name of signatory	K.SELVANAYAGAM
Designation of person	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	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Half Yearly
Date of Report	30-09-2018
Risk management committee	Not Applicable

Composition of Board of Directors

Sr	Name of the Director, PAN & DIN	Category	Date of appointment in the current term	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr.P.R.Venketrama Raja PAN: AAYPV5127H DIN: 00331406	Executive Director – Chairperson	04-06-2017	60	5	7	4
2	Mr.R.S.Agarwal PAN: AABPA5381R DIN: 00012594	Non- Executive - Independent Director	01-04-2014	60	5	6	2
3	Mr.M.B.N.Rao PAN: AADPN0586D DIN: 00287260	Non- Executive - Independent Director	01-04-2014	60	2	5	0
4	Mr.M.M.Venkatachalam PAN: AACPV2232K DIN: 00152619	Non- Executive - Independent Director	01-04-2014	60	5	8	1
5	Mrs.Chitra Venkataraman PAN: AACPC5234G DIN: 07044099	Non- Executive - Independent Director	20-03-2015	60	3	2	1
6	Mr.M.F.Farooqui PAN: AAAPF2395P DIN: 01910054	Non- Executive - Independent Director	30-08-2017	60	2	1	0

Audit Committee Details

Sr	DIN Number	Name of Committee Members	Category of Directors
1	00012594	Mr R S Agarwal	Non-Executive - Independent Director – Chairperson
2	00331406	Mr P R Venketrama Raja	Executive Director – Member
3	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Member
4	00287260	Mr M B N Rao	Non-Executive - Independent Director - Member

Nomination and Remuneration Committee

Sr	DIN Number	Name of Committee Members	Category of Directors
1	00012594	Mr R S Agarwal	Non-Executive - Independent Director – Chairperson
2	00331406	Mr P R Venketrama Raja	Executive Director – Member
3	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Member
4	07044099	Mrs Chitra Venkataraman	Non-Executive - Independent Director - Member

Stakeholders Relationship Committee

Sr	DIN Number	Name of Committee Members	Category of Directors
1	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Chairperson
2	00331406	Mr P R Venketrama Raja	Executive Director – Member

Corporate Social Responsibility Committee

Sr	DIN Number	Name of Committee Members	Category of Directors
1	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Chairperson
2	00331406	Mr P R Venketrama Raja	Executive Director – Member
3	07044099	Mrs Chitra Venkataraman	Non-Executive - Independent Director - Member

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 (in number of days)
1	23-05-2018	02-08-2018	70

Meeting of Committees

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	02-08-2018	Yes	4	23-05-2018	70

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	

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)	NA
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. 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 30-06-2018 had been placed before the Board of Directors at their Meeting held on 02-08-2018 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

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>
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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Signatory Details

Name of signatory	K.SELVANAYAGAM
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	09-10-2018