

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

1. Name of Listed Entity - The Ramco Cements Limited  
 2. Quarter ending - 31-Dec-2018

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	7	4	AC, SC, NRC
Mr.R.S.Agarwal DIN: 00012594 PAN: AABPA5381R	ID 01-Apr-2014	60	5	6	2	AC, NRC
Mr.M.B.N.Rao DIN: 00287260 PAN: AADPN0586D	ID 01-Apr-2014	60	2	5	0	AC
Mr.M.M.Venkatachalam DIN: 00152619 PAN : AACPV2232K	ID 01-Apr-2014	60	5	8	1	AC, SC, NRC
Mrs.Chitra Venkataraman DIN: 07044099 PAN: AACPC5234G	ID 20-Mar-2015	60	3	2	1	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.M.B.N.Rao	ID	Member	15-Oct-2015
3	Mr.M.M.Venkatachalam	ID	Member	23-Oct-2013
4	Mr.R.S.Agarwal	ID	Chairperson	22-Oct-2008

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 - Not applicable

Company Remarks	
Whether Permanent chairperson appointed	No

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
02-Aug-2018	30-Oct-2018

Company Remarks	
Maximum gap between any two consecutive (in number of days)	88

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	02-Aug-2018	30-Oct-2018	4	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days)	88

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) – 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 30-09-2018 had been placed before the Board of Directors at their Meeting held on 30-10-2018 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

## 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	Quarterly
Date of Report	31-12-2018
Risk management committee	Not 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	7	4

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)
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

## 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	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	No
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### 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	00152619	Mr M M Venkatachalam	Non-Executive - Independent Director – Chairperson	22-05-2014
2	00331406	Mr P R Venketrama Raja	Executive Director – Member	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	02-08-2018	30-10-2018	88



#### 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)
1	Audit Committee	30-10-2018	Yes	4	02-08-2018	88

#### 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

Sr	Subject	Compliance status (Yes/No)
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.	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 30-09-2018 had been placed before the Board of Directors at their Meeting held on 30-10-2018 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

#### Signatory Details

Name of signatory	K.SELVANAYAGAM
Designation of person	Company Secretary and Compliance Officer
Place	CHENNAI
Date	10-01-2019