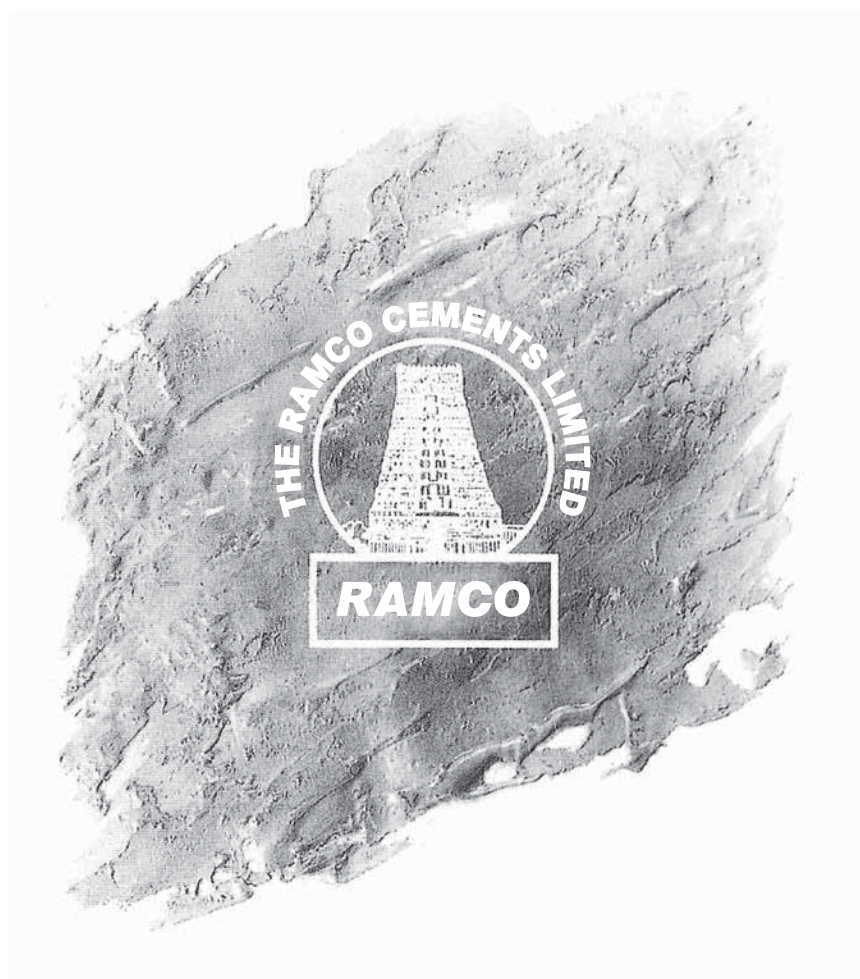


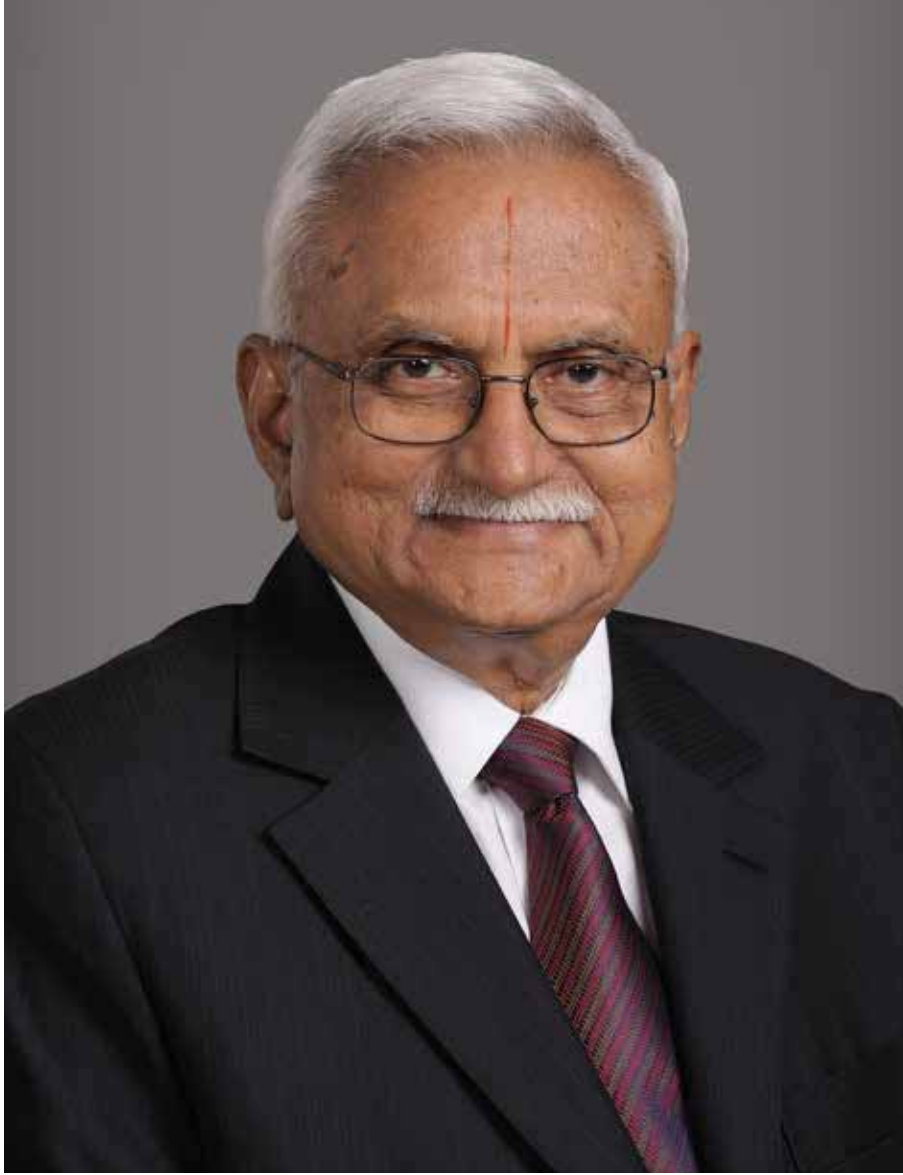
The Ramco Cements Limited

Annual Report

2016-2017



Our Beloved Chairman



SHRI. P.R. RAMASUBRAHMANEYA RAJHA

4.7.1935 - 11.5.2017

THE RAMCO CEMENTS LIMITED



Board of Directors

Shri.P.R.RAMASUBRAHMANEYA RAJHA, B.Sc.,
Chairman & Managing Director
(Upto 11-05-2017)

Shri.P.R.VENKETRAMA RAJA, B.Tech.,
Chairman & Managing Director
(From 04-06-2017)

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.)

Bankers

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 Federal Bank Ltd

The Hongkong and Shanghai
Banking Corporation Ltd

Yes Bank Ltd

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

Debenture Trustee

Axis Trustee Services Limited
2nd Floor, Wadia International Centre,
Pandurang Budhkar Marg, Worli,
Mumbai – 400 025.
Tel: 022-2425 5215
E-mail: mangalagowri.bhat@axistrustee.com
Website: 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
Old No:17, New No:16, Pattammal Street
Mandaveli, Chennai – 600 028.

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TEN YEAR HIGHLIGHTS

Description	AS (Previous GAAP)								Ind AS	
	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17
Cement										
Capacity										
Integrated Cement Plants (lac tons)	79.90	99.90	104.90	104.90	104.90	124.90	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	40.00
Production (lac tons)	58.50	65.30	80.30	73.05	75.22	84.75	85.90	76.96	72.33	83.11
Windfarm										
Capacity (MW)	136.00	181.59	185.59	159.19	159.19	159.19	125.95	125.95	125.95	125.95
Generation (lac units)	1426	2611	4115	3572	2855	3247	2667	2106	1643	2747
Gross Revenue from Operations (₹ in Crores)	2350.85	2829.07	3126.08	2997.24	3686.84	4429.73	4323.90	4628.78	4219.34	4607.03
Less: Excise Duty (₹ in Crores)	329.50	357.84	304.83	352.55	430.26	557.07	554.67	537.01	557.65	614.69
Net Revenue from Operations (₹ in Crores)	2021.35	2471.23	2821.25	2644.69	3256.58	3872.66	3769.23	3731.77	3661.69	3992.34
Operating Profit (₹ in Crores)	761.76	793.49	877.29	657.31	969.77	1047.30	648.76	800.12	1160.02	1219.20
Cash Generation (₹ in Crores)	639.16	628.52	644.97	435.65	811.32	868.79	460.63	606.31	978.16	1115.68
Profit After Tax (₹ in Crores)	408.29	363.52	353.68	210.98	385.11	403.65	137.70	242.35	542.19	649.29
Total Comprehensive Income (₹ in Crores)	–	–	–	–	–	–	–	–	540.15	648.05
Number of employees	2260	2447	2583	2593	2626	2787	2937	2883	2846	2883
Contribution to Exchequer (₹ in Crores)	610	711	809	839	1186	1423	1403	1418	1550	1779
Face value per share (₹)	10	1	1	1	1	1	1	1	1	1
Earnings per share (₹)	343	15	15	9	16	17	6	10	23	27
Dividend per share (₹)	40.00	2.00	2.00	1.25	2.50	3.00	1.00	1.50	3.00	3.00
Dividend payout (₹ in Crores) (*)	48.03	47.66	47.66	29.79	59.58	71.49	23.83	35.75	71.49	70.95
Dividend payout %	12	13	13	14	15	18	17	15	13	11
Operating profit ratio % (**)	37.69	32.11	31.10	24.85	29.78	27.04	17.21	21.44	31.68	30.54
Market price of share (₹)										
(a) High	5072	198	140	134	169	274	261	380	428	728
(b) Low	2500	55	70	85	76	134	135	205	279	396
(c) As on 31 st March	3349	71	122	102	154	254	215	305	400	673
Market capitalisation (₹ in Crores)	3986	1700	2897	2427	3659	6045	5117	7265	9520	16016
Net worth per share (₹)	799	52	65	73	86	100	104	111	130	157

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

(*) Calculated on No. of shares of 23,65,16,630 as on 01-06-2017, for the year 2016-17.

(**) Operating profit ratio is computed on Net revenue from operations.

NOTICE TO THE MEMBERS

Notice is hereby given that the 59th Annual General Meeting of the Company will be held at 10.15 AM on Friday, the 4th August 2017 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 Separate and Consolidated Statements of Profit and Loss for the year ended 31st March 2017, 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 ₹ 3/- per Share be and is hereby declared for the year ended 31st March 2017 and the same be paid to those shareholders whose names appear in the Register of Members and Register of Depositories as on 28th July 2017.”

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

“RESOLVED that Shri.P.R.Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby re-appointed as a Director of the Company.”

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

“RESOLVED THAT in terms of section 139, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s.Ramakrishna Raja And Co., Chartered Accountants, holding Firm Registration No: 005333S and M/s.SRSV & Associates, Chartered Accountants, holding Firm Registration No: 015041S, be and are hereby appointed as Auditors of the Company [in place of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, and M/s.CNGSN & Associates LLP, Chartered Accountants, whose tenure as Auditors come to an end at the close of the 59th Annual General Meeting in terms of Section 139(2) of Companies Act, 2013] for five consecutive financial years commencing from the Financial Year 2017-2018 and to hold office from the conclusion of 59th Annual General Meeting till the conclusion of the 64th Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the Members at every intervening Annual General Meeting to be held after this Annual General Meeting.

RESOLVED FURTHER THAT each of the Auditors shall be paid for the financial year 2017-2018, a remuneration of

₹ 11,00,000/- (exclusive of Service Tax and Out-of-pocket expenses).

RESOLVED FURTHER THAT for the financial years 2018-2019, 2019-2020, 2020-2021 and 2021-2022, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS

5. 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.Venketrama Raja (DIN:00331406) as Managing Director of the Company for a period of 5 years with effect from 04-06-2017, at a remuneration equivalent to 5% of the net profits of the Company.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, not being more than three such financial years over the entire tenure of five years, the Company has no profit or inadequate profit, the Managing Director shall be paid remuneration as approved by the Board and the Nomination and Remuneration Committee which shall not exceed 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 when the Company is having no profit or inadequate profit, the Managing Director shall be eligible for the following perquisites which shall not be included in the computation of ceiling on the remuneration, in respect of those financial years:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service and
- c. Encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT in addition to the remuneration as aforesaid the Managing Director shall also be eligible for any fee that may be 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.

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 to the limits above.”



6. 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, 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 a Committee of the Board) 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 ₹ 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.”

7. 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 remuneration of ₹ 4,00,000/- (Rupees Four lakhs only) 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 year 2017-18 for auditing the Cost Records relating to manufacture of cement and generation of wind energy, be and is hereby ratified.”

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

Chennai
04-06-2017

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. Attendance slip is attached. Members, Proxies and Authorised Representatives are requested to bring the duly filled-in and signed, attendance slips to the Meeting.
4. The cut-off date will be 28th July 2017, 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), 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
2009-10	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

THE RAMCO CEMENTS LIMITED

Year	Type of Dividend	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Due Date for Transfer to IEP Fund
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	Dividend	11-03-2016	10-03-2023	08-04-2023

In accordance with Section 124(6) of the Companies Act, 2013, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company to IEPF. The Company has sent individual notices through Registered Post to the Shareholders, whose dividends are lying unclaimed for the last seven consecutive years or more, advising them to claim the dividend on or before 31st May 2017. The statement containing the details of the Shareholders and the shares due for transfer is also uploaded on the Company's website, www.ramcocements.in for information and necessary action by the Shareholders. Since the modalities for transfer of shares to IEPF with Depositories are not yet finalized by MCA, it has deferred its implementation. Hence, the shareholders concerned are requested to take immediate steps to claim the unclaimed dividend. In the event of the Shareholders not claiming the dividend and the shares are transferred to IEPF, the Shareholders are still entitled to claim the shares from IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at www.ramcocements.in and www.iepf.gov.in

6. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2016-17 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.
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. 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 59th 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
 - 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 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.

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 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. 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 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 Tuesday, the 1st August 2017 to 5.00 PM on Thursday, the 3rd August 2017. 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 28th July 2017, may opt for remote e-voting. Voting shall not be allowed beyond 5.00 PM on 3rd August 2017.
- 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 under help section or write an email to 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 28-07-2017.
- V. Shri.K.Srinivasan, Chartered Accountant (Membership No. 021510), 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 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 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 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 result of the voting forthwith.

Chennai
04-06-2017

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 5

With the sudden demise of our Managing Director, Shri.P.R.Ramasubrahmaneya Rajha, the position of Managing Director has become vacant. It is proposed to consider appointing Shri.P.R.Venketrama Raja (DIN:00331406), Director, as Managing Director of the Company for a period of 5 years.

Shri.P.R.Venketrama Raja aged 58, has a Bachelor's Degree in Chemical Engineering from University of Madras and Masters in Business Administration from University of Michigan, USA. He has been on the Board of The Ramco Cements Limited since 1985. He has more than 3 decades of Industrial Experience with specific knowledge in Textiles, Cement and Information Technology sectors. As a Member of the Board, he is responsible for guiding the Company in establishment of new units, selection of process and equipments and adoption of latest technologies since 1985, when the Company went for its first green field expansion in Jayanthipuram. He is also the Chairperson of Stakeholder Relationship Committee and Member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

The Nomination and Remuneration Committee at its meeting held on 04-06-2017 had recommended to the Board the appointment of Shri.P.R.Venketrama Raja as Managing Director of the Company and the Board of Directors at their meeting held on 04-06-2017, had approved the same, subject to the approval of the shareholders at the Annual General Meeting. The appointment is for a period 5 years commencing from 04-06-2017. The appointment is in accordance with Article 119A of the Articles of Association of the Company and the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The Nomination and Remuneration Committee has also approved the remuneration in accordance with Schedule V of the Companies Act, 2013, which is as follows:

Terms of Remuneration:

- i. When the Company is having profit:
5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.
- ii. When the Company is having no profit or inadequate profit:
In any financial year during the currency of his tenure, not being more than three such financial years over the entire tenure of five years, the Company has no profit or inadequate profit, the Managing Director shall be paid remuneration as approved by the Board and the Nomination and Remuneration Committee which shall not exceed the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013.

In addition, he shall be eligible for the following perquisites:

- a. Contribution to Provident Fund, Superannuation Fund

or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- c. Encashment of leave at the end of the tenure.

In addition to the above remuneration, he will also be eligible for 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.

It is proposed to authorise the Nomination and Remuneration Committee to fix the quantum and periodicity of the remuneration payable to the Managing Director subject to the limits mentioned in the Resolution.

As per Schedule V of the Companies Act, 2013, in the event the company has no profits or its profits are inadequate, the upper limit for remuneration payable to the Managing Director can be doubled, if the resolution passed by the Shareholders is a Special Resolution and the minimum remuneration approved is for a period not exceeding 3 years.

The appointment 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.

Considering the contributions made by Shri.P.R.Venketrama Raja, Director, and his suitability, the Directors recommend the resolution for Members' approval.

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

1	Ramco Systems Limited
2	Ramco Industries Limited
3	Rajapalayam Mills Limited
4	The Ramaraju Surgical Cotton Mills Limited
5	Sri Vishnu Shankar Mills Limited
6	Sandhya Spinning Mill Limited
7	Sri Sandhya Farms (India) Pvt. Limited
8	Sri Saradha Deepa Farms Private Limited
9	Nalina Agricultural Farms Private Ltd
10	Ramco Systems Corporation, USA
11	Ramco Systems Ltd., Switzerland
12	Ramco Systems Sdn Bhd., Malaysia
13	Ramco Systems Pte. Ltd., Singapore
14	Sri Ramco Lanka (Private) Limited, Sri Lanka
15	Sri Ramco Roofings Lanka Private Limited – Sri Lanka
16	RCDC Securities and Investments Private Limited