

CORPORATE GOVERNANCE REPORT SUBMITTED TO BSE LIMITED

General information about company

Scrip code	500260
Name of the entity	THE RAMCO CEMENTS LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Half Yearly
Date of Report	30-09-2017
Risk management committee	Not Applicable

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(s) including this listed entity
Mr.P.R.Venketrama Raja AAYPV5127H 00331406	Executive Director	04-06-2017		4	3	4
Mr.R.S.Agarwal AABPA5381R 00012594	Non- Executive - Independent Director	01-04-2014	60	6	4	3
Mr.M.B.N.Rao AADPN0586D 00287260	Non- Executive - Independent Director	01-04-2014	60	4	4	2
Mr.M.M.Venkatachalam AACPV2232K 00152619	Non- Executive - Independent Director	01-04-2014	60	4	3	1
Mrs.Chitra Venkataraman AACPC5234G 07044099	Non- Executive - Independent Director	20-03-2015	60	3	2	1
Mr.M.F.Farooqui AAAPF2395P 01910054	Non- Executive - Independent Director	30-08-2017	60	2	1	0

Composition of Committees

Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No

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	30-05-2017		
2	04-06-2017		4
3		03-08-2017	59

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	03-08-2017	Yes	4	29-05-2017	65

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)
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Textual Information (1)	(i) Report Submitted for the previous quarter ended 30.06-2017 had been placed before the Board of Directors at their Meeting held on 03-08-2017 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 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
Place	CHENNAI
Date	12-10-2017

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-2017

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(s) including this listed entity
Mr.P.R.Venketrama Raja AAYPV5127H 00331406	Executive Director	04-06-2017		4	2	4
Mr.R.S.Agarwal AABPA5381R 00012594	Non- Executive - Independent Director	01-04-2014	60	6	4	3
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Mr.M.F.Farooqui AAAPF2395P 01910054	Non- Executive - Independent Director	30-08-2017	60	2	1	0

Composition of Committees

Audit Committee

Name of the Director	Category	Chairperson / Member
Mr.R.S.Agarwal	Non-Executive - Independent Director	Chairperson
Mr.M.B.N.Rao	Non-Executive - Independent Director	Member
Mr.M.M.Venkatachalam	Non-Executive - Independent Director	Member
Mr.P.R.Venketrama Raja	Chairman & Executive Director	Member

Stakeholders Relationship Committee

Name of the Director	Category	Chairperson / Member
Mr.M.M.Venkatachalam	Non-Executive - Independent Director	Chairperson
Mr. P.R.Venketrama Raja	Chairman & Executive Director	Member

Nomination and Remuneration Committee

Name of the Director	Category	Chairperson / Member
Mrs.Chitra Venkataraman	Non-Executive - Independent Director	Member
Mr.P.R.Venketrama Raja	Chairman & Executive Director	Member
Mr.R.S.Agarwal	Non-Executive - Independent Director	Chairperson
Mr.M.M.Venkatachalam	Non-Executive - Independent Director	Member

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)
04-Jun-2017		59
30-May-2017	03-Aug-2017	

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	03-Aug-2017	4	29-May-2017	65

Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
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 30-06-2017 had been placed before the Board of Directors at their Meeting held on 03-08-2017 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 Office