

CORPORATE GOVERNANCE REPORT SUBMITTED TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED

1. Name of Listed Entity - The Ramco Cements Limited
 2. Quarter ending - 31-Mar-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	5	2
Mr.M.B.N.Rao DIN: 00287260 PAN: AADPN0586D	ID	01-Apr-2014	60	4	7	2
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.M.M.Venkatachalam	ID	Member
2	Mr.M.B.N.Rao	ID	Member
3	Mr.R.S.Agarwal	ID	Chairperson
4	Mr.P.R.Venketrama Raja	C & ED	Member

Stakeholders Relationship Committee

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

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)
02-Nov-2017	15-Jan-2018	73
	06-Feb-2018	

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	06-Feb-2018	4	01-Nov-2017	96

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 31-12-2017 had been placed before the Board of Directors at their Meeting held on 06-02-2018 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 Office

ANNEXURE II

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2), (3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5), (6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	NA

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Name : K.SELVANAYAGAM
Designation : Company Secretary & Compliance Officer

CORPORATE GOVERNANCE REPORT SUBMITTED TO BSE LIMITED

General information about company

Scrip code	500260
NSE Symbol	RAMCOCEM
MSEI Symbol	0
ISIN	INE331A01037
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	Yearly
Date of Report	31-03-2018
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	5	2
3	Mr.M.B.N.Rao PAN: AADPN0586D DIN: 00287260	Non- Executive - Independent Director	01-04-2014	60	4	7	2
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	Non- Executive -	30-08-2017	60	2	1	0

	DIN: 01910054	Independent Director					
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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 Venketrana 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 Venketrana 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 Venketrana 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 Venketrana 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	02-11-2017	15-01-2018	73
2		06-02-2018	21

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	06-02-2018	Yes	4	01-11-2017	96

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 31.12.2017 had been placed before the Board of Directors at their Meeting held on 06.02.2018 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 II

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	Web address
1	Details of business	Yes	http://www.ramcocements.in/about-us.aspx
2	Terms and conditions of appointment of independent directors	Yes	http://www.ramcocements.in/pdffiles/LETTER%20OF%20APPOINTMENT%20FOR%20MR%20R%20S%20AGARWAL.pdf
3	Composition of various committees of board of directors	Yes	http://www.ramcocements.in/committees-of-board-of-directors.aspx
4	Code of conduct of board of directors and senior management personnel	Yes	http://www.ramcocements.in/pdffiles/policies/CODE%20OF%20CONDUCT%20FOR%20BOD%20AND%20SMP%202015.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://www.ramcocements.in/pdffiles/policies/WHISTLE%20BLOWER%20POLICY.pdf
6	Criteria of making payments to non-executive directors	Yes	http://www.ramcocements.in/criteria-of-making-payments-to-nonexecutive-directors.aspx
7	Policy on dealing with related party transactions	Yes	http://www.ramcocements.in/pdffiles/policies/RELATED%20PARTY%20TRANSACTION%20POLICY%202015.pdf
8	Policy for determining 'material' subsidiaries	Yes	http://www.ramcocements.in/pdffiles/policies/MATERIAL%20SUBSIDIARY%20POLICY%202015.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	http://www.ramcocements.in/Familiarisation.aspx
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://www.ramcocements.in/shareholder-information.aspx
11	email address for grievance redressal and other relevant details	Yes	http://www.ramcocements.in/shareholder-information.aspx
12	Financial results	Yes	http://www.ramcocements.in/financial-performance.aspx
13	Shareholding pattern	Yes	http://www.ramcocements.in/pdffiles/Pattern.pdf
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	New name and the old name of the listed entity	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2), (3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5), (6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	NA
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Annexure II

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

Signatory Details

Name of signatory	K.SELVANAYAGAM
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	11-04-2018