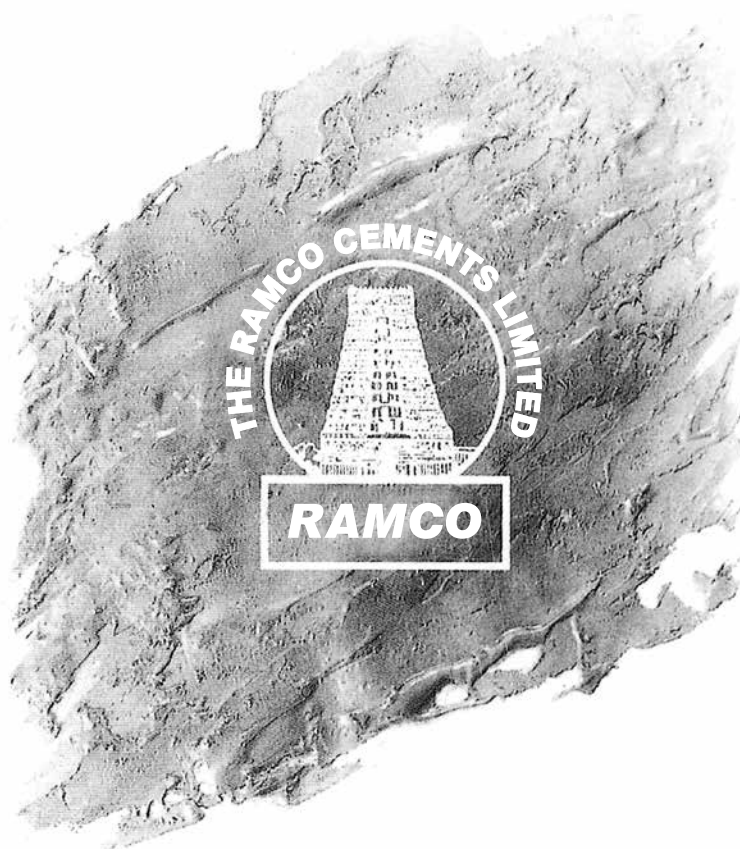


The Ramco Cements Limited

Annual Report

2014-2015





Chairman & Managing Director, Shri.P.R.Ramasubrahmaneya Rajha being felicitated by Honourable Union Minister of State for Commerce and Industry, Smt.Nirmala Sitharaman at the Conference of Institute of Chartered Accountants of India held on 13.12.2014.

Chairman & Managing Director, Shri.P.R.Ramasubrahmaneya Rajha handing over a cheque for Rs.2 crores to Honourable Chief Minister of Andhra Pradesh, Shri.N.Chandrababu Naidu towards Hudhud Cyclone Relief Fund on 20.10.2014.



Chairman & Managing Director, Shri.P.R.Ramasubrahmaneya Rajha releasing Souvenir at the Silver Jubilee Celebrations of Ramco Social Service League and Shri.M.V.M.Muthuramalingam, Founder of Velammal Group of Institutions, receiving it on 28.12.2014.

THE RAMCO CEMENTS LIMITED

(Formerly Madras Cements Ltd.)



Board of Directors

Shri.P.R.RAMASUBRAHMANEYA RAJHA, B.Sc.,
Chairman & Managing Director

Shri.P.R.VENKETRAMA RAJA, B.Tech.,

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

Shri.M.B.N.RAO, B.Sc. (Agri).

Shri.M.M.VENKATACHALAM, B.Sc. (Agri).

SMT. JUSTICE CHITRA VENKATARAMAN (RETD.)

Chief Executive Officer

Shri.A.V.Dharmakrishnan

Chief Financial Officer

Shri.S.Vaithyanathan

Secretary

Shri.K.Selvanayagam

Corporate Office

98-A, Dr.Radhakrishnan Road, Mylapore
Chennai – 600 004, Tamil Nadu

Registered Office

“Ramamandiram”
Rajapalayam – 626 117, Tamil Nadu

Website

www.ramcocements.in

Corporate Identity Number

L26941TN1957PLC003566

Bankers

Axis Bank Ltd
Bank of Baroda
Bank of Maharashtra
Canara Bank
Citi Bank
Deutsche Bank
HDFC Bank Ltd
ICICI Bank Ltd
IDBI Bank Ltd
Kotak Mahindra Bank Ltd
Standard Chartered Bank
Syndicate Bank
The Bank of Nova Scotia
The Federal Bank Ltd
The Hongkong and Shanghai
Banking Corporation Ltd
Yes Bank Ltd

Auditors

M/s.M.S.Jagannathan & N.Krishnaswami
Chartered Accountants
Unit-5, Ground Floor, Abirami Apartments
No.14, VOC Road, Cantonment
Tiruchirappalli – 620 001.

M/s.CNGSN & Associates LLP
Chartered Accountants
20, Raja Street, T.Nagar, Chennai - 600 017.

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
“Shobana”, No:17, Nandanam Main Road
Nandanam Extension, Chennai – 600 035.

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TEN YEAR HIGHLIGHTS

DESCRIPTION	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15
Cement										
Capacity										
Integrated Cement Plants (lac tons)	59.90	59.90	79.90	99.90	104.90	104.90	104.90	124.90	124.90	124.90
Satellite Grinding Units (lac tons)	—	—	—	—	19.50	19.50	19.50	30.50	30.50	40.00
Production (lac tons)	47.10	56.70	58.50	65.30	80.30	73.05	75.22	84.75	85.90	76.96
Windfarm										
Capacity (MW)	45.84	63.79	136.00	181.59	185.59	159.19	159.19	159.19	125.95	125.95
Generation (lac units)	378	657	1426	2611	4115	3572	2855	3247	2667	2106
Sales & Other Income (Rs. in Crores)	1013.35	1581.69	2021.35	2471.23	2821.25	2644.69	3256.58	3872.66	3769.23	3731.77
Operating Profit (Rs. in Crores)	215.52	563.50	761.76	793.49	877.29	657.31	969.77	1047.30	648.76	800.12
Cash Generation (Rs. in Crores)	147.71	409.92	639.16	628.52	644.97	435.65	811.32	868.79	460.63	606.31
Profit After Tax (Rs. in Crores)	79.02	308.02	408.29	363.52	353.68	210.98	385.11	403.65	137.70	242.35
Number of employees	1686	1955	2260	2447	2583	2593	2626	2787	2937	2883
Contribution to Exchequer (Rs. in Crores)	321	561	610	711	809	839	1186	1423	1403	1418
Face value per share (Rs.)	10	10	10	1	1	1	1	1	1	1
Earnings per share (Rs.)	65	255	343	15	15	9	16	17	6	10
Dividend per share (Rs.)	15.00	25.00	40.00	2.00	2.00	1.25	2.50	3.00	1.00	1.50
Dividend payout (Rs. in Crores)	18.14	30.24	48.03	47.66	47.66	29.79	59.58	71.49	23.83	35.75
Dividend payout %	23	10	12	13	13	14	15	18	17	15
Operating profit ratio %	21.27	35.63	37.69	32.11	31.10	24.85	29.78	27.04	17.21	21.44
Market price of share (Rs.)										
(a) High	2245	3750	5072	198	140	134	169	274	261	380
(b) Low	932	1745	2500	55	70	85	76	134	135	205
(c) As on 31 st March	2164	2730	3349	71	122	102	154	254	215	305
Market capitalisation (Rs. in Crores)	2614	3297	3986	1700	2897	2427	3659	6045	5117	7265
Net worth per share (Rs.)	323	550	799	52	65	73	86	100	104	111

Bonus shares were issued in the ratio of 1:1 in 1992-93, 1994-95 and 2008-09.

THE RAMCO CEMENTS LIMITED

NOTICE TO THE MEMBERS

Notice is hereby given that the 57th Annual General Meeting of the Company will be held at 10.15 AM on Thursday, the 6th August 2015 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam – 626 108, Tamil Nadu to transact the following business:

ORDINARY BUSINESS

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

“RESOLVED that the Directors’ Report and the Company’s Standalone and Consolidated Statements of Profit and Loss for the year ended 31st March 2015, 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 a Dividend of Rs.1.50 per Share be and is hereby declared for the year ended 31st March 2015.”

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

“RESOLVED that Shri.P.R.Venketrama Raja, who retires by rotation, be and is hereby elected as Director of the Company.”

4. 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: 001208S and M/s.CNGSN & Associates LLP, Chartered Accountants, holding Firm Registration No: 004915S, as Auditors of the Company for the second consecutive year, viz. from the conclusion of this Annual General Meeting till the conclusion of 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

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

“RESOLVED THAT pursuant to the provisions of Sections 150, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Justice Chitra Venkataraman (Retd.) (DIN: 07044099), appointed as an Additional Director of the Company on 20-03-2015 pursuant to the provisions of Section

161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Smt. Justice Chitra Venkataraman (Retd.) for the office of Director, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of 5 consecutive years from the date of her appointment, viz. 20-03-2015.”

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the following remuneration, exclusive of Service Tax and Out-of-pocket expenses, payable to M/s.Geeyes & Co., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the financial years 2014-15, 2015-16 and 2016-17 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified.

Year	Cost Audit Fee - Amount in Rs.		
	For Cement Manufacturing Activities	For Generation of Wind Energy	Total
2014-15	1,50,000	1,50,000	3,00,000
2015-16	2,00,000	1,50,000	3,50,000
2016-17	2,50,000	1,50,000	4,00,000

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

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to create charge by way of mortgage, hypothecation, lien or in any other manner on all or any of the movable and/or immovable properties of the Company wheresoever situate both present and future and/or the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of the Financial Institutions/Banks/Trusts/Mutual Funds or any other Institutions/Companies/Authorities/ Debenture Holders /Entities, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine for securing the loans/facilities sanctioned or to be sanctioned to the company or for securing the securities or any other debt instruments etc. issued or to be issued that fall within Board’s powers, together with interest, remuneration of



the trustees and/or any other Institutions/ Companies/Authorities, premium (if any) on redemption and all other costs, charges and expenses payable by the Company in terms of the trust deed and/or any other agreements/documents, etc. to be finalized and executed between the Company and the agents and trustees and/ or any other Institutions or Authorities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the agents and trustees and / or any other Institutions or Authorities.”

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and pursuant to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and such other applicable Regulations / Guidelines, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any of the existing Committee of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured Non-Convertible Debentures including but not limited to subordinate debt, bonds, and/ or other debt securities, etc., (hereinafter collectively referred as “Securities”) on a private placement basis, listed or unlisted in one or more tranches, during the period of one year from the date of passing this Special Resolution by the Members, upto a limit of Rs.500 Crores, within the overall outstanding borrowing limits approved by the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and are hereby authorised to determine the terms of the issue including the class of investors to whom such Securities to be issued, time, total amount to be raised by issuance of Securities, the number of Securities, tranches, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts, deeds, filings, matters and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any director(s) and/ or officer(s) of the Company, as it may in its absolute discretion deem it necessary.”

By Order of the Board,
For THE RAMCO CEMENTS LIMITED,

Chennai
29-05-2015

P.R.RAMASUBRAHMANEYA RAJHA
Chairman & Managing Director

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 and vote 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 Register of Members and the Share Transfer Books of the Company will remain closed from 31-07-2015 to 06-08-2015 (both days inclusive).
5. A Dividend of Rs.1.50 per share has been recommended by the Board of Directors for the year ended 31-03-2015 and subject to the approval of the Shareholders at the ensuing Annual General Meeting, is proposed to be paid in respect of shares held in physical form to the shareholders whose names appear in the Register of Members as on 06-08-2015 and in respect of shares held in electronic form to the beneficial owners whose names appear in the list furnished by the Depositories for this purpose as on 30-07-2015. The dividend is proposed to be paid on and from the date of Annual General Meeting.
6. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend. Accordingly, dividend will be credited through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company is in compliance with SEBI's directive in this regard.
7. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial year 2007-08 (Interim) on due dates, 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 unpaid and unclaimed amounts lying with the Company on the website of the Company (www.ramcocements.in), as

THE RAMCO CEMENTS LIMITED

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:

Year	Type of Dividend	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Due Date for Transfer to IEP Fund
2007-08	Final Dividend	11-08-2008	10-08-2015	08-09-2015
2008-09	Interim Dividend	29-01-2009	28-01-2016	26-02-2016
	Final Dividend	05-08-2009	04-08-2016	02-09-2016
2009-10	Interim Dividend	27-10-2009	26-10-2016	24-11-2016
	Final Dividend	02-08-2010	01-08-2017	31-08-2017
2010-11	Dividend	10-08-2011	09-08-2018	07-09-2018
2011-12	Interim Dividend	21-03-2012	20-03-2019	18-04-2019
	Final Dividend	02-08-2012	01-08-2019	30-08-2019
2012-13	1 st Interim Dividend	05-11-2012	04-11-2019	02-12-2019
	2 nd Interim Dividend	13-02-2013	12-02-2020	12-03-2020
	Final Dividend	29-07-2013	28-07-2020	26-08-2020
2013-14	Dividend	28-07-2014	27-07-2021	25-08-2021

8. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2014-15 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.ramcocements.in for their download.
9. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, 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 in respect of dematerialised shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company / Depository Participants.
10. 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 Clause 35B of the Listing Agreement, the Company is providing members facility

to exercise their right to vote at the 57th Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting, 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
- (ii) Click on "Shareholders" tab.
- (iii) Select the "THE RAMCO CEMENTS 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) If you are holding shares in Demat form and had logged on to 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.
- (vi) Fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	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.
DividendBank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* 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 sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first



two characters of the name. Eg. If your name is Vasudevan with sequence number 1 then enter VA00000001 in the PAN field.

- # Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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 is to be also 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN for The Ramco Cements Limited.
- (xi) 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.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code, click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to 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. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- IV. The facility for remote e-voting shall remain open from 9.00 AM on Monday, the 3rd August 2015 to 5.00 PM on Wednesday, the 5th August 2015. 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 30th July 2015, may opt for remote e-voting.
- V. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- VI. 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 30-07-2015.
- VII. Shri.K.Srinivasan, Chartered Accountant (Membership No: 021510), 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.
- VIII. The Chairman shall, at the annual general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutiniser, 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.
- IX. The scrutiniser shall, immediately after the conclusion of voting at the annual 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 scrutiniser’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 results of the voting forthwith.

By Order of the Board,
For THE RAMCO CEMENTS LIMITED,

P.R.RAMASUBRAHMANEYA RAJHA
Chairman & Managing Director

Chennai
29-05-2015

THE RAMCO CEMENTS LIMITED

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 5

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Smt. Justice Chitra Venkataraman (Retd.) as Additional Director on 20th March 2015, under Non-Executive Independent Director category.

Smt. Justice Chitra Venkataraman (Retd.) (DIN: 07044099), a graduate in Economics from Ethiraj College, Chennai, and B.L. from Law College, Chennai, started her practice at Madras High Court. She specialised in Direct and Indirect tax laws. She was appointed as Government Pleader during the period 1991 to 1995 and thereafter as the standing counsel for Income Tax for about 10 years. She was elevated as Judge of Madras High Court in the year 2005 and retired in April 2014.

She is also a Director in the following Companies:

1. Ramco Industries Limited
2. Lakshmi Machine Works Limited

In terms of Section 161(1) of the Companies Act, 2013 read with Article 92 of the Articles of Association of the Company, Smt. Justice Chitra Venkataraman (Retd.) holds office as Additional Director up to the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a member signifying his intention to propose the appointment of Smt. Justice Chitra Venkataraman as a Director.

Smt. Justice Chitra Venkataraman (Retd.) is proposed to be appointed as an Independent Director for 5 consecutive years from the date of her appointment. She has furnished a declaration pursuant to section 149(6) of the Companies Act, 2013 that she meets the criteria of independence and is hence eligible for appointment as an Independent Director. In the opinion of the Board, Smt. Justice Chitra Venkataraman (Retd.) fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management.

She does not hold any share in the Company.

The Board of Directors is of the opinion that her vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

A copy of the letter of appointment issued to Smt. Justice Chitra Venkataraman (Retd.) would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Smt. Justice Chitra Venkataraman (Retd.), being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are interested in this Resolution. The Notice and this Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Item No: 6

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of cement and generation of wind energy.

On the recommendation of the Audit Committee at its meeting held on 27-07-2014, the Board had approved the appointment of M/s.Geeyes & Co., Cost Accountants as the Cost Auditors of the Company to audit the Company's Cost Records relating to manufacture of cement.

On the recommendation of the Audit Committee at its meeting held on 04-02-2015, the Board had approved the appointment of M/s.Geeyes & Co., Cost Accountants as the Cost Auditors of the Company to audit the Company's Cost Records relating to generation of wind energy.

The details of remuneration payable to Cost Auditors, exclusive of Service Tax and Out-of-pocket expenses are given below:

Year	Cost Audit Fee - Amount in Rs.		
	For Cement Manufacturing Activities	For Generation of Wind Energy	Total
2014-15	1,50,000	1,50,000	3,00,000
2015-16	2,00,000	1,50,000	3,50,000
2016-17	2,50,000	1,50,000	4,00,000

The appointment and the remuneration of the cost auditor is required to be ratified by the members in accordance with the provisions of Section 148(3) of the Act and Rule 14 of the Rules.

The Directors recommend the Resolution to the Members for their approval.

None of the Directors, Key Managerial Personnel or their relatives are interested in this Resolution.

Item No: 7

As a security for the loans sanctioned/to be sanctioned by Financial Institutions/Banks/Other Corporate Bodies, debentures, etc. the