

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-2019

I. Composition of Board of Directors

Name of the Director, PAN & DIN	Category and 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	Membership in Committees of the Company
Mr.P.R.Venketrama Raja DIN: 00331406 PAN: AAYPV5127H	C & ED MD 04-Jun-2017	60	5	3	4	AC, SC, RMC, NRC
Mr.R.S.Agarwal DIN: 00012594 PAN: AABPA5381R	ID 01-Apr-2014	60	4	3	2	AC, NRC
Mr.M.B.N.Rao DIN: 00287260 PAN: AADPN0586D	ID 01-Apr-2014	60	4	4	1	AC, RMC
Mr.M.M.Venkatachalam DIN: 00152619 PAN : AACPV2232K	ID 01-Apr-2014	60	5	5	1	AC, SC, RMC, NRC
Mrs.Chitra Venkataraman DIN: 07044099 PAN: AACPC5234G	ID 20-Mar-2015	60	3	2	1	RMC, NRC
Mr.M.F.Farooqui DIN: 01910054 PAN: AAAPF2395P	ID 30-Aug-2017	60	2	1	0	NA

Company Remarks	
Whether Permanent chairperson appointed	Yes

II. Composition of Committees

a. Audit Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson / Member	Appointment Date
1	Mr. P.R.Venketrama Raja	C & ED	Member	05-Jun-2000
2	Mr.M.M.Venkatachalam	ID	Chairperson	30-May-2017

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

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

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
30-Oct-2018	09-Jan-2019
	29-Jan-2019
	26-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

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)
Audit Committee	30-Oct-2018	29-Jan-2019	4	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

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 31-12-2018 had been placed before the Board of Directors at their Meeting held on 29-01-2019 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 II

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)	Company Remark	Website
Details of business	Yes		www.ramcocements.in/about-us.aspx
Terms and conditions of appointment of independent directors	Yes		www.ramcocements.in/pdffiles/LETTER%20OF%20APPOINTMENT%20FOR%20MR%20R%20S%20AGARWAL.pdf
Composition of various committees of board of directors	Yes		www.ramcocements.in/committees-of-board-of-directors.asp
Code of conduct of board of directors and senior management personnel	Yes		www.ramcocements.net/ramcocements/pdffiles/policies/CODE%20OF%20CONDUCT%20FOR%20BOD%20AND%20SMP%20
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.ramcocements.net/ramcocements/pdffiles/policies/WHISTLE%20BLOWER%20POLICY.pdf
Criteria of making payments to non-executive directors	Yes		www.ramcocements.in/criteria-of-making-payments-to-non-executive-directors.aspx
Policy on dealing with related party transactions	Yes		www.ramcocements.net/ramcocements/pdffiles/policies/RELATED%20PARTY%20TRANSACTION%20POLICY%202015.pd
Policy for determining 'material' subsidiaries	Yes		www.ramcocements.net/ramcocements/pdffiles/policies/MATERIAL%20SUBSIDIARY%20POLICY%202015.pdf
Details of familiarization programmes imparted to independent directors	Yes		www.ramcocements.net/ramcocements/pdffiles/DIRECTORS%20FAMILIARISATION%20PROGRAMME.pdf
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.ramcocements.in/shareholder-information.aspx
email address for grievance redressal and other relevant details	Yes		www.ramcocements.in/shareholder-information.aspx
Financial results	Yes		www.ramcocements.in/financial-performance.aspx
Shareholding pattern	Yes		www.ramcocements.in/shareholder-information.aspx
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)	Company Remark
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	

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
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)	Yes	
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)	Not Applicable	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
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	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	Yearly
Date of Report	31-03-2019
Risk management committee	Applicable

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

Sr	Name of the Director, PAN & DIN	Category and 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 – MD 04-06-2017	60	5	3	4
2	Mr.R.S.Agarwal PAN: AABPA5381R DIN: 00012594	Non-Executive - Independent Director 01-04-2014	60	4	3	2
3	Mr.M.B.N.Rao PAN: AADPN0586D DIN: 00287260	Non-Executive - Independent Director 01-04-2014	60	4	4	1
4	Mr.M.M.Venkatachalam PAN: AACPV2232K DIN: 00152619	Non-Executive - Independent Director 01-04-2014	60	5	5	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

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	00012594	Mr R S Agarwal	Non-Executive - Independent Director – Chairperson	22-10-2008
3	00287260	Mr M B N Rao	Non-Executive - Independent Director - Member	15-10-2015
4	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Member	23-10-2013

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	00331406	Mr P R Venketrama Raja	Executive Director – Member	22-05-2014
2	07044099	Mrs Chitra Venkataraman	Non-Executive - Independent Director - Member	30-05-2017
3	00012594	Mr R S Agarwal	Non-Executive - Independent Director – Chairperson	23-10-2008
4	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Member	23-10-2013

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	00331406	Mr P R Venketrama Raja	Executive Director – Member	05-06-2000
2	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Chairperson	30-05-2017

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	07044099	Mrs Chitra Venkataraman	Non-Executive - Independent Director - Member	29-01-2019
2	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Member	29-01-2019
3	00287260	Mr M B N Rao	Non-Executive - Independent Director - Chairperson	29-01-2019
4	00331406	Mr P R Venketrama Raja	Executive 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 Venketrama 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 (in number of days)
1	30-10-2018	09-01-2019	70
2		29-01-2019	19
3		26-03-2019	55

IV. 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)	Reason for not providing date
1	Audit Committee	29-01-2019	Yes	4	30-10-2018	90	
2	Stakeholders Relationship Committee	29-01-2019	Yes	2			There was no meeting of Stakeholders Relationship Committee during the previous quarter.

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 31-12-2018 had been placed before the Board of Directors at their Meeting held on 29-01-2019 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 II

I. Disclosure on website in terms of Listing Regulations

Sr No	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Website
1	Details of business	Yes		www.ramcocements.in/about-us.aspx
2	Terms and conditions of appointment of independent directors	Yes		www.ramcocements.in/pdf/LETTER%20OF%20APPOINTMENT%20FOR%20MR%20R%20S%20AGARWAL.pdf
3	Composition of various committees of board of directors	Yes		www.ramcocements.in/committees-of-board-of-directors.asp
4	Code of conduct of board of directors and senior management personnel	Yes		www.ramcocements.net/ramcocements/pdf/policies/CODE%20OF%20CONDUCT%20FOR%20BOD%20AND%20SMP%20
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.ramcocements.net/ramcocements/pdf/policies/WHISTLE%20BLOWER%20POLICY.pdf
6	Criteria of making payments to non-executive directors	Yes		www.ramcocements.in/criteria-of-making-payments-to-non-executive-directors.aspx
7	Policy on dealing with related party transactions	Yes		www.ramcocements.net/ramcocements/pdf/policies/RELATED%20PARTY%20TRANSACTION%20POLICY%202015.pdf
8	Policy for determining 'material' subsidiaries	Yes		www.ramcocements.net/ramcocements/pdf/policies/MATERIAL%20SUBSIDIARY%20POLICY%202015.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		www.ramcocements.net/ramcocements/pdf/DIRECTORS%20FAMILIARISATION%20PROGRAMME.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.ramcocements.in/shareholder-information.aspx
11	email address for grievance redressal and other relevant details	Yes		www.ramcocements.in/shareholder-information.aspx
12	Financial results	Yes		www.ramcocements.in/financial-performance.aspx
13	Shareholding pattern	Yes		www.ramcocements.in/shareholder-information.aspx
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		

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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)	Yes	
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)	Not Applicable	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
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	

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

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 of signatory	K.SELVANAYAGAM
Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	K.SELVANAYAGAM
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	13-04-2019