



**Ramco Industries Limited**

**ANNUAL REPORT 2015 - 2016**



Chairman's visit to Kotputli Plant, Rajasthan

ISO 9001 CERTIFIED

ISO 14001 CERTIFIED

[www.ramcohilux.com](http://www.ramcohilux.com)



**RAMCO HILUX**

CALCIUM SILICATE Dry Walls & Ceilings



**FIRE RESISTANCE**

The only 4-hour fire-rated system in India!

25 YEARS WARRANTY

15 YEARS WARRANTY

**WATER RESISTANCE**

The only board dimensionally stable after 24-hour soaking in water!

FHI 6892-2016



## Board of Directors

Shri P.R. Ramasubrahmaneya Rajha, B.Sc.  
*Chairman*

Shri P.R. Venketrama Raja, B.Tech., MBA  
*Vice Chairman & Managing Director*

Shri S.S. Ramachandra Raja, B.Sc.

Shri K.T. Ramachandran, B.E.

Shri N.K. Shrikantan Raja, B.Com.

Shri R.S. Agarwal, B.Sc., B.E.

Shri V. Santhanaraman, B.Com., CAIIB

Smt. Justice Chitra Venkataraman (Retd.), B.A., B.L.

## Chief Executive Officer

Shri Prem G Shanker

## Chief Financial Officer

Shri K. Sankaranarayanan

## Secretary

Shri S. Balamurugasundaram

## Registered Office

47, P.S.K. Nagar  
RAJAPALAYAM - 626 108, Tamil Nadu

## Corporate Office

“Auras Corporate Centre”, VI Floor  
98-A, Dr. Radhakrishnan Road  
Mylapore, CHENNAI - 600 004  
Tamil Nadu  
CIN No. L26943TN1965PLC005297

Website : [www.ramcoindltd.com](http://www.ramcoindltd.com)  
[www.ramcohilux.com](http://www.ramcohilux.com)

## FACTORIES

### I. Building Products Division

Arakkonam, Tamil Nadu

Bihiya, Bihar

Gangaikondan, Tamil Nadu

Karur, Karnataka

Kharagpur, West Bengal

Kotputli, Rajasthan

Maksi, Madhya Pradesh

Sinugra, Gujarat

Silvassa, Union Territory of Dadra & Nagar Haveli

Vijayawada, Andhra Pradesh

### II. Textile Division (Cotton Yarn)

Sri Ramco Spinners, Rajapalayam, Tamil Nadu

## Subsidiary Companies

Sudharsanam Investments Limited, India

Sri Ramco Lanka (Private) Limited, Sri Lanka

Sri Ramco Roofings Lanka (Private) Limited, Sri Lanka

## Bankers

Canara Bank

HDFC Bank Limited

Axis Bank Limited

IDBI Bank Limited

Kotak Mahindra Bank Limited

State Bank of India

Tamilnad Mercantile Bank Limited

Yes Bank Limited

HSBC Bank

ICICI Bank Limited

## Auditors

M/s. M.S. Jagannathan & N. Krishnaswami  
Chartered Accountants

Unit - 5, Ground Floor, Abirami Apartments,  
No.14, V.O.C. Road, Cantonment,  
TIRUCHIRAPALLI - 620 001, Tamil Nadu

M/s. CNGSN & Associates LLP

Chartered Accountants

20, Raja Street, T. Nagar

CHENNAI - 600 017, Tamil Nadu

## Cost Auditors

M/s. Geeyes & Co

Cost Accountants

A-3, III Floor, 56, Seventh Avenue

Ashok Nagar, Chennai - 600 083.

## Secretarial Auditors

M/s. S. Krishnamurthy & Co

Company Secretaries “Shreshtam”

Old No. 17, New No 16, Pattammal Street

Mandaveli, Chennai - 600 028.

## Contents

### Page No.

Financial Highlights	2
Notice to the Members	3
Board's Report	13
Corporate Governance Report	31
Auditors' Report and Financial Statements of Ramco Industries Limited	47
Auditors' Report and Consolidated Financial Statements of Ramco Industries Limited and its Subsidiaries	82

₹ in lakhs

<b>FINANCIAL HIGHLIGHTS</b>	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16
<b>Earnings</b>							
Sales & Other Income	54,297	57,788	70,676	81,054	69,204	76,095	75,419
Operating Profit	11,876	11,927	12,886	12,606	6,212	6,555	7,325
Cash Generation	9,754	9,858	10,624	9,787	2,846	3,866	4,761
Net Profit / Loss [PAT]	5,359	5,321	6,135	5,449	(600)	2,093	3,369
<b>Assets Employed</b>							
Net Fixed Assets	24,335	25,577	27,491	35,174	37,573	37,381	39,040
Investments	20,262	20,262	20,262	20,316	20,319	21,316	21,470
Other Net Assets net off other Liabilities	15,711	17,776	21,737	38,465	30,780	32,717	28,847
<b>TOTAL</b>	60,308	63,615	69,490	93,955	88,672	91,414	89,357
<b>Financed By:</b>							
<b>A. Shareholders' Funds</b>							
Share Capital	100	100	100	100	100	100	100
Bonus Shares	767	767	767	767	767	767	767
Reserves and Surplus	32,037	36,505	41,531	45,873	45,139	46,808	49,726
Deferred Tax	2,638	2,408	2,289	2,019	1,140	958	242
<b>Total Shareholders, Funds(A)</b>	35,542	39,780	44,687	48,759	47,146	48,633	50,835
<b>B. Borrowed Funds</b>							
Short Term and Long Term	24,766	23,835	24,803	45,196	41,526	42,778	38,522
<b>Total Borrowings (B)</b>	24,766	23,835	24,803	45,196	41,526	42,778	38,522
<b>TOTAL (A) + (B)</b>	60,308	63,615	69,490	93,955	88,672	91,411	89,357
Book value per share (₹)	36.95	42.10	47.90	52.91	52.06	53.99	57.35
Earnings Per Share (₹)	6.18	6.14	7.08	6.28	(0.69)	2.41	3.89
Dividend Per Share (₹)	0.85	0.90	1.10	1.10	0.25	0.30	0.50
Dividend Payout (₹ in Lacs)	737	780	953	953	217	260	433
Dividend Payout Ratio %	14	15	16	17	(36)	12	13
Operating Profit Ratio %	21.87	20.64	18.23	15.55	8.98	8.61	9.71
Gross Fixed Assets Per Share (₹)	51.04	52.86	60.79	62.24	80.93	83.23	96.58
Debt - Equity Ratio	0.75	0.64	0.59	0.97	0.90	0.90	0.76
Market Price of Share (₹)							
a. As on 31st March*(Close)	57.40	45.95	44.75	52.70	37.60	69.65	91.50
b. high**	73.30	83.35	46.00	52.90	61.40	72.00	93.95
c. low**	48.60	41.60	44.10	50.10	29.00	69.10	90.95
P/E Ratio as at 31st March #	9.29	7.49	6.32	8.39	(54.49)	28.90	23.52
Market Capitalisation @ (₹ in lakhs)	49,744	39,822	38,782	45,671	32,585	60,360	79,297

\*NSE Quotations

\*\*High &amp; Low prices during the year ended 31st March at NSE.

@ Based on the market price as on 31st March at NSE.

# From 2009-10, Figures relating to Shares are after Stock-Split(F.V. of each Share: ₹1/- w.e.f 16-09-2009) and 1:1

Bonus Issue. Figures have been regrouped for comparison purposes

## NOTICE TO THE MEMBERS

Notice is hereby given that the 51st Annual General Meeting of the Company will be held at 11.00 A.M on Thursday, the 4th August, 2016 at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamilnadu to transact the following business:

### ORDINARY BUSINESS:

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

“RESOLVED that the Board’s Report and the Company’s Standalone and Consolidated Statements of Profit and Loss for the year ended 31st March 2016, Balance Sheets as at that date and Cash Flow Statements for the year ended on that date and the Auditors’ Reports thereon be and are hereby considered and adopted.”

2. To consider and pass the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED that Shri. P.R. Ramasubrahmaneya Rajha (DIN: 00331357), who retires by rotation, be and is hereby elected as Director of the Company.”

3. To consider and pass the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED that in terms of section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants holding Firm Registration No. 0012085 and M/s.CNGSN & Associates LLP, Chartered Accountants holding Firm Registration No.0049155 as Auditors of the Company for the third consecutive year viz. from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 28-07-2014, be and is hereby ratified.”

### SPECIAL BUSINESS:

4. To consider and pass the following Resolution as SPECIAL RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 and any other applicable provisions and the Rules thereunder, read with Schedule V of the Companies Act, 2013, the approval of the Company be and is hereby accorded to the appointment of Shri. P R Venketrama Raja (DIN: 00331406) as Vice Chairman & Managing Director of the Company for a period of 3 years with effect from 01-04-2017, to manage the entire business and affairs of the Company subject to the superintendence, control and directions of the Board, at a remuneration equivalent to 5% of the net profits of the Company by way of monthly salary, allowances, other perquisites / benefits and commission.

RESOLVED FURTHER that in accordance with the provisions of Sections 196, 197 and 203 and any other applicable provisions and the Rules thereunder, read with Schedule V of the Companies Act, 2013 the total remuneration payable by the Company and M/s Ramco Systems Limited (RSL) of which also Shri. P R Venketrama Raja is the Vice Chairman and Managing Director shall not exceed 5% of the net profits of the Company or the net profits of RSL whichever is higher.

RESOLVED FURTHER that the Nomination and Remuneration Committee be and is hereby authorised to fix the components, quantum and periodicity of the remuneration payable to the Managing Director, subject however the annual remuneration does not exceed 5% of the net profits of the Company or RSL whichever is higher in any financial year.

RESOLVED FURTHER that where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, the Vice Chairman & Managing Director shall be paid the remuneration as approved by the Nomination and Remuneration Committee which shall be the double of the limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 after deducting payment made by RSL.

RESOLVED FURTHER that the remuneration aforesaid shall be exclusive of any fee paid for attending Meetings of the Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013.”

5. To consider and pass the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the approval of the Members be and is hereby accorded as per applicable provisions of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the related party transactions to be entered with M/s Raja Charity Trust (RCT) arising out of re-appointment of RCT as the Sole Selling Agent of the Company for a period of 5 years from 3rd May, 2017 on the following terms and conditions:



- a. The re-appointment will be for a period of 5 years from 03.05.2017.
- b. M/s. Raja Charity Trust will be the Sole Selling Agent for the products of the Company in India viz. all kinds of Roofing sheets, Accessories, Flat / Corrugated Sheets/ Boards and Pressure Pipes and Pipe fittings of every description made of, wholly or partly, with Asbestos Fibre or with the use of natural, synthetic, organic, inorganic fibre and Cement, Calcium Silicate or such other material/s and also made of Steel / Plastics / Polymers etc., and also Plastic Storage Tanks/ Containers of any kind and any similar or related products (hereinafter referred to as "Products").
- c. M/s. Raja Charity Trust will promote and canvass orders for the Products of the Company at the prices and delivery terms stipulated by the Company from time to time; they will also take all necessary steps on behalf of the Company to effectively deal with all contracts of sale of the Company's products; they will also assist the Company in collection of payments and render such other services incidental thereto.
- d. They will be entitled to a commission of 1.00% exclusive of taxes or duties thereon, on the ex-factory value of the products sold within India to Government and Public, exclusive of Excise duty, Sales tax, Octroi or other statutory levies.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to enter into Sole Selling Agency Agreement/ Arrangements and accept such modifications/amendments in the Sole Selling Agency Agreement/arrangements as may be required and to take all necessary steps to implement the same".

Place : Chennai  
Date : 20-05-2016

By Order of the Board,  
For RAMCO INDUSTRIES LIMITED,  
**P.R.RAMASUBRAHMANEYA RAJHA**  
CHAIRMAN

**NOTES :**

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. **A member entitled to attend at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. The Cut-off date will be 28th July, 2016 for determining the eligibility to vote by remote e-voting or in the General Meeting.
5. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed/ unpaid dividends lying with the Company for a period of over 7 years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unclaimed / unpaid dividends lying with the Company on the website of the Company / Share Transfer Agent ([www.ramcoindltd.com](http://www.ramcoindltd.com)), as also on the website of the Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are:

FINANCIAL YEAR ENDED	DATE OF DECLARATION OF DIVIDEND	LAST DATE FOR CLAIMING UNPAID DIVIDEND	DUE DATE FOR TRANSFER TO IEP FUND
<b>31/03/2009</b> Final Dividend	05/08/2009	04/08/2016	02/09/2016
<b>31/03/2010</b> Interim Dividend Final Dividend	27/10/2009 02/08/2010	26/10/2016 01/08/2017	24/11/2016 31/08/2017
<b>31/03/2011</b> Interim Dividend Final Dividend	25/10/2010 10/08/2011	24/10/2017 09/08/2018	23/11/2017 07/09/2018
<b>31/03/2012</b> Interim Dividend Final Dividend	21/03/2012 02/08/2012	20/03/2019 01/08/2019	18/04/2019 30/08/2019
<b>31/03/2013</b> Interim Dividend Final Dividend	13/02/2013 29/07/2013	12/02/2020 28/07/2020	12/03/2020 26/08/2020
<b>31/03/2014</b> Dividend	28/07/2014	27-07-2021	25/08/2021
<b>31/03/2015</b> Dividend	23/09/2015	22/09/2022	20/10/2022
<b>31/03/2016</b> Interim Dividend	11/03/2016	10/03/2023	08/04/2023

6. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2015-16 are being sent to all the members whose E-Mail IDs are registered with the Company / Depository Participant(s). Physical copy of the Notice together with the Annual Report are being sent in permitted mode, to members for whom the E-Mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website - [www.ramcoindltd.com](http://www.ramcoindltd.com) for their download.
7. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, those who have not got their E-Mail IDs recorded are requested to register their E-Mail address and changes therein with the Company in respect of physical shares and with Depository Participants with respect to dematerialised shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Registrar and Share Transfer Agent / Depository Participants.
8. A Route Map with prominent Landmark for easy location of the venue of the meeting is given with this Notice as per the requirement of Clause No: 1.2.4 of the Secretarial Standard-2 on "General Meetings".
9. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing members remote e-voting facility to exercise their right to vote at the 51st Annual General Meeting (AGM) and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
  - II. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
  - III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Instructions for e-voting are as under:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Select the “RAMCO INDUSTRIES LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) Enter your User ID - For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) Password : If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below.

- a. Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No./ Client ID in the PAN field.

In case the Folio No. is less than 8 digits, enter the applicable number of 0's before the Folio no. after the first two characters of the name in CAPITAL letters. Eg. If your name is Vasudevan with Folio No.1 then enter VA00000001 in the PAN field.

- b. Please enter any one of the following details in order to login:

Date of Birth : Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details : Please Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

If both of the above details are not recorded with the depository or Company, please enter the User ID (mentioned in (iv) above) in the Dividend Bank details field.

- (vi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Set Password’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password may also be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the relevant EVSN for Ramco Industries Limited.
- (ix) On the voting page, you will see “Resolution Description” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page. It need not be sent to the Company.
- (xiv) If you have forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xv) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp



and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xvi. The facility for remote e-voting shall remain open from 9.00 A.M on Monday, the 1st August, 2016 to 5.00 P.M on Wednesday, the 3rd August, 2016. During this period, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off-date viz Thursday, the 28th July 2016, may opt for remote e-voting. Voting shall not be allowed beyond 5 P.M on 3rd August, 2016.

xvii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

IV. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 28-07-2016.

V. Shri.K.Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutiner, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.

VII. The scrutiner shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

Place : Chennai  
Date : 20-05-2016

By Order of the Board,  
For RAMCO INDUSTRIES LIMITED,  
**P.R.RAMASUBRAHMANEYA RAJHA**  
CHAIRMAN

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.4

Shri P R Venketrama Raja, Vice Chairman and Managing Director, 57 years, holds a Bachelor's Degree in Chemical Engineering and a Masters in Business Administration from the University of Michigan, USA.

During his tenure as Vice Chairman and Managing Director, the Company has expanded its business achieved substantial growth in volume of business, operations and profitability.

Recognizing his valuable contributions and to accelerate the growth of the Company, Shri.P.R.Venketrama Raja (DIN 00331406) was re-appointed as the Vice Chairman and Managing Director of the Company by Board of Directors at their meeting held on 20-05-2016, subject to the approval of the Members at the 51st Annual General Meeting, for a further period of 3 years from 1st April, 2017 to 31st March, 2020 in accordance with the provisions of Section 152 read with Schedule V and other applicable provisions of the Companies Act, 2013.

#### Terms of Remuneration:

- \* 5% of the net profits of the Company or Ramco Systems Limited (RSL) calculated as per Section 198 of the Companies Act, 2013 whichever is higher.
- \* In any financial year, where the Company has no profits or inadequacy of profits, the Vice Chairman & Managing Director shall be paid as remuneration, the double of the limit as provided under (A) of Section II Part II of Schedule V of the Companies Act, 2013.

The aforesaid remuneration shall be exclusive of any fee paid for attending Meetings of Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in section 197(5) of the Companies Act, 2013.

The proposed re-appointment and the payment of remuneration has been approved by the Nomination and Remuneration Committee at its meeting held on 19-05-2016.

The reappointment and the remuneration proposed fulfil the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Government of India is not required.

A copy of the terms and conditions of reappointment of the Vice Chairman & Managing Director is available for inspection without any fee by the members at the Registered Office of the Company between business hours on any working day up to and including the date of the Annual General Meeting.

Shri. P R Venketrama Raja is the Director in the following Companies:

1.	The Ramco Cements Limited	Director
2.	Rajapalayam Mills Limited	Director
3.	Ramco Systems Limited	Vice Chairman and Managing Director
4.	The Ramaraju Surgical Cotton Mills Limited	Director
5.	Sri Vishnu Shankar Mill Limited	Director
6.	Sandhya Spinning Mill Limited	Director
7.	Rajapalayam Textile Limited	Director
8.	LYNKS Logistics Limited	Director
9.	Sri Sandhya Farms (India) Private Limited	Director
10.	Sri Saradha Deepa Farms Private Limited	Director
11.	Ramamandiram Agricultural Estate Private Limited	Director
12.	Nalina Agricultural Farms Private Limited	Director
13.	Nirmala Shankar Farms & Estates Private Limited	Director
14.	Sri Nithyalakshmi Farms Private Limited	Director
15.	Ram Sandhya Farms Private Limited	Director
16.	RCDC Securities and Investments Private Limited	Director
17.	Sri Ramco Lanka (Private) Limited, Sri Lanka	Director
18.	Sri Ramco Roofings Lanka (Private) Limited, Sri Lanka	Director
19.	Ramco System Corporation USA	Director
20.	Ramco Systems Ltd., Switzerland	Director
21.	Ramco Systems Sdn. Bhd., Malaysia	Director
22.	Ramco Systems Pte. Ltd., Singapore	Chairman
23.	RSL Enterprises Solutions (Pty.) Ltd., South Africa	Director
24.	Ramco Systems Canada Inc., Canada	Director
25.	Ramco Systems Fz-LLC, Dubai	Director
26.	Ramco Systems Australia Pty. Limited, Australia	Director