

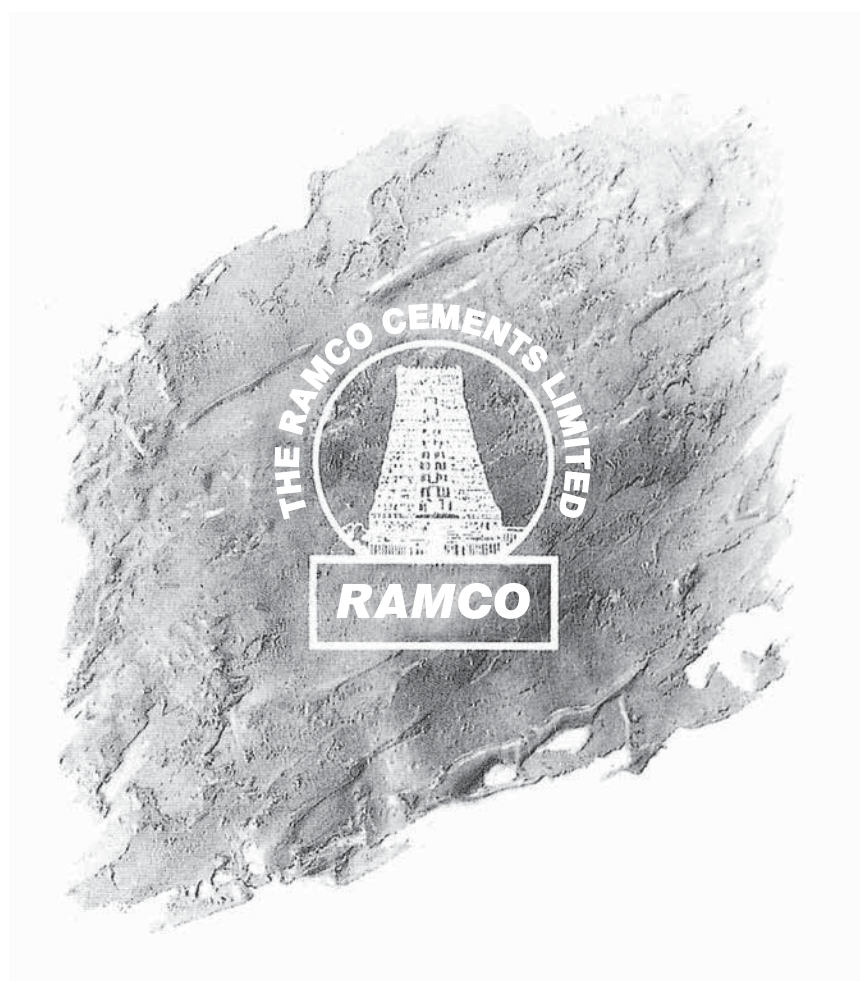
The Ramco Cements Limited

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Annual Report

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2015-2016





*Chairman & Managing Director, Shri.P.R.Ramasubrahmaneya Rajha, at the Tamil Nadu Global Investors Meet for investment opportunities for industries held in September 2015.*



*Director, Shri.P.R.Venketrama Raja, handing over a cheque for Rs.2 crores to Honourable Chief Minister of Tamil Nadu, Selvi.J.Jayalalithaa towards Chief Minister's Public Relief Fund on 9.12.2015.*

# THE RAMCO CEMENTS LIMITED



## 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.Vaithiyanathan

## 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](http://www.ramcocements.in)

## Corporate Identity Number

L26941TN1957PLC003566

## Bankers

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

## Debenture Trustee

Axis Trustee Services Limited  
2<sup>nd</sup> Floor, Wadia International Centre,  
Pandurang Budhkar Marg, Worli,  
Mumbai – 400 025.  
Tel: 022-2425 5215  
E-mail: [mangalagowri.bhat@axistrustee.com](mailto:mangalagowri.bhat@axistrustee.com)  
Website: [www.axistrustee.com](http://www.axistrustee.com)

## 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  
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.

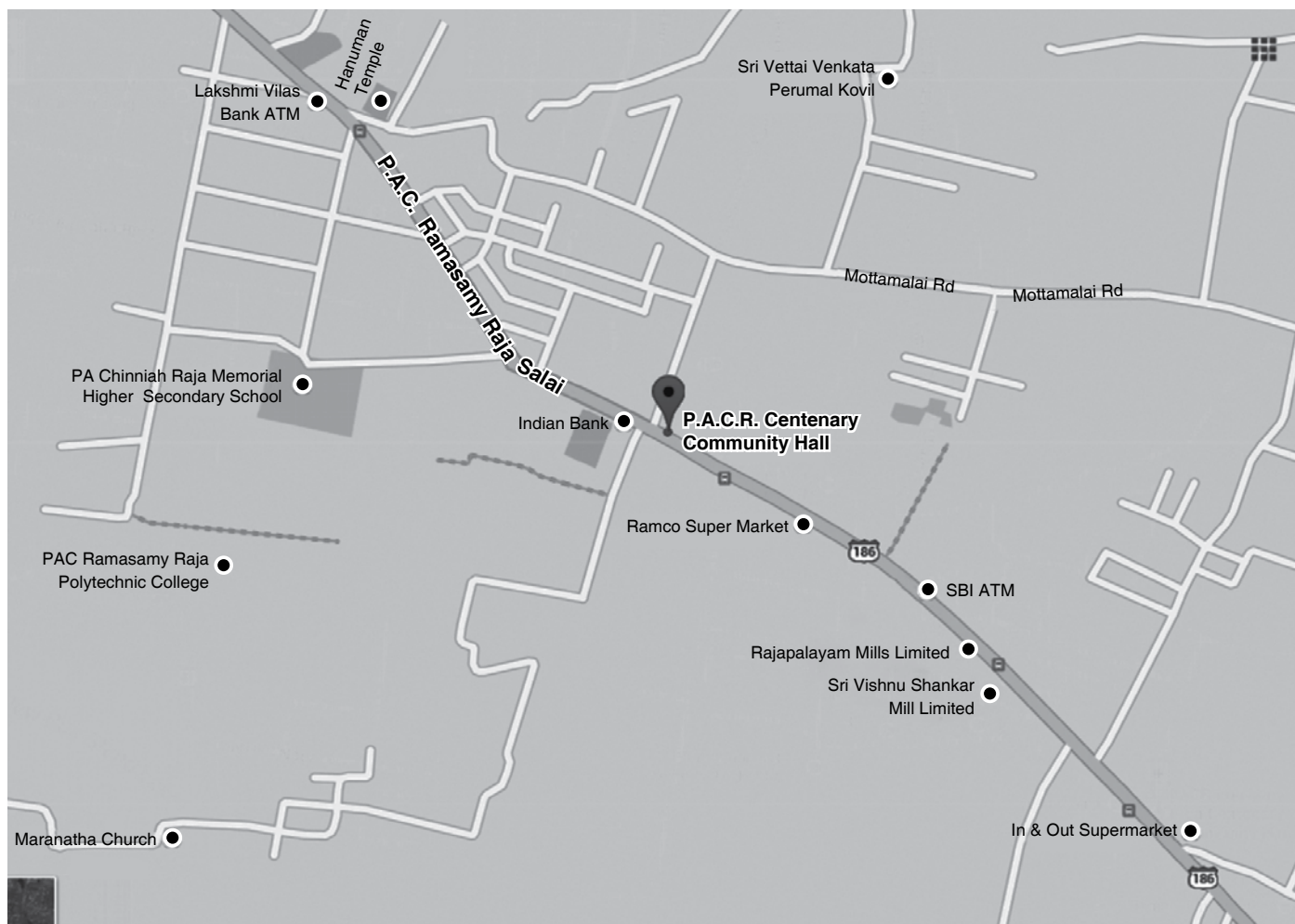
## CONTENTS

|   |    |
|---|----|
| Ten Year Highlights .....   | 3  |
| Notice to the Members .....   | 4  |
| Board's Report .....  | 10 |
| Independent Auditors' Report on the Standalone Financial Statements .....   | 39 |
| Standalone Financial Statements.....  | 43 |
| Independent Auditors' Report on the Consolidated Financial Statements ..... | 86 |
| Consolidated Financial Statements .....                                     | 89 |

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### Map Showing location of venue of 58<sup>th</sup> Annual General Meeting

Venue Address : P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, TN



Land Mark: Near Indian Bank

Distance from Rajapalayam Bus Stand : 3.5 KM

Distance from Rajapalayam Railway Station : 3.9 KM





## TEN YEAR HIGHLIGHTS

| DESCRIPTION                             | 2006-07 | 2007-08 | 2008-09 | 2009-10 | 2010-11 | 2011-12 | 2012-13 | 2013-14 | 2014-15 | 2015-16 |
|---|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|
| Cement                                  |         |         |         |         |         |         |         |         |         |         |
| Capacity                                |         |         |         |         |         |         |         |         |         |         |
| Integrated Cement Plants (lac tons)     | 59.90   | 79.90   | 99.90   | 104.90  | 104.90  | 104.90  | 124.90  | 124.90  | 124.90  | 124.90  |
| Satellite Grinding Units (lac tons)     | –       | –       | –       | 19.50   | 19.50   | 19.50   | 30.50   | 30.50   | 40.00   | 40.00   |
| Production (lac tons)                   | 56.70   | 58.50   | 65.30   | 80.30   | 73.05   | 75.22   | 84.75   | 85.90   | 76.96   | 72.33   |
| Windfarm                                |         |         |         |         |         |         |         |         |         |         |
| Capacity (MW)                           | 63.79   | 136.00  | 181.59  | 185.59  | 159.19  | 159.19  | 159.19  | 125.95  | 125.95  | 125.95  |
| Generation (lac units)                  | 657     | 1426    | 2611    | 4115    | 3572    | 2855    | 3247    | 2667    | 2106    | 1643    |
| Sales & Other Income (₹ in Crores)      | 1581.69 | 2021.35 | 2471.23 | 2821.25 | 2644.69 | 3256.58 | 3872.66 | 3769.23 | 3731.77 | 3687.09 |
| Operating Profit (₹ in Crores)          | 563.50  | 761.76  | 793.49  | 877.29  | 657.31  | 969.77  | 1047.30 | 648.76  | 800.12  | 1150.31 |
| Cash Generation (₹ in Crores)           | 409.92  | 639.16  | 628.52  | 644.97  | 435.65  | 811.32  | 868.79  | 460.63  | 606.31  | 970.08  |
| Profit After Tax (₹ in Crores)          | 308.02  | 408.29  | 363.52  | 353.68  | 210.98  | 385.11  | 403.65  | 137.70  | 242.35  | 558.26  |
| Number of employees                     | 1955    | 2260    | 2447    | 2583    | 2593    | 2626    | 2787    | 2937    | 2883    | 2846    |
| Contribution to Exchequer (₹ in Crores) | 561     | 610     | 711     | 809     | 839     | 1186    | 1423    | 1403    | 1418    | 1550    |
| Face value per share (₹)                | 10      | 10      | 1       | 1       | 1       | 1       | 1       | 1       | 1       | 1       |
| Earnings per share (₹)                  | 255     | 343     | 15      | 15      | 9       | 16      | 17      | 6       | 10      | 23      |
| Dividend per share (₹)                  | 25.00   | 40.00   | 2.00    | 2.00    | 1.25    | 2.50    | 3.00    | 1.00    | 1.50    | 3.00    |
| Dividend payout (₹ in Crores)           | 30.24   | 48.03   | 47.66   | 47.66   | 29.79   | 59.58   | 71.49   | 23.83   | 35.75   | 71.49   |
| Dividend payout %                       | 10      | 12      | 13      | 13      | 14      | 15      | 18      | 17      | 15      | 13      |
| Operating profit ratio %                | 35.63   | 37.69   | 32.11   | 31.10   | 24.85   | 29.78   | 27.04   | 17.21   | 21.44   | 31.20   |
| Market price of share (₹)               |         |         |         |         |         |         |         |         |         |         |
| (a) High                                | 3750    | 5072    | 198     | 140     | 134     | 169     | 274     | 261     | 380     | 428     |
| (b) Low                                 | 1745    | 2500    | 55      | 70      | 85      | 76      | 134     | 135     | 205     | 279     |
| (c) As on 31 <sup>st</sup> March        | 2730    | 3349    | 71      | 122     | 102     | 154     | 254     | 215     | 305     | 400     |
| Market capitalisation (₹ in Crores)     | 3297    | 3986    | 1700    | 2897    | 2427    | 3659    | 6045    | 5117    | 7265    | 9520    |
| Net worth per share (₹)                 | 550     | 799     | 52      | 65      | 73      | 86      | 100     | 104     | 111     | 130     |

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 58<sup>th</sup> Annual General Meeting of the Company will be held at 10.15 AM on Thursday, the 4<sup>th</sup> August 2016 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 Board’s Report and the Company’s Standalone and Consolidated Statements of Profit and Loss for the year ended 31<sup>st</sup> 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:001208S and M/s.CNGSN & Associates LLP, Chartered Accountants, holding Firm Registration No:004915S, as Auditors of the Company for the third 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

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

“RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the Company be and is hereby accorded to the appointment of Shri.P.R.Ramasubrahmaneya Rajha (DIN:00331357) as Chairman & Managing Director of the Company for a period of 3 years with effect from 01-04-2017, at a remuneration equivalent to 5% of the net profits of the Company.

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 that the annual remuneration does not exceed 5% of the net profits of the Company 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 Chairman & Managing Director shall be paid remuneration as approved by the Nomination and Remuneration Committee which shall be the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration aforesaid shall be exclusive of any fee paid for attending Meetings of the Board or any 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.”

By Order of the Board,  
For THE RAMCO CEMENTS LIMITED,  
P.R.RAMASUBRAHMANEYA RAJHA  
Chairman & Managing Director  
Chennai  
20-05-2016

#### 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 cut-off date will be 29<sup>th</sup> 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 ([www.ramcocements.in](http://www.ramcocements.in)), 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:

| Year    | Type of Dividend                 | Date of Declaration of Dividend | Last Date for Claiming Unpaid Dividend | Due Date for Transfer to IEP Fund |
|---------|----------------------------------|---------------------------------|--|-----------------------------------|
| 2008-09 | 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 <sup>st</sup> Interim Dividend | 05-11-2012                      | 04-11-2019                             | 02-12-2019                        |
|         | 2 <sup>nd</sup> 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                        |
| 2014-15 | Dividend                         | 06-08-2015                      | 05-08-2022                             | 01-09-2022                        |
| 2015-16 | 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.ramcocements.in](http://www.ramcocements.in) for their download.
7. 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.
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, [LODR] the Company is providing members remote e-voting facility to exercise their right to vote at the 58<sup>th</sup> Annual General Meeting (AGM) 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 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) To log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - ii) To Click on "Shareholders" tab.
    - iii) Now enter your User ID as given below:
      - \* 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.
    - iv) Next 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 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.

## THE RAMCO CEMENTS LIMITED

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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 in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the Company records.

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

- vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' 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. 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 resolution contained in this Notice.
- viii) Click on the relevant EVSN for THE RAMCO CEMENTS LIMITED on which you choose to vote.
- 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 a 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 and 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 AM on Monday, the 1<sup>st</sup> August 2016 to 5.00 PM on Wednesday, the 3<sup>rd</sup> 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. Friday, the 29<sup>th</sup> July 2016, may opt for remote e-voting. Voting shall not be allowed beyond 5.00 PM on 3<sup>rd</sup> 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 29-07-2016.

- V. Shri.K.Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutiniser to scrutinise 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 scrutiniser, by use of ballot 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 scrutiniser 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 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 result of the voting forthwith.

Chennai  
20-05-2016

By Order of the Board,  
For THE RAMCO CEMENTS LIMITED,  
P.R.RAMASUBRAHMANEYA RAJHA  
Chairman & Managing Director

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

### Item No: 4

Shri.P.R.Ramasubrahmaneya Rajha (DIN:00331357) was first appointed as Managing Director of the Company on 02-04-1970. At that time, the Company's net worth was ₹ 1.93 crores and the turnover was ₹ 2.70 crores, with Ramasamy Raja Nagar as the only unit for the Company with a capacity of 2 lacs tons per annum. Under his leadership, the Company has now grown with Cement Plants at 5 locations in three States with an aggregate grinding capacity of 12.49 million tons per annum. In addition, the Company has established Satellite Grinding Units at 4 locations with an aggregate capacity of 4 million tons per annum. The Company has also diversified in Ready Mix Concrete, Dry Mix products and Wind Energy. The Company's net worth has increased to ₹ 3,092.63 crores and the turnover to ₹ 3,687.09 crores as on 31-03-2016. The Company has a record of consistent profit and declaration of dividend. The Company has grown to be the largest cement manufacturer in South India and one of the most profitable companies in the Cement Industry.

Shri.P.R.Ramasubrahmaneya Rajha was reappointed as Managing Director of the Company by the Board of Directors at their meeting held on 20-05-2016, subject to the approval of the shareholders at the Annual General Meeting, for a further period of 3 years from 01-04-2017 to 31-03-2020 pursuant to Article 119A of the Articles of Association of the Company and in accordance

with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

### Terms of Remuneration:

- \* 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.
- \* In any financial year, where the Company has no profits or inadequacy of profits, the Chairman & Managing Director shall be paid as remuneration, the double of the applicable 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 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.

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

The reappointment and the remuneration proposed fulfil the conditions stipulated in Schedule V of the Companies Act, 2013. Further, as the Managing Director has attained the age of 70 years, his reappointment is proposed for approval by way of Special Resolution. Hence approval of the Central Government is not required.

Shri.P.R.Ramasubrahmaneya Rajha is a Director in the following Companies:

| No | Name of the Company                        | Nature of Interest |
|----|--|--------------------|
| 1  | The Ramco Cements Limited                  | Chairman           |
| 2  | Rajapalayam Mills Limited                  | Chairman           |
| 3  | Ramco Industries Limited                   | Chairman           |
| 4  | Ramco Systems Limited                      | Chairman           |
| 5  | The Ramaraju Surgical Cotton Mills Limited | Chairman           |
| 6  | Sri Vishnu Shankar Mills Limited           | Chairman           |

## THE RAMCO CEMENTS LIMITED

| No | Name of the Company                              | Nature of Interest |
|----|--|--------------------|
| 7  | Sandhya Spinning Mill Limited                    | Chairman           |
| 8  | Thanjavur Spinning Mill Limited                  | Chairman           |
| 9  | Rajapalayam Textile Limited                      | Director           |
| 10 | Ram Sandhya Farms Private Limited                | Director           |
| 11 | Sri Sandhya Farms (India) Private Limited        | Director           |
| 12 | Ramamandiram Agricultural Estate Private Limited | Director           |
| 13 | Sri Saradha Deepa Farms Private Limited          | Director           |
| 14 | Nalina Agricultural Farms Private Limited        | Director           |
| 15 | Nirmala Shankar Farms & Estates Private Limited  | Director           |
| 16 | Sri Nithyalakshmi Farms Private Limited          | Director           |
| 17 | Ramco Management Private Limited                 | Director           |
| 18 | RCDC Securities and Investments Private Limited  | Director           |
| 19 | Rajapalayam Chamber of Commerce and Industry     | Director           |

Shri.P.R.Ramasubrahmaneya Rajha is a Member in the following Committees of the Board.

| No | Name of the Company                        | Name of the Committee                     | Position |
|----|--|---|----------|
| 1  | The Ramco Cements Limited                  | Project Management Committee              | Chairman |
| 2  | The Ramco Cements Limited                  | Stakeholders Relationship Committee       | Member   |
| 3  | The Ramco Cements Limited                  | Share/Debenture Committee                 | Chairman |
| 4  | The Ramco Cements Limited                  | Corporate Social Responsibility Committee | Chairman |
| 5  | Ramco Industries Limited                   | Stakeholders Relationship Committee       | Chairman |
| 6  | Ramco Industries Limited                   | Share Transfer Committee                  | Chairman |
| 7  | Ramco Industries Limited                   | Corporate Social Responsibility Committee | Chairman |
| 8  | Ramco Systems Limited                      | Stakeholders Relationship Committee       | Chairman |
| 9  | Rajapalayam Mills Limited                  | Stakeholders Relationship Committee       | Chairman |
| 10 | Rajapalayam Mills Limited                  | Share Transfer Committee                  | Chairman |
| 11 | Rajapalayam Mills Limited                  | Corporate Social Responsibility Committee | Chairman |
| 12 | Sri Vishnu Shankar Mill Limited            | Corporate Social Responsibility Committee | Chairman |
| 13 | Sandhya Spinning Mill Ltd                  | Share Transfer Committee                  | Chairman |
| 14 | Sandhya Spinning Mill Ltd                  | Corporate Social Responsibility Committee | Chairman |
| 15 | The Ramaraju Surgical Cotton Mills Limited | Share Transfer Committee                  | Chairman |
| 16 | The Ramaraju Surgical Cotton Mills Limited | Stakeholders Relationship Committee       | Chairman |
| 17 | The Ramaraju Surgical Cotton Mills Limited | Corporate Social Responsibility Committee | Chairman |

None of the Directors and Key Managerial Personnel except Shri.P.R.Ramasubrahmaneya Rajha as appointee and Shri.P.R.Venketrama Raja as a relative may be deemed to be concerned or interested in the Resolution.