

BOARD'S REPORT

Your Directors have pleasure in presenting their 62nd Annual Report and the Audited Accounts of the Company for the year ended 31st March 2020.

(₹ in Crores)

Financial Results	Separate Financials	
	Year ended 31-03-2020	Year ended 31-03-2019
Revenue (Net of Duties and Taxes)	5,405.64	5,174.71
Operating Profit: Profit before Interest, Depreciation and Tax (PBITD)	1,173.82	1,064.97
Less: Interest	71.35	50.87
Profit before Depreciation and Tax (PBDT)	1,102.47	1,014.10
Less: Depreciation	315.26	298.52
Profit before Tax	787.21	715.58
Less: Tax Expenses		
Current Tax	139.02	189.44
Current Tax adjustments of earlier years	0.24	(4.83)
Deferred Tax	74.28	10.97
MAT Credit recognition	(36.74)	-
Deferred Tax adjustment of earlier years	9.32	14.11
Profit After Tax	601.09	505.89
Other Comprehensive Income for the year [Net of tax credit of ₹ 3.68 Crores (PY: ₹ 1.53 Crores)]	(7.81)	(2.68)
Total Comprehensive Income for the year (TCI)	593.28	503.21

CHANGES IN CAPITAL AND DEBT STRUCTURE

The paid-up capital of the Company is ₹ 23,55,76,780/- consisting of 23,55,76,780 shares of ₹ 1/- each. There has been no change in the Capital Structure of the Company during the year under review.

The Company does not have any Scheme for issue of sweat equity to the employees or Directors of the Company.

The details of Employees Stock Option Schemes (ESOS) are provided in this Report and in the relevant Annexure.

The details of Secured Redeemable Non-Convertible Debentures issued during the year under review are given below:

(a) Name of the Series	7.12% Series A Debentures TRCL 2021	7.25% Series B Debentures TRCL 2021
(b) Date of issue and allotment of the securities	20-12-2019	20-12-2019
(c) Number of securities	1000	950
(d) Type of issue	Private Placement	Private Placement
(e) Details of the debt restructuring pursuant to which the securities are issued	Not Applicable	Not Applicable
(f) Issue price – per instrument	₹ 10 lakhs	₹ 10 lakhs
(g) Coupon rate	7.12%	7.25%
(h) Maturity date	18-06-2021	20-12-2021
(i) Amount raised	₹ 100 Crores	₹ 95 Crores

(a) Name of the Series	6.90% Series C Debentures TRCL 2022	7.00% Series D Debentures TRCL 2023
(b) Date of issue and allotment of the securities	28-02-2020	28-02-2020
(c) Number of securities	1000	1000
(d) Type of issue	Private Placement	Private Placement
(e) Details of the debt restructuring pursuant to which the securities are issued	Not Applicable	Not Applicable
(f) Issue price – per instrument	₹ 10 lakhs	₹ 10 lakhs
(g) Coupon rate	6.90%	7.00%
(h) Maturity date	26-08-2022	26-05-2023
(i) Amount raised	₹ 100 Crores	₹ 100 Crores

DIVIDEND

Your Directors at the Board Meeting held on 03-03-2020 have approved payment of Interim Dividend of ₹ 2.50 per share on the Equity Capital of the Company. Your Directors recommend this to be the total dividend for the year. For the previous year, the Company had paid a dividend of ₹ 3.00 per share. The total dividend for the year amounts to ₹ 58.95 Crores as against ₹ 70.74 Crores for the previous year. Inclusive of Dividend Tax of ₹ 12.12 Crores (PY: ₹ 14.54 Crores), the total outgo is ₹ 71.07 Crores (PY: ₹ 85.28 Crores).

The payment of dividend is in accordance with the “Dividend Distribution Policy” of the Company. The Policy is available on the website of the Company under the weblink:

<http://ramcocements.net/ramcocements/pdf/files/policies/DIVIDEND%20DISTRIBUTION%20POLICY%202016.pdf>

The Dividend Distribution Policy forms part of this Report.

TRANSFER TO GENERAL RESERVES

After appropriations, a sum of ₹ 200 Crores has been kept as retained earnings of the Company and a sum of ₹ 437.88 Crores has been transferred to General Reserve. As on 31-03-2020, the General Reserve stands at ₹ 4,668.74 Crores.

TAXATION

For the year ended 31-03-2020, the Company has made current tax provision of ₹ 139.02 Crores under MAT as against ₹ 189.44 Crores under regular method in the corresponding period of previous year. Current tax adjustments of earlier years is ₹ 0.24 Crore as against ₹ (-) 4.83 Crores during the previous year.

The deferred tax for the year ended 31-03-2020 is ₹ 74.28 Crores as against ₹ 10.97 Crores in the previous year. MAT credit recognised during the year ended 31-03-2020 is ₹ 36.74 Crores. Deferred tax adjustments during the current year pertaining to earlier years is ₹ 9.32 Crores as against ₹ 14.11 Crores during the previous year.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

MACROECONOMIC REVIEW

Global Economy

The global economy grew by 2.9% in Calendar Year (CY) 2019 as compared to 3.6% in CY 2018. Rising trade barriers, weak manufacturing activity and a slowdown among major EMDEs (Emerging Markets and Developing Economies) especially India contributed to the moderation in growth. The EMDEs grew by 3.7% (4.5% in CY 2018) and advanced economies by 1.7% (2.2% in CY 2018). Moving into CY 2020, with world faced by an unprecedented crisis, COVID-19 pandemic, economies of all countries are likely to degrow leading to 4.9% decline in global economy. The impact would be stronger in countries struggling to contain the infection rate. Beyond the pandemic, global cooperation will be important to resolve trade and technology tensions to ensure faster recovery.¹

Indian Economy

The Indian economy grew by 4.2% in FY 2019-20 as against 6.1% in FY 2018-19. The year started with weakness in financial sector, low investment and consumption confidence and eventually culminated with one of the deadliest pandemics whose impact was greater than anticipated.

Industrial and services sector reported slower growth at 0.9% and 5.5% respectively as compared to 4.9% and 7.7% respectively in the previous year. The automobile sector continued its contraction, while bank credit remained tepid, confirming the weakness of demand.

A sharp decline in oil prices did benefit the economy, however its impact was short-lived with prices gradually firming up as oil producing countries agreed to cut production. Also, with the Government hiking duties and VAT, the benefit was not passed on to consumers.

The only silver lining has been the agriculture and allied sector which grew by 4% as compared to 2.4% in FY 2018-19 led by a 3.7% increase in foodgrains production. The forecast of a normal monsoon by the India Meteorological Department (IMD) for 2020 sowing season augurs well for agriculture output and farm incomes.

Going into FY 2020-21, the macroeconomic scenario will continue to be challenging. With uncertainty about the pandemic and extended lockdown, the downside risks to domestic growth remain significant. However, positive measures like rollout of stimulus package and structural reforms by the Government and proactive liquidity management and easing of monetary policy by RBI will provide some support. The economic activity is expected to recover gradually from the second half of the year 2020-21. The IMF expects the country's GDP to contract by 4.5% in 2020 and eventually pick up momentum and grow by 6% in 2021.²

CEMENT INDUSTRY REVIEW

FY 2019-20 has been a challenging year for the Indian cement industry. The industry produced 334.48 million tonnes (MnT) of cement in FY 2019-20 as compared to 337.32 MnT in FY 2018-19. This translates into a de-growth of 0.84% as against 13.3% growth witnessed in the previous year. Sales revenue witnessed a marginal growth of 1.3% as prices remained firm. Weak macro-economy and real estate sector along with liquidity crisis and lower credit flow resulted in subdued demand. With large capacity expansion in the previous years, the capacity utilisation of the industry declined from 70% in FY 2018-19 to around 65-67% in FY 2019-20.³

Future Outlook

With COVID-19 pandemic unfolding with such speed and scale, many businesses across sectors have been disrupted. The cement demand has taken a severe setback since March 2020 as construction activities were hit due to supply chain disruption and non-availability of labour in urban and semi-urban areas.

The rural demand, however remained largely insulated due to good agriculture output and farm income. For FY 2020-21, the overall cement demand is expected to contract by ~15%.

On the positive side, it is widely anticipated that the industry would start seeing revival from the second half of FY 2020-21 as the pandemic situation gradually eases and economic growth engine starts kicking. Various fiscal, monetary and liquidity measures by the Government and restart in execution of key infrastructure projects like roads, irrigation, metros and rural housing as per PMAY scheme will help revive demand. By this time, the issue of labour shortage is also expected to normalise which along with release of pent-up demand for affordable and other housing projects in urban / semi-urban areas will further bolster the demand. The positive outlook for the agriculture sector augurs well for healthy rural economy and cement demand.⁴

COMPANY REVIEW

CEMENT DIVISION

Production

Particulars	April 2019 to March 2020	April 2018 to March 2019	Increase over previous year	
	(In Tons)	(In Tons)	(In Tons)	(In %)
Clinker	90,85,253	86,18,417	4,66,836	5.42
Cement	1,14,11,750	1,11,83,925	2,27,825	2.04

Sales

During the year, the Company had sold 112.03 lakh tons of cement, compared to 111.24 lakh tons of the previous year.

In spite of marginal degrowth of 1% in volume in the cement industry, the Company has grown by 1%. The sales for the Company for the year under review, could have been even higher, but for the impact of COVID-19 in March 2020.

The Company continues to expand in Eastern Markets in addition to consolidating in its core Southern Markets.

During the year under review, the Company has exported 2.30 lakh tons as against 2.24 lakh tons during the previous year. The export turnover of the Company for the year was ₹ 113.71 Crores as against ₹ 112.48 crores of the previous year.

READY MIX CONCRETE DIVISION

The Division has produced 32,999 cu.m of concrete during the year, accounting for a revenue of ₹ 14.16 Crores (Net of duties and Taxes) as against 36,960 cu.m. of concrete accounting for a revenue of ₹ 15.97 Crores (Net of duties and Taxes) during the previous year.

DRY MORTAR DIVISION

The Division has produced 38,739 tons of Dry Mortar during the year as against 40,493 tons produced during the previous year. The Division has sold 38,329 tons of Dry Mortar accounting for a revenue of ₹ 30.59 Crores (Net of duties and Taxes) during the year as against 40,418 tons of Dry Mortar accounting for a revenue of ₹ 29.72 Crores (Net of duties and Taxes) during the previous year.

WIND FARM DIVISION

The Division has generated 2,268 lakh units as compared to 2,426 lakh units in the previous year. Out of this, 2,189 lakh units were generated from the wind farms in Tamil Nadu and 79 lakh units from the wind farms in Karnataka. Out of the units generated in Tamil Nadu, 332 lakh units were meant for adjustment against the power consumed in the Company's plants and balance 1,857 lakh units have been sold to Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO) for a value of ₹ 55.68 Crores.

Out of the units generated in Karnataka, 75 lakh units were supplied to Bangalore Electricity Supply Company Limited (BESCOM) for a value of ₹ 2.20 Crores and the balance 4 lakh units were supplied to third parties for a value of ₹ 0.18 Crores.

The installed capacity of the wind farm of the Company was 125.95 MW as on 31-03-2020 comprising of 108 Wind Electric Generators.

The income during the year from the Division was ₹ 58.07 Crores as against ₹ 61.75 Crores of the previous year.

POWER PLANTS

The Company's thermal power plants aggregating to a capacity of 175 MW are located at its cement manufacturing plants. The power generated from the thermal power plants were used for self-consumption in the cement manufacturing.

CAPITAL EXPENDITURE PROGRAMMES - NEW PROJECTS

Due to the outbreak of Corona Virus (COVID-19), Central and State Governments had imposed lockdown restrictions. Consequently, the project implementation activities had come to a standstill. The labourers of the service providing companies had left the site. Because of the above, there had been delay in project implementation of expansion programmes and consequently there had also been cost escalation. Subsequent to the relaxation in lockdown, the Company is taking all efforts to commission the projects at the earliest, simultaneously ensuring precautionary measures for the safety of men and materials. The status of the projects with revised commissioning time frame are given below.

Cement Plants

The Company is establishing Line III at the existing Jayanthipuram Plant with a clinkerisation capacity of 1.5 Million Tonnes Per Annum (MTPA). The plant will have a Waste Heat Recovery System to generate 27 MW of power. The cost of the project is ₹ 740 Crores. The Phase-1 of Waste Heat Recovery System with a capacity of 9 MW is expected to be commissioned in the second quarter of 2020-2021 and the Clinkerisation project is expected to be commissioned in the last quarter of 2020-2021.

The Company is establishing a new cement plant at Kalavatala Village, Kolimigundla Mandal, Andhra Pradesh with Clinkerisation capacity of 2.25 MTPA and cement manufacturing capacity of 1 MTPA. It is proposed to have a waste heat recovery system of 12.15 MW and Thermal power plant of 18 MW aggregating to 30.15 MW, so that the cement plant will be self-reliant on

power. The Plant will also have railway siding to provide flexibility in logistics. The cost of the project is ₹ 1,600 Crores and is expected to be commissioned in the last quarter of 2020-2021.

Grinding Units

The Company has expanded its Kolaghat grinding unit with another line of grinding capacity of 1.05 MTPA. The revised cost of the project is ₹ 386 Crores. The Mill was commissioned in September 2019 and the Railway Siding works are expected to be completed by October 2020.

The Company has expanded its Vizag grinding unit with another line of cement grinding capacity of 1.05 MTPA. Cement Mill was commissioned in March 2020. The revised cost of the project is ₹ 215 Crores.

The Company is establishing a grinding unit at Haridaspur in Jajpur District in the State of Odisha with a cement grinding capacity of 1 MTPA. Among other things, the project will have Railway Siding and Wagon Tippler, which is an added advantage. The revised cost of the project is ₹ 717 Crores and is expected to be commissioned in August 2020.

On commissioning of Line II in Kolaghat and Vizag, the aggregate grinding capacity of the Satellite Grinding Units had increased from 4.20 MTPA to 6.30 MTPA.

On commissioning of the rest of the above projects, the Company's cement manufacturing capacity at its integrated

cement plants would increase from 12.49 MTPA to 13.49 MTPA and cement manufacturing capacity at its satellite grinding units would increase from 6.30 MTPA to 7.30 MTPA.

On completion of the above projects, the aggregate cement manufacturing capacity of the Company is set to reach 20.79 MTPA.

Advantages from New Projects

The additional clinker that would be manufactured from the Line III of Jayanthipuram and the excess clinker from the Kalavatala Cement Plant would meet the requirements of the grinding units.

The cement produced at the grinding units would help the Company to further expand its markets in the Coastal Districts of Andhra Pradesh and in the States of Odisha, Jharkhand and West Bengal.

As the grinding units are established closer to the major cement consumption areas, this would not only ensure supply chain efficiency, but also better service to markets.

The installation of waste heat recovery system in our plants will help us to reduce the power cost. Besides savings in power cost, it also reduces CO₂ emission substantially, which improves the environment.

FINANCIAL PERFORMANCE REVIEW

PROFIT AND LOSS ANALYSIS - SEPARATE FINANCIALS

Particulars	31-03-2020	31-03-2019	Variance	
	₹ in Crores	₹ in Crores	₹ in Crores	(%)
Revenue				
Sale of products	5,310.37	5,084.52	225.85	4
Income from wind power	58.07	61.75	(3.68)	(6)
Other income	37.20	28.44	8.76	31
Total Revenue	5,405.64	5,174.71	230.93	4
Operational Expenses				
Cost of material consumed	921.15	828.59	92.56	11
Change in inventories of finished goods and WIP	(47.39)	18.30	(65.69)	-
Employee benefit expenses	368.20	329.49	38.71	12
Transportation and handling	1,137.90	1,187.96	(50.06)	(4)
Power and fuel	1,050.87	1,057.32	(6.45)	(1)
Other expenses, net of self-consumption	801.09	688.08	113.01	16
Total Operational Expenses	4,231.82	4,109.74	122.08	3
EBITDA	1,173.82	1,064.97	108.85	10
Depreciation & Amortisation Expense	315.26	298.52	16.74	6
Finance Costs	71.35	50.87	20.48	40
Profit Before Tax	787.21	715.58	71.63	10
Tax Expenses	186.12	209.69	(23.57)	(11)
Profit After Tax	601.09	505.89	95.20	19
Other Comprehensive Income	(7.81)	(2.68)	(5.13)	-
Total Comprehensive Income	593.28	503.21	90.07	18

Total Revenue

The Company's total revenue has grown by 4% in FY 2019-20 led by a marginal growth in sales to 11.20 MnT and 11.12 MnT in FY 2018-19 and a 4% growth in average net realisable sale price of cement. Revenue from wind power declined by 6% led by a 7% decline in net generation to 22.68 Crore units. Other income has increased due to increase in interest income, dividend income and exchange difference.

Operational expenses

The total operational expense of the Company increased by 3%, from ₹ 4,109.74 Crores in FY 2018-19 to ₹ 4,231.82 Crores in FY 2019-20. It comprises cost of material consumed, change in inventories of finished goods & WIP, employee benefits expenses, transportation and handling, power and fuel, and other expenses.

Cost of materials consumed

The cost of materials consumed increased by 11% in FY 2019-20 due to increase in clinker and cement production by 5% and 2% respectively, higher use of costlier imported gypsum for premium products and increase in OPC production. Cost of materials consumed accounted for 17.04% of revenue in FY 2019-20 as against 16.01% in FY 2018-19.

Change in inventories of finished goods / work-in-progress

The Increase in inventories of finished goods / work-in-progress was due to stoppage of despatches from March 25, 2020 in view of COVID-19 related lockdown enforced by the Governments.

Employee benefits expenses

The employee cost increased by 12% in FY 2019-20 due to rise in headcount from 3,188 to 3,327 and increment in the annual salaries. The Company has also charged ₹ 21.52 Crores towards fair value of the employees stock options which is a non-cash item and ₹1.29 Crores (Nil in FY 2018-19) towards Voluntary Retirement compensation. Employee benefit expenses accounted for 6.81% of revenue in FY 2019-20 as against 6.37% in FY 2018-19.

Transportation and handling expenses

Transportation and handling expenses decreased by 4% in FY 2019-20 due to an average reduction of 4% in diesel prices. The road rail mix stood at 94:6 as against 92:8 in FY 2018-19. The overall lead distance for cement had been reduced by 3% to 288 kms. Transportation and handling expenses accounted for 21.05% of revenues in FY 2019-20 as against 22.96% in FY 2018-19.

Power and Fuel

Power and fuel cost reduced by 1% in FY 2019-20, despite clinker production increased by 5% and cement production increased by 2% due to a gradual decline in pet coke prices by ~USD 20 per ton and that of imported coal prices have softened by USD 4 to USD 5 per ton. However, rupee depreciation substantially offset this benefit. Power and fuel costs accounted for 19.44% of revenue in FY 2019-20 as against 20.43% in the previous year.

Other expenses

Other expenses increased by 16%, from ₹ 688.08 Crores in FY 2018-19 to ₹ 801.09 Crores in FY 2019-20. The increase was due to increase in advertisement / sales promotion expenses by ₹ 74.18 Crores for brand promotion and premium product

launches, plant operating expenses by ₹ 24.84 Crores and general and other administrative expenses by ₹ 13.99 Crores. Other expenses accounted for 14.82% of the revenues in FY 2019-20 as compared to 13.30% in FY 2018-19.

Depreciation & Amortisation

Depreciation and Amortisation has increased from ₹ 298.52 Crores to ₹ 315.26 Crores primarily due to depreciation arising out of commissioning of new grinding lines at Kolaghat and Vizag. Depreciation & Amortisation accounted for 5.83% of revenue in FY 2019-20 as against 5.77% in FY 2018-19.

Finance Costs

Finance costs have increased by 40% from ₹ 50.87 Crores in FY 2018-19 to ₹ 71.35 Crores in FY 2019-20 due to increase in weighted average cost of total borrowings from 5.89% to 6.71%. Also the total borrowings had increased from ₹ 1,618.70 Crores to ₹ 3,024.09 Crores.

Interest coverage ratio reduced from 9.58 times in FY 2018-19 to 5.56 times in FY 2019-20. The gross interest on the borrowings stood at ₹ 154.32 Crores, of which ₹ 82.97 Crores was capitalised as part of qualifying assets. Finance costs accounted for 1.32% of revenues in FY 2019-20 as against 0.98% in FY 2018-19.

Tax expenses

Tax expenses decreased by ₹ 23.57 Crores i.e. 11% from the previous year. Current tax is provided under MAT for FY 2019-20 as against Regular method in FY 2018-19. MAT rate declined from 21.55% to 17.47% in FY 2019-20. The overall effective tax rate also reduced from 29.26% to 23.52% due to deductions available on commissioning of new lines. Tax expenses accounted for 3.44% of revenues in FY 2019-20 as against 4.05% in FY 2018-19.

As per Section 115BAA of the Income Tax Act, 1961 introduced during the year, the Company has an irrevocable option of shifting to a lower tax rate by foregoing certain tax incentives, deductions and accumulated MAT credit. It has not exercised this option for the year ended 31-03-2020, in view of the benefits available under the existing tax regime.

Other Comprehensive Income (OCI)

OCI represents loss arising out of re-measurement of defined benefit plans amounting to ₹ 6.86 Crores. This is mainly due to reduction in the market yield of government bonds from 7.76% to 6.71%. Besides, fair value loss on equity investments of ₹ 0.95 Crore is also recognised in OCI during the year.

Profitability

EBIDTA grew by 10% from ₹ 1,064.97 Crores in FY 2018-19 to ₹ 1,173.82 Crores in FY 2019-20. The EBITDA margin stood at 21.71% as against 20.58% in FY 2018-19. Blended EBITDA per ton increased by 10% from ₹ 957 per ton to ₹ 1,048 per ton.

Profit after Tax (PAT) increased by 19% from ₹ 505.89 Crores to ₹ 601.09 Crores led by improved margins and volumes. The PAT margin stood at 11.12% as against 9.78% in FY 2018-19. Profitability was to some extent impacted by disruption of operations due to COVID-19 related lockdown imposed in March 2020.

ANALYSIS OF THE BALANCE SHEET - SEPARATE FINANCIALS

The summary of the financial position as at March 31, 2020 is detailed below:

Particulars	As at 31-03-2020	As at 31-03-2019	Variance	
	₹ in Crores	₹ in Crores	₹ in Crores	(%)
Assets				
Non-Current Assets	8,479.03	6,732.37	1,746.66	26
Current Assets	1,567.97	1,375.84	192.13	14
Total Assets	10,047.00	8,108.21	1,938.79	24
Equity & Liabilities				
Equity	4,918.56	4,460.11	458.45	10
Non-Current Liabilities	2,794.49	1,600.38	1,194.11	75
Current Liabilities	2,333.95	2,047.72	286.23	14
Total Equity and Liabilities	10,047.00	8,108.21	1,938.79	24

Non-Current Assets

Non-current assets have increased by ₹ 1,746.66 Crores due to the following reasons:

- Capital expenditure of ₹ 1,919.94 Crores including for capacity expansion programme at Kolaghat, Vizag, Jayanthipuram, Kurnool and Haridaspur. This is after adjusting non-cash adjustments / accruals viz. depreciation of ₹ 315.26 Crores, recognition of Right-of-use asset of ₹ 14.57 Crores and increase in capital payables of ₹ 95.96 Crores.
- Strategic investments of ₹ 15 Crores in equity shares of associate company – Lynks Logistics Limited.
- Increase in loans to subsidiaries and associates by ₹ 23.73 Crores.
- Decrease in other non-current assets by ₹ 7.28 Crores mainly due to receipt of income tax refund and reduction in prepaid expenses.

Current Assets

Current assets have increased during the year by ₹ 192.13 Crores due to the following reasons:

- In view of lockdown enforced by the Governments on account of COVID-19, the despatches were affected and thus inventory of finished goods, work-in-progress and packing materials have increased to the extent of ₹ 54.36 Crores. Raw materials and Stores have increased by ₹ 38.47 Crores. The Fuel stocks have reduced by ₹ 7.24 Crores mainly due to reduction in pet coke prices. Inventory turnover ratio increased marginally from 40 days to 41 days due to increase in the overall inventory.
- Trade receivables have increased by ₹ 36.88 Crores. The receivables turnover pertaining to cement has come down marginally from 28 days in the previous year to 27 days in the current year. The receivable from Tamil Nadu State Electricity Board pertaining to wind power is slow in recovery, however, this is considered good.

- Industrial Promotion Assistance receivable from Government of Andhra Pradesh has increased by ₹ 14.82 Crores.
- Unadjusted input tax credits availed under GST has increased to the extent of ₹ 85.94 Crores in view of increased capital expenditure which will be available for set-off in the subsequent periods.
- Reduction in other current assets by ₹ 31.10 Crores mainly due to reduction in supplier advances, prepaid expenses and recovery of claims from government departments.

Equity

Share capital remained constant and total comprehensive income is ₹ 593.28 Crores for FY 2019-20. The Company has also charged profit and loss and created a reserve for ₹ 21.52 Crores towards ESOP. The dividend pay-outs including dividend distribution tax was ₹ 156.35 Crores. Return on net worth increased from 12% to 13% as on March 31, 2020 due to increase in profitability.

Non-Current Liabilities

- Long-term Borrowings have increased by ₹ 1,131.16 Crores to fund the capital expenditure. Consequently, the debt-equity ratio and debt / EBITDA has increased to 0.61 and 2.58 respectively as on March 31, 2020 as against 0.36 and 1.52 respectively as on March 31, 2019. Return on capital employed has marginally reduced from 10% to 9%. The decline in debt-service coverage ratio from 4.52 as on March 31, 2019 to 2.90 as on March 31, 2020, was due to increase in borrowings for capital expenditure programmes.
- Deferred Tax Liabilities have increased by ₹ 46.79 Crores after netting of MAT credit recognition of ₹ 36.74 Crores and tax adjustments of earlier years including reversal of MAT credit set-off amounting to ₹ 9.25 Crores.
- Provisions and other liabilities have increased by ₹ 8.34 Crores and ₹ 7.82 Crores mainly due to increase in provision for mines restoration and recognition of lease liability for the non-cancellable leases respectively.

Current Liabilities

- Short-term Borrowings have increased by ₹ 86.48 Crores to meet working capital requirements.
- Current maturities of long-term borrowings have increased by ₹ 187.75 Crores, which is due within one year as per repayment schedule.
- Provisions have increased by ₹ 3.75 Crores and other liabilities by ₹ 8.25 Crores due to increase in provision for compensated absences and interest accrued for the borrowings respectively.
- Current ratio stood at 1.06 as on March 31, 2020, marginally lower than 1.07 in the previous year due to increase in current liabilities.

MOVEMENT IN KEY FINANCIAL RATIOS

Ratios and explanation	31-03-2020	31-03-2019	Formula adopted
Debtors Turnover Ratio (Days) <i>Indicates the average collection period and measures the efficiency of the company in managing its accounts receivables</i>	34	33	365 days / (Net Revenue / Average Trade Receivables)
Inventory Turnover Ratio (Days) <i>Indicates the average inventory holding period and measures the efficiency with which the company utilises or manages its inventory</i>	41	39	365 days / (Net Revenue / Average Inventories)
Interest Coverage Ratio <i>Indicates the company's ability in terms of earnings to meet the interest obligations</i>	5.56	9.58	(Profit Before Tax + Interest) / (Interest + Interest Capitalised)
Current Ratio <i>Indicates the level of current assets to meet the current liabilities</i>	1.06	1.07	Current Assets / (Total Current Liabilities - Security Deposits payable on demand - Current maturities of Long Term Debt)
Debt-Equity Ratio <i>Indicates the measure to which the company is financing its operations through debt versus wholly-owned funds</i>	0.61	0.36	Total Debt / Total Equity
Operating Profit Margin <i>Indicates the percentage of profit after all expenses except for interest, depreciation and taxes on the total revenue</i>	22%	21%	EBITDA / Net Revenue
Net Profit Margin <i>Indicates the percentage of profit after all expenses including interest, depreciation and taxes on the total revenue</i>	11%	10%	Net Profit / Net Revenue
Return on Net Worth <i>Indicates the percentage of return generated to equity shareholders</i>	13%	12%	Total Comprehensive Income / Average Net Worth
Total Debt / EBITDA <i>Indicates the relevance of company's operating profit to its debt</i>	2.58	1.52	Total Debt / EBITDA
Return on Capital Employed <i>Indicates the percentage of return generated on equity capital and debt capital</i>	9%	10%	(Total Comprehensive Income + Interest) / (Average of Equity + Total Debt)
Price Earnings Ratio <i>Indicates the relevance of the company's share price to the earnings per share</i>	20	34	Market Price per share as at 31 st March / Earnings per Share
Debt Service Coverage Ratio <i>Indicates the availability of operating profit to pay its current maturities of debts and interest obligations</i>	2.90	4.52	(EBITDA – Current Tax) / (Principal Repayment + Interest)
Blended EBITDA per Ton (In ₹) <i>Indicates the operating profit per ton of cement sold</i>	1,048	957	EBITDA / Sale Volume in tons

HUMAN RESOURCES

The Company believes that employees are the greatest asset to drive the organisational excellence. The Company focussed on nurturing its talents by adopting a meritocratic, caring and transparent work culture. It has undertaken several initiatives towards motivating and rewarding performance of employees.

The Company has a robust talent acquisition mechanism devised to attract and retain best of talents who fit into its culture. The Company undertakes various learning and development initiatives to improve the skills and knowledge of the employees in technical, behavioural and work-life balance parameters to enhance their performance and potential towards attaining organisation's goals. Leadership development programmes are conducted in association with prestigious institutions like Harvard Business School and Michigan ROSS School of Education to unleash and enrich the potential of senior employees. Besides, the Company ensures fair remuneration through its unique performance reward system which encourages employees to demonstrate their fullest potential.

The Company is strongly focussed on the health and safety (H&S) and welfare of employees. It regularly undertakes various awareness and safety training programme to improve performance on H&S parameters. It has also implemented employee-friendly welfare policies like housing loans, various types of soft loans, insurance coverage for medical treatment, life and personal accident. Additionally, it has a unique specialist medical reimbursement scheme which is one of the best in the industry. The Company has also institutionalised engagement initiatives like quality circle, 5S, IMS, suggestion scheme and Kaizen improvements.

The Company has established online HR systems with well-defined processes. The Company's conducive policies and HR excellence is evident in its 95% retention ratio of employees for three consecutive years. The most experienced senior leaders have been with the Company for over 30 years, some having joined as trainees, indicating the opportunities offered to employees. 75% of Leadership team (GM & above) have served the Company for more than 10 years. The Company practices recognising long serving employees through an award to create a sense of belongingness. In the past ten years, 1,075 employees have been felicitated with this award, representing ~30% of its employee strength of 3,327 as on March 31, 2020.

HR continuously supports the business in giving the right talent at the right time to build organisational capabilities and achieve goals.

RISK MANAGEMENT

The Company's risk management system is designed to identify the potential risks that can impact the business and device a framework for its mitigation along with periodical reviews to reflect changes in market conditions and the Company's activities. The

Company's Board of Directors has the overall responsibility for the establishment and oversight of risk management framework. The Audit committee and Risk management committee periodically review the execution of risk management plan and advice the management wherever necessary. The key risks and their mitigation measures are detailed below:

Fuel availability and prices risk

The Company uses non-calcined petroleum coke, a downstream by-product of the oil refinery, as fuel for cement kiln. It is available from indigenous sources as well as from Middle East and USA, thus exposing the risk of availability and prices.

Mitigation

The Company adopts both structured and unstructured procurement strategies to mitigate the risk. It has fuel supply arrangements with manufacturers under structured plan and also procures from spot or open markets during favourable pricing conditions to stay dynamic in fluctuating market.

The Company uses non-coking or thermal coal as a fuel at its captive thermal power plants (TPP). It is mainly imported from Indonesia, the world's largest exporter of coal, on spot basis. The Company's plants, being close to the East Coast, ensures proximity to Indonesia, making it economical to import. In case of supply disruption of imported coal, the Company can choose alternates from indigenous sources or use lignite.

Besides, the Company's production process is fungible and supports usage of different types of fuels like pet coke, coal, lignite and other alternate fuels; it facilitates the usage of most economical fuel. The Company is establishing waste heat recovery plants to produce power which will help reduce overall power costs while insulating from the overall risks on fuel. The Company also has the option to switch over to green power generated from its windmills in case of any exigencies which are presently connected to grid.

Currency fluctuation risk

The Company has exposure to USD and other foreign currency denominated transactions for import of capital goods, spares and fuel, besides exports of finished goods and borrowings in foreign currency. Any unfavourable movement in currency prices can impact profitability.

Mitigation

The Company has policies to ensure that the decisions are driven to keep the cost comparable while borrowing in foreign currency and hedging thereof, both interest and exchange rate risk and the quantum of coverage. The Company practices hedging foreign currency loans, imports and exports transactions by forward contracts after taking into consideration the anticipated foreign exchange inflows/outflows, timing of cash flows, tenure of the forward contract and prevailing foreign exchange market conditions.

Market risk

The cement industry is prone to the innate risk of demand-supply mismatch. So, cement is susceptible to the price volatility which sometimes slips to unviable levels.

Mitigation

The Company prudently plans and builds fresh capacities in markets where demand-supply conditions are relatively favourable. Its strategy of segmenting the market by offering right products for right applications facilitates in creating niche markets. The Company also strongly focusses on creating loyalty among the customers by offering high-quality, value-added products backed by innovative R&D and efficient supply chain.

Moreover, the Company is undertaking steps to tackle the demand disruption due to COVID-19 pandemic. It has rolled out contingency plans such as social distancing, work from home, and enhanced safety measures at all workplaces as per regulatory advisory to minimise the risk of spread. It continues to closely monitor the developments in economic conditions and assess its impact.

Information Technology Risk

The Company's operations are increasingly dependent on IT systems which requires careful management of the information that is in our possession to ensure data privacy. The cyber-attack threat of unauthorised access and misuse of sensitive information or disruption to operations continue to increase across the world. Such an attack would affect the business operations in a number of ways, including disruption to sales, production and cash flows, ultimately impacting our results.

Mitigation

To reduce the impact of cyber-attacks on our business, we have firewalls and threat monitoring systems in place, with immediate response capabilities to mitigate identified threats. The Company also maintains a system for the control and reporting of access to our critical IT systems which is supported by a periodical testing of access controls. The Company has IT security policy covering the protection of both business and personal information, as well as the use of IT systems and applications by our employees. The hardware that runs and manages core operating data is fully backed up in satellite locations with separate systems to provide real-time backup operations.

SUBSIDIARY COMPANIES

The Company has two subsidiaries, viz. Ramco Windfarms Limited and Ramco Industrial and Technology Services Limited.

Ramco Windfarms Limited (RWL)

The Share Capital of RWL is ₹ 1 Crore, out of which 71.50% is held by the Company. The rest of the share capital is held by Ramco Group of Companies.

The installed capacity of RWL was 39.835 MW as on 31-03-2020 comprising of 127 Wind Electric Generators.

The Company had generated 358.65 lakh units of power as compared to 371.26 lakh units of power during the previous year.

The decrease in generation was due to delayed onset of monsoon for the year under review.

The revenue and profit after tax for the Company for the year ended 31-03-2020 were ₹ 14.38 Crores and ₹ 3.16 Crores compared to ₹ 14.92 Crores and ₹ 2.70 Crores respectively of the previous year.

The increase in profit after tax for the year under review, was mainly due to reduction in the interest cost consequent to reduction in overall borrowings.

Ramco Industrial and Technology Services Limited (RITSL)

The Share Capital of RITSL is ₹ 4.78 Crores, out of which 94.11% is held by the Company. The rest of the share capital is held by Ramco Group of Companies.

The Company provides Transport services, Manpower services and Information Technology related services, mainly involving Software Implementation services.

The IT services division of the Company is the Preferred partner for Ramco Systems ERP products suites. The division is implementing Core ERP (Finance and Distribution), Project Costing/Billing, Supply Chain Management, CRM, Budgeting and Planning and Analytics for domestic and international customers of Ramco Systems Limited.

Ramco ERP is a comprehensive cloud ERP solution catering to the needs of fast-growing enterprises embarked on digital transformation. Ramco's cognitive and most-modern ERP software help optimise complex business processes and enables organisations to thrive digitally.

In addition to its core offerings in the ERP space, RITSL provides end to end transformational solutions in HCM covering Employee Information Management, Talent Acquisition and Management, Global Payroll and Benefits, Learning Management, Workforce Planning and optimisation and People Analytics.

The division had executed transformational assignments in different verticals including Automobile, Retail, Cement, Petro Chemical, Risk Services, etc.

The revenue of the Company for the year ended 31-03-2020 was ₹ 40.94 Crores as against ₹ 35.85 Crores for the previous year. The Company had earned a profit after tax of ₹ 0.35 Crore as against the loss of ₹ 1.29 Crores for the previous year.

In accordance with Rule 5 of Companies (Accounts) Rules, 2014, a statement containing the salient features of the Financial Statements of the Subsidiaries and Associates is attached in Form AOC-1 as Annexure-1.

The Company has no material subsidiaries.

CONSOLIDATED FINANCIAL STATEMENTS

The Company has 5 Associate Companies, viz. Rajapalayam Mills Limited, Ramco Industries Limited, Ramco Systems Limited, Lynks Logistics Limited and Madurai Trans Carrier Limited.

As per provisions of Section 129(3) of the Companies Act, 2013 and Regulation 34 of LODR, Companies are required to prepare consolidated financial statements of its Subsidiaries and Associates to be laid before the Annual General Meeting of the Company.

Accordingly, the consolidated financial statements incorporating the accounts of Subsidiary Companies and Associate Companies, along with the Auditors' Report thereon, forms part of this Annual Report.

As per Section 136(1) of the Companies Act, 2013, the financial statements including consolidated financial statements are available at the Company's website at the following link at <http://www.ramcocements.in/financial-performance.aspx> Separate audited accounts in respect of the subsidiary companies are also made available at the Company's website. The Company shall provide a copy of separate audited financial statements in respect of its Subsidiary Companies to any shareholder of the Company who asks for it.

The consolidated net profit after tax of the Company amounted to ₹ 604.14 Crores for the year ended 31st March 2020 as compared to ₹ 510.72 Crores of the previous year.

The consolidated total comprehensive income for the year under review is ₹ 599.18 Crores as against ₹ 509.64 Crores of the previous year.

DIRECTORS

Shri.P.R.Venketrama Raja, Chairman and Managing Director, retires at the ensuing Annual General Meeting and being eligible, has offered himself for reappointment.

Shri.M.S.Krishnan, (DIN: 08539017) has been co-opted on 03-09-2019 as an Additional Director under Independent Director category. He will hold the office till the date of the forthcoming Annual General Meeting. It is proposed to appoint Shri.M.S.Krishnan as a Director under Independent Director category at the Annual General Meeting to hold office for 5 consecutive years with effect from 03-09-2019, without being subject to retirement by rotation.

The Independent Directors hold office for a fixed term of 5 years and are not liable to retire by rotation.

Smt. Justice Chitra Venkataraman (Retd.), Independent Director had been re-appointed for another period of 5 years from 20-03-2020 to 19-03-2025.

Pursuant to Rule 8(5)(iii) of Companies (Accounts) Rules, 2014, it is reported that, there have been no changes in the Key Managerial Personnel during the year under review.

The Company has received necessary declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

The Company had formulated a Code of Conduct for the Directors and Senior Management personnel and the same has been complied with.

The Company has a policy relating to appointment and remuneration of Directors, Key Managerial Personnel and other employees duly approved by the Board of Directors, based upon the recommendation of Nomination and Remuneration Committee, in accordance with Section 178(3) of the Companies Act, 2013.

As per Proviso to Section 178(4) of the Companies Act, 2013, the salient features of the Nomination and Remuneration Policy should be disclosed in the Board's Report. Accordingly, the following disclosures are given:

Salient Features of the Nomination and Remuneration Policy:

The objective of the Policy is to ensure that:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (c) remuneration to directors, key managerial personnel and senior management shall be appropriate to the working of the company and its goals and
- (d) to carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

The Nomination and Remuneration Committee and this Policy are in compliance with the Companies Act, 2013 and LODR. During the year under review, there has been no change in the policy. The web address of the Policy is –

<http://ramcocements.net/ramcocements/pdf/files/policies/NOMINATION%20AND%20REMUNERATION%20POLICY.pdf>

As required under Regulation 25(7) of LODR, the Company has programmes for familiarisation for the Independent Directors about the nature of the industry, business model, roles, rights and responsibilities of Independent Directors and other relevant information. As required under Regulation 46(2)(i) of LODR, the details of the Familiarisation Programme for Independent Directors are available at the Company's website, at the following link –

<https://ramcocements.net/ramcocements/pdf/files/DIRECTORS%20FAMILIARISATION%20PROGRAMME.pdf>

The details of familiarisation programme are explained in the Corporate Governance Report also.

BOARD EVALUATION

Pursuant to Section 134(3)(p) of the Companies Act, 2013, and Regulation 25(4) of LODR, Independent Directors have evaluated the quality, quantity and timeliness of the flow of information between the Management and the Board, performance of the Board as a whole and its Members and other required matters.

Pursuant to Schedule II, Part D of LODR, the Nomination and Remuneration Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which will be based on attendance, expertise and contribution brought in by the Independent Director at the Board and Committee Meetings, which shall be taken into account at the time of reappointment of Independent Director.

Pursuant to Regulation 17(10) of LODR, the Board of Directors have evaluated the performance of Independent Directors and observed the same to be satisfactory and their deliberations beneficial in Board / Committee meetings.

Pursuant to Regulation 4(2)(f)(ii)(9) of LODR, the Board of Directors have reviewed and observed that the evaluation framework of the Board of Directors was adequate and effective.

The Board's observations on the evaluations for the year under review were similar to their observations for the previous year. No specific actions have been warranted based on current year observations.

The Company would continue to familiarise its Directors on the industry, technology and statutory developments, which have a bearing on the Company and the industry, so that Directors would be effective in discharging their expected duties.

MEETINGS

During the year, six Board Meetings were held. The details of Meetings of the Board and Committees held during the financial year including the number of Meetings attended by each Director are given in the Corporate Governance Report.

SECRETARIAL STANDARDS

As required under Clause 9 of Secretarial Standard 1, the Board of Directors confirm that the Company has complied with both mandatory as well as non-mandatory Secretarial Standards.

PUBLIC DEPOSITS

- a. The Company has decided not to accept deposits from 01-04-2014.
- b. Deposits remaining unclaimed as at the end of the year amounted to ₹ 0.54 lakhs aggregating to 3 numbers.
- c. During the year, there has been no default in repayment of deposits or payment of interest thereon.

No deposit has been claimed from 01-04-2020 till the date of this report.

ORDERS PASSED BY REGULATORS

Pursuant to Rule 8(5)(vii) of Companies (Accounts) Rules, 2014, it is reported that, no significant and material orders have been passed by the Regulators or Courts or Tribunals, impacting the going concern status and Company's operations in future.

INTERNAL FINANCIAL CONTROLS

In accordance with Section 134(5)(e) of the Companies Act, 2013, the Company has Internal Financial Controls by means of Policies and Procedures commensurate with the size & nature of its operations and pertaining to financial reporting. In accordance with Rule 8(5)(viii) of Companies (Accounts) Rules, 2014, it is hereby confirmed that the Internal Financial Controls are adequate with reference to the financial statements.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Pursuant to Section 186(4) of the Companies Act, 2013, the details of loans, guarantees and investments along with the purposes are provided under Notes No. 11, 12, 13, 20 and 47 of Notes to the Separate financial statements.

AUDITS

STATUTORY AUDIT

M/s.Ramakrishna Raja And Co., Chartered Accountants, (FRN:005333S) and M/s.SRSV & Associates, Chartered Accountants, (FRN:015041S), who have been appointed as the Statutory Auditors of the Company at the 59th Annual General Meeting would be the Auditors of the Company, till the conclusion of the 64th Annual General Meeting of the Company to be held in the year 2022.

The report of the Statutory Auditors for the year ended 31st March 2020 does not contain any qualification, reservation or adverse remark. No fraud has been reported by the Company's Auditors.

COST AUDIT

As per Rule 3 of Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records and accordingly such records and accounts are made and maintained.

The Board of Directors 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 for the year 2020-21 at a remuneration of ₹ 4,50,000/- (Rupees Four lakhs fifty thousand only) exclusive of GST and out-of-pocket expenses.

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 Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014. Accordingly, the matter relating to their remuneration had been included in the Notice convening the 62nd Annual General Meeting scheduled to be held on 07-09-2020, for ratification by the Members.

The Cost Audit Report for the financial year 2018-19 due to be filed with Ministry of Corporate Affairs by 06-09-2019, had been filed on 03-09-2019. The Cost Audit Report for the financial year 2019-20 due to be submitted by the Cost Auditor within 180 days from the closure of the financial year will be filed with the Ministry of Corporate Affairs, within 30 days thereof.

SECRETARIAL AUDIT

M/s.S.Krishnamurthy & Co., Company Secretaries, have been appointed to conduct the Secretarial Audit of the Company. Pursuant to Section 204(1) of the Companies Act, 2013, the Secretarial Audit Report submitted by the Secretarial Auditors for the year ended 31st March 2020 is attached as Annexure-2. The report does not contain any qualification, reservation or adverse remark.

ANNUAL RETURN

In accordance with Section 92(3) of the Companies Act, 2013, read with Rule 12(1) of Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT-9 for the year ended 31st March 2020 is attached herewith as Annexure-3.

In accordance with Clause 22 of Secretarial Standard on Report of the Board of Directors (SS 4), a copy of the Annual Return for the year ended 31st March 2019 has been placed on the website of the Company and the web link of such Annual Return is –

<http://ramcocements.net/ramcocements/pdf/files/ANN%20RETURN%202019.pdf>

CORPORATE GOVERNANCE

The Company has complied with the requirements regarding Corporate Governance as stipulated in LODR. As required under Schedule V(C) of LODR, a Report on Corporate Governance being followed by the Company is attached as Annexure-4.

No complaints had been received pertaining to sexual harassment, during the year under review. The relevant statutory disclosure pertaining to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, are available at Point No.10(l) of Corporate Governance Report.

As required under Schedule V(E) of LODR, a Certificate from the Secretarial Auditors confirming compliance of conditions of Corporate Governance is also attached as Annexure-5.

As required under Regulation 34(3) read with Schedule V Para C (10)(i) of LODR, Certificate from the Secretarial Auditor that none of the Company's Directors have been debarred or disqualified from being appointed or continuing as Directors of Companies, is enclosed as Annexure-5A.

CSR – INITIATIVES AND IMPACTS

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors have constituted a Corporate Social Responsibility (CSR) Committee and adopted a CSR Policy which is based on the philosophy that "As the Organisation grows, the Society and Community around it also grows."

The Company believes that CSR is not just a set of programmes, it is what the Company does and how it does to maximise positive impact. In FY 2019-20, the CSR obligations pursuant to Section 135(5) of the Companies Act, 2013 was ₹ 15.60 Crores against which ₹ 14.99 Crores were spent. The marginal shortfall of ₹ 0.61 Crore was due to COVID-19 situation that had arisen in the month of March 2020. However, the Company had spent a sum of ₹ 3.99 Crores on other social causes and projects, which do not qualify as CSR expenditure under the classifications listed in Schedule VII of the Companies Act, 2013.

During the year, the Company undertook various CSR projects in rural development, improving ecosystem, promoting education and health and hygiene in remote underdeveloped areas. Some of the key initiatives undertaken include:

Environment Protection Measures

Agroforestry – Replicating farmer's best practices – Initiative towards global warming mitigation and farmer's empowerment.

Agroforestry is a land use management system in which trees and crops are grown together. An intentional combination of agriculture and forestry provides various benefits like, continued carbon sequestration by trees, more food crops in between the trees, increased biodiversity, reduced soil erosion and sustainable multiple incomes to the farmers from trees and food crops.

The Ariyalur unit had planted 20,000 trees through the efforts of Farmers community and trained the farmers who were living within 15 kms of radius from the factory on tree cultivation and conservation farming. 17 villages and over 35 acres of land have been covered under this agroforest initiative.

Many landless farmers were also indirectly benefited through jobs/incomes in making seedlings, pits excavation, planting work, watering and working on intercrops & tree care works. Four different tree species namely, Indian Lilac, Rosewood, Red Sandal and Teak have been planted. The project ensures sustainable development in the surrounding areas.

The Company had also collaborated with Auroville, Puducherry and trained many new generation professionals in the Ecological horticulture course in the mission to protect and enhance biodiversity.

Education

The Company is committed to create and enable an environment that is conducive for children and young people to develop and evolve as responsible citizens. Through initiatives in education sector, the Company is creating excellent infrastructure near its manufacturing facilities for rural children to have access to quality education. The educational institutions established and run by the Company are standing testimonials to this.

Some of the initiatives are:

- The Company had provided supports to government schools, in the form of financial assistance for building of new classrooms, construction of compound walls, renovation of existing classrooms, building toilets.
- Life enhancement programmes are organised with experts to provide, health, hygiene and motivational classes to 10th and 12th standard children of Government Schools.
- Skill Development Programme for educated rural youth to enhance employability skills.
- Extension of financial assistance for the R & D Projects of Chennai Mathematical Institute, a centre of excellence for teaching and research in the mathematical sciences.
- Financial Assistance for establishing Jaigopal Vidyalaya School, Paruthipattu, Tamil Nadu.
- Donation to Bagaria Foundation and Arus Foundation for educational purposes.
- Contribution to Aram Valartha Nayaki Sevai Mayyam for educational support for the children in the slums of Chennai.
- Construction of Class Room at Zilla Parishad School, Narasingapalli, Vizag District.
- Financial assistance - Reach for The Stars Scholarship Program to develop educational skills in young people in villages surrounding Auroville, Puducherry.
- Financial assistance to Auroville Institute of Applied Technology, Puducherry.

Healthcare

With regard to health, the Company focusses enhancing the facilities in Government Hospitals, conducting medical camps, building community toilets and addressing sanitation needs and inspiring healthy lifestyles.

Within this larger objective, the Company has undertaken several initiatives in rural areas focussed on promoting integrated healthcare.

The Company has been successful in imbibing the practice of preventive healthcare among the beneficiaries and inculcate health awareness in and around the nearby villages where its manufacturing facilities are located. The provision of toilets and a concentrated 'Behaviour Change' strategy towards the usage has improved health standards of the communities.

Some of the initiatives are:

- * Donation of Maruti Eeco Care Ambulance to Ariyalur Police Station.
- * Arrangement of Health Care Guides for educating the pregnant mothers on child care.
- * Donation for sanitary napkin incinerators to Government Schools.
- * Donation of hearing aid machines for Deaf Students.
- * Construction of toilets and SMART toilets to eliminate open defecation through which more than 350 families have benefited.
- * Training adolescent girls & women on menstrual hygiene practices.
- * Addressing child nutrition, sanitation and agricultural livelihood among the tribals of Kalrayan Hills.
- * Installation of RO Plants for providing safe drinking water to more than 1 lakh people in rural areas.

Inspiring Young Minds

The Ariyalur unit had organised two initiatives in the year 2019-20 for the encouragement of the young minds namely: -

- a. Veettukku Oru Vignaani (A Scientist in Each Home) in association with Puthiya Thalaimurai TV Channel.

In this programme, 400 Students from Government and Private Schools in Ariyalur District had participated and around 200 models were exhibited by them. The young minds came up with unique ways of saving and improving the environment and road safety measures.

- b. Inter school painting competition in association with The Hindu.

More than 250 students from 73 schools from Ariyalur District participated in the painting competition on varying topics like, Save Water, Global Warming, Garbage Free Ariyalur, Plogging, Roof Garden in my house, etc.

Both these programmes brought out the thoughts of youngsters about their understanding of science and environment.

Support during Natural Calamities

The Company is always on the forefront during any natural calamity for offering relief and recovery support activities. The Company supports the Government during the crisis times, by aligning with government officials to bring immediate reliefs to the people affected by the disasters.

During the floods in Kerala caused by Cyclones, the Company with its officials and with the help of its extensive dealer and transport network, provided various relief measures, including door to door distribution of drinking water, food and other essential items. The Company also contributed for restoration of homes, ravaged during floods.

Rural Development

The Company had contributed by way of donation of cement for the Government of India's Pradhan Mantri Awaas Yojana scheme implemented for providing affordable housing to below poverty line people. This support had benefited 120 families in Adhanakurichi, Dalavoi, Alathiyur, Manakkudayan and Tular panchayat in Ariyalur District.

The Annual Report on CSR activities as prescribed under Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as Annexure-6.

COVID-19

The outbreak of COVID-19 had given yet another opportunity to the Company to demonstrate its commitment for Corporate Social Responsibility.

The Company not only contributed directly to the society by various means but also proactively partnered with government administrations, in the fight against the Coronavirus in its operating states of Tamil Nadu, Kerala, Andhra Pradesh, Telangana, Karnataka, Bengal and Odisha.

In all the factories, to ensure the highest degree of safety and health to the Company's employees and the employees of transport contractors, etc., the following measures were put in place since the beginning of March 2020:

- * All vehicles leaving the factory were disinfected and the drivers were checked for body temperature and other symptoms of Coronavirus and provided Medical Certificate by the doctor at the factory exit for their safe passage.
- * All vehicles coming into the factories were disinfected thoroughly.
- * Every person entering the factory was checked and certified that he was free from symptoms of the virus.
- * Food arrangements were done for doctors and paramedics, who were in the forefront of fighting against COVID-19.

- * Also food packets were distributed in rural areas around the factory and mines, for people who had been economically affected due to outbreak.

The Company had contributed to the Relief Funds of various State Governments for carrying out relief works towards COVID-19, besides providing relief materials comprising of Thermal Scanners, Oxygen Concentrators, Private Protection Equipment (PPE) Kits, Masks, Gloves, Sanitisers, etc.

The Company also mobilised and distributed basic amenities such as water, shelter, food and ration kits containing rice, wheat flour, oil, and vegetables, to all the needy families staying in villages around its factories and mines by working alongside district collectors, police, public health departments and panchayats. Disinfectants were sprayed extensively in villages around the factories as a safety measure.

Isolation Centres

The Company has also set up Isolation Centres for treating the patients affected with COVID-19 at Kadukur and Thamaraikulam in Tamil Nadu and near the Company's plant at Haridaspur in Odisha.

The Company had also donated Electrical Accessories, Steel Cots, Bed, Pillows, Awareness Posters, Flex Boards, etc. to the Government Established Isolation Centres in Ariyalur and Virudhunagar Districts.

Masons, Architects, Contractors & Engineers (MACE)

While movement of personnel were restricted during the lockdown period, the Company seriously considered opportunities in the emerging situation. With Social Distancing, meeting of construction professionals, architects, engineers, builders and general public were ruled out.

At this juncture, the Company's MACE Division pioneered an initiative by launching a series of online webinar programmes on various construction topics by inviting structural consultants and experts to speak online and has conducted more than 50 such webinars.

The topics for the webinars included, Blended Cement, Concrete Mix Design, Practical aspects in Concreting, Smart City, Ready Mix Concrete, Risk Management, Procurement and Contract Management, Reinforcement Detailing, Sustainability and other Scientific Construction Practices.

The speakers included award-winning architects, senior professors of leading institutions of Indian Institute of Technology and structural consultants. On an average of 700 professionals attended each of these webinars.

This is yet another instance of Ramco Cements rising in the crisis situation and delivering in the COVID-19 environment.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In accordance with Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of LODR, the Company has established a Vigil Mechanism and has a Whistle Blower Policy. The Policy provides the mechanism for the receipt, retention and treatment of complaints and to protect the confidentiality and anonymity of the stakeholders. The complaints can be made in writing to be dropped into the Whistle Blower Drop Boxes or through E-Mail to dedicated mail IDs. The Corporate Ombudsman shall have the sole access to these. The Policy provides to the complainant access to the Chairman of the Audit Committee. The weblink for the Vigil Mechanism is disclosed in the Corporate Governance Report.

RISK MANAGEMENT POLICY

Pursuant to Section 134(3)(n) of the Companies Act, 2013 and Regulation 17(9) of LODR, the Company has developed and implemented a Risk Management Policy. The Policy envisages identification of risk and procedures for assessment and strategies to mitigate / minimisation of risk thereof. The Risk Management Policy of the Company is available at the Company's website, at the following weblink –

<http://ramcocements.net/ramcocements/pdf/files/policies/RISK%20%20MANAGEMENT%20POLICY.pdf>

RELATED PARTY TRANSACTIONS

Prior approval / omnibus approval is obtained from the Audit Committee for all Related Party Transactions and the transactions are also periodically placed before the Audit Committee for its approval. The details of contracts required to be disclosed in Form AOC-2 are given in Annexure-7. No transaction with the related party is material in nature, in accordance with Company's "Related Party Transaction Policy" and Regulation 23 of LODR. In accordance with Ind AS-24, the details of transactions with the related parties are set out in the Notes to the Financial Statements.

As required under Regulation 46(2)(g) of LODR, the Related Party Transaction Policy is disclosed in the Company's website and its weblink is –

<http://ramcocements.net/ramcocements/pdf/files/policies/RELATED%20PARTY%20TRANSACTION%20POLICY%202015.pdf>

As required under 46(2)(h) of LODR, the Company's Material Subsidiary Policy is disclosed in the Company's website and its weblink is –

<http://ramcocements.net/ramcocements/pdf/files/policies/MATERIAL%20SUBSIDIARY%20POLICY%202015.pdf>

MATERIAL CHANGES SINCE 1ST APRIL 2020

The outbreak of COVID-19, had an adverse impact with regard to Company's production and sales during the year 2019-2020. Subsequent to the relaxations announced by the Statutory Authorities in 2020-2021, the Company's plants have started operations. With the expected revival of demand, the capacity utilisation levels are also expected to increase.

There have been no other material changes affecting the financial position of the Company between the end of the financial year and till the date of this report.

EXTERNAL ENVIRONMENT

Threats

Due to the outbreak of COVID-19, there had been a complete lockdown. The construction activity has come to a halt. Government has started relaxing the restrictions. Wherever such relaxations are in, economic activities have started resuming.

New construction activity is minimal and is primarily seen in the rural markets. Since, the country had good monsoons last year, the rural markets look more promising compared to urban markets. The Company is well positioned in the rural markets and expects to reap the benefit of demand growth there.

Projects and Infrastructure segments face huge challenges due to non-availability of workers, logistics constraints, uncertainties in imports and stress in the financial sector. The Company expects slowdown in the builder and commercial segments, which will have a bearing on the cement industry.

Worldwide the economy is expected to contract for the year 2020-2021. Indian economy is also expected to follow suit. The rating agencies have projected a negative growth rate ranging from 2% to 5% for the year ahead for India. This is also to be seen by the severity and duration of COVID-19 and its aftermath.

Opportunities

Government of India has already given thrust for various infrastructure activities including Urban Rejuvenation Mission, Amrut and Smart Cities Mission and Upgradation of more than 1 lakh kms of road length in the next five years. Government has extended income-tax benefits under Section 80(1)(b)(a) of the Income-Tax Act, 1961, to promote affordable housing in India. These measures are expected to mitigate the contraction expected in the economy, due to COVID-19. Commercial and industrial construction are expected to get revived, because of the measures announced by Government of India, which would result in increase in the demand for cement.

The Company launched RAMCO Supercrete as a Speciality Cement for Concrete and RAMCO Infra, a Speciality Cement

for High Strength Concrete and for Infrastructure Project Works, as premium products in 2019-20 in all the Southern Markets. The products have not only gained quick acceptance but also the customers and users have experienced value addition. The Company expects to make substantial inroads with its speciality cements, including RAMCO Supercrete and RAMCO Infra and increase the share of the premium products.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of Companies (Accounts) Rules, 2014, the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is attached as Annexure-8.

EMPLOYEE STOCK OPTION SCHEME

At the Annual General Meeting held on 03-08-2018, the Members had approved the following Employee Stock Option Schemes.

Name of the Scheme	Total No. of Options	Exercise Price	Vesting Period	Maximum Term	Source	Variation in terms
ESOS 2018 – Plan A	5,00,000	₹ 1/- per share	One year from the date of grant	31 st December of the immediately succeeding Financial Year, in which the vesting was done.	Primary	Nil
ESOS 2018 – Plan B	7,00,000	₹ 100/- per share	One year from the date of grant		Primary	Nil

The purpose of this plan is to facilitate Eligible Persons (Employees with Long Service and Contributed to the growth of the Company) through ownership of Shares of the Company to participate and gain from the Company's performance, thereby acting as a suitable reward. Participation in the ownership of the Company, through share based compensation schemes will be a just reward for the employees for their continuous hard work, dedication and support, which has led the Company to be what it is today.

The Plan is intended to:

- * Create a sense of ownership within the organisation;
- * Encourage Employees to continue contributing to the success and growth of the organisation;
- * Retain and motivate Employees;
- * Encourage Eligible Persons to align their performance with Company objectives;
- * Reward Eligible Persons with ownership in proportion to their contribution;
- * Align interest of Eligible Persons with those of the organisation.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The disclosures in terms of provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1), (2) & (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, relating to remuneration, are provided in Annexure-9.

INDUSTRIAL RELATIONS & PERSONNEL

The Company has 3,327 employees as on 31-03-2020. Industrial relations in all the Units continue to be cordial and healthy. Employees at all levels are extending their full support and are actively participating in the various programmes for energy conservation and cost reduction. There is a special thrust on Human Resources Development with a view to promoting creative and group effort.

The schemes are in compliance with the SEBI Regulations. During the year under review, no changes were made in the schemes.

A certificate from the Company's Statutory Auditors, with respect to implementation of the above Employee Stock Option Schemes in accordance with SEBI Guidelines and the resolution passed by the Members of the Company, would be placed before the Members at the ensuing AGM and a copy of the same shall be available for inspection at the Corporate Office of the Company during normal business hours on any working day.

The relevant disclosures in terms of Companies Act, 2013, and in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014, are attached as Annexure-10.

Relevant disclosures in accordance with 'Ind AS 102 Share-based Payments' issued by ICAI and Diluted EPS on issue of shares pursuant to the schemes covered under the regulations are disclosed in accordance with Ind AS 33 - Earnings Per Share issued by ICAI.

The disclosure required to be made under SEBI (Share Based Employee Benefits) Regulations, 2014 is available in the Company's website at the following link –

<http://www.ramcocements.in/shareholder-information.aspx>

CREDIT RATING

The ratings for the Company's borrowing are available in Corporate Governance Report.

AWARDS RECEIVED DURING THE YEAR

Environmental Awards

The Ramasamy Raja Nagar Unit had been awarded "Green Award 2018" among the Industries of Tamil Nadu. The Green Award is being conferred by Tamil Nadu Pollution Control Board in recognition of the excellent contribution towards protection of environment by Industries in Tamil Nadu. Special focus is given to best practices adopted in achieving environmental quality in emission, discharge of waste water, solid and hazardous waste management and green belt development.

The Ramco Vidyalaya School situated at Ramasamy Raja Nagar Unit had also been awarded "Green Award 2018" among Educational Institutions of Tamil Nadu. Green award is being conferred by Tamil Nadu Pollution Control Board to Educational Institutions in Tamil Nadu in recognition of their excellent contribution towards protection of environment. Special focus is given to practices adopted in Green belt development, rain water harvesting, water conservation measures, waste water management, energy conservation measures, solid waste management, environmental awareness programmes and use of renewable source of energy.

The awards were presented by Honourable Chief Minister of Tamil Nadu, Shri. Edappadi K. Palaniswami on 13th June 2019.

The Alathiyur unit had won "Best Environmental Excellence in Limestone Mines for the year 2017-18" and "Second Best Environmental Excellence in Cement Plants for the year 2018-19" from National Council for Cement and Building Materials (NCCBM). The Ariyalur unit had won "Special Award" and "Commendation Certificate for Environmental Excellence in Mines Operations for the year 2017-18 and 2018-19" from NCCBM. The awards were presented by Shri.Piyush Goyal, Honourable Minister of Commerce & Industry and Railways on 3rd December 2019 at New Delhi.

The Ariyalur unit had been awarded "Platinum Award" under Eco Innovation Category and "Gold Awards" under Water Stewardship and Occupational Health & Safety Categories by Apex India Foundation, at the Apex India Sustainability Conference held at Goa on 24th September 2019. The Ramasamy Raja Nagar and Alathiyur units had also won "Gold Awards" under Environment Excellence Category.

The Ariyalur unit's Pudupalayam Mines had won the "Jury Special Environment Award" for its efforts towards Environment Protection and Management from Federation of Indian Mineral Industries at New Delhi on 24th September 2019.

The Ariyalur unit had won "5 Star" and "Special Award for Water Management" in the Environment, Health & Safety Excellence Awards 2019 conferred by Confederation of Indian Industry.

The Alathiyur and Ariyalur units had been awarded "19th Annual Greentech Environment Award 2019". The awards were conferred by Greentech Foundation on 11th July 2019 at New Delhi during the 19th Annual Greentech Sustainability Conference, on "Sustainability, Environment Protection, Waste Management, Water Treatment and CSR issues being faced by industries, and corporates and the ways to overcome the challenges."

Energy Efficiency Awards

The Ramasamy Raja Nagar unit had received "National Energy Leader" award and "Excellent Energy Efficient Unit" award. The Alathiyur unit had also been awarded "National Energy Leader" award and "Excellent Energy Efficient Unit" award, for energy conservation, energy efficiency and implementation of energy saving projects. The Alathiyur unit is receiving the National Energy Leader award for the second time. The awards were presented by Confederation of Indian Industry at Hyderabad at the 20th National Energy Summit held between 17th and 19th September 2019.

The Ramasamy Raja Nagar unit had received "National Award" for Energy Efficiency in Indian Cement Industry conferred by National Council for Cement and Building Materials. The award was presented to the Company on 4th December 2019 at New Delhi.

The Ramasamy Raja Nagar and Alathiyur units had been awarded "Platinum Awards" under Energy Efficiency Category by Apex India Foundation, at the Apex India Sustainability Conference held at Goa on 24th September 2019.

The Alathiyur unit's thermal power plant was awarded Second Prize for "Power Plant Performer 2019" under Captive Power Plant – Cement Category during the 4th Thermal Power Operations and Maintenance Award 2019 held on 28th June 2019. The award was organised by Mission Energy Foundation, supported by Ministry of Environment and Forest & Climate Change, Ministry of Power, Coal and Renewable Energy and Ministry of Science & Technology.

The Alathiyur unit had won "National Energy Leader" and "Excellent Energy Efficient Unit" at the National level competition for National Award for Excellence in Energy management – 2019 conducted by Confederation of Indian Industry. The award was presented by Shri.D.Prabhakar Rao, Chairman & Managing Director of Transmission Corporation of Telangana Limited and Telangana State Power Generation Corporation Limited at Hyderabad.

Manufacturing Competitiveness

The Ramasamy Raja Nagar unit had received "Gold Medal" at the National Awards for Manufacturing Competitiveness 2019 organised by International Research Institute for Manufacturing at Mumbai. The unit had also received "Special Apex Award – First Runner Up" in All India Level, for demonstrating commitment and excellence in its journey towards improving manufacturing competitiveness. The Alathiyur unit had also received "Silver Medal" in this regard.

CSR Awards

The Ramasamy Raja Nagar unit had received Certificate of Appreciation for its CSR Activity on 15th August 2019 from the District Collector, Tuticorin District.

The Ramasamy Raja unit had received the “Best CSR Practices Award” and “Best Environment Management Award” from Economic Times during the World CSR Day Congress & Awards Ceremony held on 18th February 2020 at Mumbai.

The Ariyalur unit had won “Best CSR Impact Award” from UBS Forums at the Corporate Social Responsibility Summit & Awards 2019 on 9th August 2019 at New Delhi.

The Alathiyur unit also had won “Winner Award” instituted by UBS Forums in the CSR Leadership Category for community development projects on 29th November 2019 at Mumbai.

The Ariyalur unit had won the “Overall CSR Excellence Award” organised by ZEE Business at the National CSR Leadership Congress at Bengaluru on 18th September 2019.

The Ariyalur unit had won “Asia’s Best CSR Practices Award” from CMO Asia, for the Company’s commitment and respect for communities, environment and the people. The award was presented on 16th August 2019 at Singapore.

Quality Control

The Ramasamy Raja Nagar unit had participated in the 29th Chapter convention of Quality Circle hosted by Madurai Chapter of Quality Circle Forum of India and 10 teams had received “Gold Award”.

The Ramasamy Raja Nagar unit had received “5S Certification Award” conferred by Quality Circle Forum of India on 6th December 2019.

The Ramasamy Raja Nagar unit had received “JUSE (Union of Japanese Scientists & Engineers) 5S Recertification Award” at the National Convention on Quality Concepts organised by Quality Circle Forum of India held at Varanasi from 26th to 30th December 2019. The Unit had also won 5 Nos. of “Par Excellence” awards and 4 Nos. of “Excellence” awards. The Jayanthipuram unit had won 5 Nos. of “Par Excellence” awards and 1 No. of “Excellence” award. The Alathiyur unit had won 4 Nos. of “Par Excellence” awards and 2 Nos. of “Excellence” awards. The Ariyalur unit had won 9 Nos. of “Par Excellence” awards and 4 Nos. of “Excellence” awards. The Chengalpattu grinding unit had won 2 Nos. of “Par Excellence” award and 2 Nos of “Excellence” award.

The Jayanthipuram unit had been awarded “5S Recertification Award” with “Par Excellence” grade for Workplace Management System on 2nd May 2019 by Quality Circle Forum of India.

The Jayanthipuram unit had been awarded “Par Excellence” grade for the KAIZEN presented at the 5S Conclave conducted at Surat on 21st May 2019 by the Quality Circle Forum of India.

The Jayanthipuram unit had been awarded certificate for Workplace Management System on 21st May 2019 by Quality Circle Forum of India jointly with Union of Japanese Scientists & Engineers.

The Jayanthipuram unit had been awarded “Best Supporting Organisation for Quality Circle Movement for the year 2019” at the Quality Circle Convention held at Hyderabad in August 2019. The unit is receiving such an award for the 10th consecutive time. A total of 17 teams from the unit had participated and all the 17 teams had won “Gold Award”.

The Jayanthipuram unit had participated in the Quality Circle Convention conducted by Quality Circle Forum of India, Visakhapatnam Chapter, and 7 teams had won “Gold Award”.

The Alathiyur unit had received Second Place in the “CII SR 5S Excellence Award – 2019” under the Large Scale Manufacturing Category from Confederation of Indian Industry, Southern Region on 14th June 2019 at Chennai.

The Ariyalur unit had participated in the Chapter Convention on Quality Concepts, organised by Quality Circle Forum of India, Coimbatore Chapter, at Kumarakom, Kerala on 13th October 2019. All the 13 teams, who had participated had won Gold Award.

The Chengalpattu grinding unit had participated in the Chapter Convention on Quality Concepts, organised by Quality Circle Forum of India, Coimbatore Chapter, at Kumarakom Kerala on 11-11-2019 and 12-11-2019. The unit had presented 2 Quality Circle Projects and 2 Kaizen Projects. All the four projects had won the Gold Award.

Safety Awards

The Alathiyur unit had won State Safety Award under Long Term Low Accident Rate, Low Accident Rate and Long Time No Accident Happened Categories for the year 2014.

The Ariyalur unit had also won State Safety Award under Highest Reduction in Accident Rate, Lowest Weighted Frequency Rate and Longest Accident Free period in Man Hours categories for the year 2015.

The Ramasamy Raja Nagar unit had received First Prize for Industrial Safety under Highest Reduction in Accident Rate for the year 2015. The plant had also received First Prize under Highest Reduction in Accident Rate, Lowest Weighted

Frequency Rate in Accidents in Cement Industry and Longest Accident Free Period in Man Hours for the year 2016.

The awards were instituted by Ministry of Labour, Government of Tamil Nadu and presented by Dr.Nilofer Kafeel, Minister for Labour, Government of Tamil Nadu.

The Ariyalur unit's mines had won First and Second prizes aggregating to 17 Nos. at the Mines Safety Observance Week 2019, organised by Tamil Nadu Mines Safety Association under the aegis of Directorate General of Mines Safety, Chennai Region.

The Ramasamy Raja Nagar Unit's Pandalgudi mines had won Second Prize in the Overall Performance in "A" Class Mines Category in the Mines Safety Observance Week held on 11th August 2019.

Professional Excellence Award

The Company's Chief Executive Officer, Shri.A.V.Dharmakrishnan has been awarded "Professional Excellence Award" on the occasion of Corporate Governance Summit 2019, organised by Institute of Directors, Tamil Nadu Region, on 14th September 2019.

Year-wise amount of unpaid/unclaimed dividend lying in the unpaid account and corresponding shares, which are liable to be transferred to IEPF and due dates for such transfer, are tabled below:

Year	Type of Dividend	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Due Date for Transfer to IEP Fund	No. of Shares of ₹ 1/- each	Amount of Unclaimed / Unpaid Dividend as on 31-03-2020 – ₹
2012-13	Final Dividend	29-07-2013	28-07-2020	26-08-2020	21,37,371	21,37,371
2013-14	Dividend	28-07-2014	27-07-2021	25-08-2021	22,36,295	22,36,295
2014-15	Dividend	06-08-2015	05-08-2022	01-09-2022	19,12,184	28,68,276
2015-16	Dividend	11-03-2016	10-03-2023	08-04-2023	17,48,935	52,46,805
2016-17	Dividend	04-08-2017	03-08-2024	01-09-2024	19,01,609	57,04,827
2017-18	Dividend	03-08-2018	02-08-2025	31-08-2025	10,49,389	31,48,167
2018-19	Dividend	08-08-2019	07-08-2026	06-09-2026	9,50,762	28,52,286
2019-20	Interim Dividend	03-03-2020	02-03-2027	01-04-2027	6,28,457	15,71,142

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that

- they had followed the applicable accounting standards along with proper explanation relating to material departures, if any, in the preparation of the annual accounts for the year ended 31st March 2020;
- they had selected such accounting policies and applied them consistently and made judgments and estimates that

SHARES

The Company's shares are listed in BSE Limited and National Stock Exchange of India Limited.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Dividend amount remaining unclaimed/unpaid for a period of over 7 years was transferred to IEPF as detailed below:

Dividend Details	Amount Transferred - ₹	Date of Transfer to IEPF
Interim Dividend for the year 2011-2012	47,79,004	15-04-2019
Final Dividend for the year 2011-2012	12,62,154	27-08-2019
Interim Dividend for the year 2012-2013	22,18,610	27-11-2019
Second Interim Dividend for the year 2012-2013	20,80,004	05-03-2020

Shares corresponding to the said dividend were transferred to IEPF, as detailed below:

No. of Shares	Date of Transfer to IEPF
1,32,304	29-08-2019
2,757	31-08-2019

are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March 2020 and of the profit of the Company for the year ended on that date;

- they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) they had prepared the annual accounts on a going concern basis;
- (e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

The Directors are grateful to the various Departments and agencies of the Central and State Governments for their help and co-operation. They are thankful to the Financial Institutions and

Banks for their continued help, assistance and guidance. The Directors wish to place on record their appreciation of employees at all levels for their commitment and their contribution.

Chennai
19-06-2020

On behalf of the Board of Directors,
For **THE RAMCO CEMENTS LIMITED,**

P.R.VENKETRAMA RAJA
Chairman & Managing Director

¹Source: World Economic Outlook, June 2020, International Monetary Fund

²Source: Central Statistics Office, IMF

^{3&4}Source: CARE ratings

FORM AOC – 1

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014
Statement containing salient features of the financial statement of Subsidiary and Associate Companies

PART A – SUBSIDIARY COMPANIES

₹ in Crores

Particulars	2019-20	
	Ramco Windfarms Limited	Ramco Industrial and Technology Services Limited
Name of Subsidiary Company		
Reporting Currency	INR	INR
Share Capital	1.00	4.78
Reserves & Surplus	16.17	7.86
Total Assets	45.00	21.53
Total Liabilities	27.83	8.89
Investments	-	15.30
Turnover/Total Income	14.38	40.93
Profit/(Loss) before Taxation	4.37	0.50
Provision for Taxation	1.22	0.16
Share of Profit / Loss of Associates	-	0.25
Profit /(Loss) after Taxation	3.15	0.59
Other Comprehensive Income	-	0.20
Total Comprehensive Income	3.15	0.79
Proposed Dividend	-	-
Percentage of Shareholding	71.50%	94.11%

PART B – ASSOCIATE COMPANIES

Particulars	2018-19	2018-19
	Madurai Trans Carrier Limited	Ramco Industries Limited
Name of the Associate Company		
Latest Audited Balance Sheet Date	31-03-2019	31-03-2019
No. of Shares held as on 31-03-2019	5,37,50,000	1,33,72,500
Amount of Investment in Associate as on 31-03-2019 (₹ in crores)	5.37	20.53
Extent of Shareholding % as on 31-03-2019	29.86	15.43
Description of how there is significant influence	By virtue of direct shareholding	Refer Note below
Reason why associate is not consolidated	Not applicable	Not applicable
Net worth attributable to Shareholding (₹ in crores)	14.43	3,052.18
Profit/(Loss) for the year (Consolidated) (₹ in crores)	(0.24)	175.44
a) Considered in Consolidation (₹ in crores)	(0.07)	12.32
b) Not Considered in Consolidation (₹ in crores)	(0.17)	163.12

Particulars	2018-19	2018-19
Name of the Associate Company	Ramco Systems Limited	Rajapalayam Mills Limited
Latest Audited Balance Sheet Date	31-03-2019	31-03-2019
No. of Shares held as on 31-03-2019	54,17,810	25,600
Amount of Investment in Associate as on 31-03-2019 (₹ in crores)	90.56	0.29
Extent of Shareholding % as on 31-03-2019	17.74%	0.35%
Description of how there is significant influence	Refer Note below	Refer Note below
Reason why associate is not consolidated	Not Applicable	Not Applicable
Net worth attributable to Shareholding (₹ in crores)	578.89	1,701.27
Profit/(Loss) for the year (Consolidated) (₹ in crores)	22.51	103.74
a) Considered in Consolidation (₹ in crores)	4.40	0.16
b) Not Considered in Consolidation (₹ in crores)	18.11	103.58

Particulars	2018-19
Name of the Associate Company	Lynks Logistics Limited
Latest Audited Balance Sheet Date	31-03-2019
No. of Shares held as on 31-03-2019	25,00,00,000
Amount of Investment in Associate as on 31-03-2019 (₹ in crores)	25.00
Extent of Shareholding % as on 31-03-2019	49.16%
Description of how there is significant influence	By virtue of direct shareholding
Reason why associate is not consolidated	Not Applicable
Net worth attributable to Shareholding (₹ in crores)	14.09
Profit/(Loss) for the year (Consolidated) (₹ in crores)	(21.79)
a) Considered in Consolidation (₹ in crores)	(10.78)
b) Not Considered in Consolidation (₹ in crores)	(11.01)

Note: Significant influence exists based on combined voting rights

As per our report annexed

For **SRSV & ASSOCIATES**
Chartered Accountants
Firm Registration Number: 015041S

P. SANTHANAM
Partner
Membership No. 018697
Chennai
19-06-2020

For **RAMAKRISHNA RAJA AND CO**
Chartered Accountants
Firm Registration Number: 005333S

M. VIJAYAN
Partner
Membership No. 026972

P.R. VENKETRAMA RAJA
Chairman and Managing Director

A.V. DHARMAKRISHNAN
Chief Executive Officer

S. VAITHIYANATHAN
Chief Financial Officer

K.SELVANAYAGAM
Secretary

Form No. MR-3

Secretarial Audit Report for the financial year ended 31st March 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members of,
THE RAMCO CEMENTS LIMITED,
[CIN:L26941TN1957PLC003566]
Ramamandiram, Rajapalayam,
Virudhunagar District –626 117

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by THE RAMCO CEMENTS LIMITED (hereinafter called “the Company”) during the financial year from 1st April 2019 to 31st March 2020 (“the year”/ “audit period”/ “period under review”).

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company’s corporate conducts/statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- (i) Our examination /verification of the physical / electronic books, papers, minute books and other records maintained by the Company and furnished to us, in physical/ electronic form through e-mail, forms/ returns filed and compliance related action taken by the Company during the year as well as after 31st March 2020 but before the issue of this audit report;
- (ii) Our observations during our visits to the Corporate office and one of the factories of the Company;
- (iii) Compliance certificates confirming compliance with all laws applicable to the Company given by the key managerial personnel / senior managerial personnel of the Company and taken on record by the Audit Committee/ Board of Directors; and
- (iv) Representations made, documents shown and information provided by the Company, its officers, agents and authorised representatives during our conduct of the Secretarial Audit.

We hereby report that, in our opinion, during the audit period covering the financial year ended on 31st March 2020 the Company has:

- (i) Complied with the statutory provisions listed hereunder; and
- (ii) Board processes and compliance mechanism in place The members are requested to read this report along with our letter of even date annexed to this report as Annexure – A.

1. Compliance with specific statutory provisions

We further report that:

- 1.1. We have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed or disseminated during the year, according to the applicable provisions/ clauses of:
 - (i) The Companies Act, 2013 and the rules made thereunder (the Act).
 - (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder.
 - (iii) The Depositories Act, 1996 and the regulations and by-laws framed thereunder.
 - (iv) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Regulations”):-
 - (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (LODR);
 - (v) The following laws that are specifically applicable to the Company (Specific laws):
 - (a) The Mines Act, 1952 and the rules made thereunder;
 - (b) Mines and Minerals (Development and Regulation) Act, 1957 and the rules made thereunder; and
 - (c) Electricity Act, 2003
 - (vi) The listing agreements entered into by the Company with the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) (Agreements).
 - (vii) Secretarial Standards issued by The Institute of Company Secretaries of India (Secretarial Standards).

- 1.2. During the period under review, and also considering the compliance related action taken by the Company after 31st March 2020 but before the issue of this report, the Company has, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us:
- (i) Complied with the applicable provisions/clauses of the Acts, Rules, SEBI Regulations and Specific laws mentioned under sub-paragraphs (i), (ii), (iii), (iv)(a) to (iv)(e) and (v) of paragraph 1.1 above ;
 - (ii) Complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) mentioned under paragraph 1.1.(vii) above to the extent applicable to Board meetings and General meetings.
- 1.3. We are informed that, during/ in respect of the year, due to non-occurrence of certain events, the Company was not required to comply with the following laws/ rules/ regulations and consequently was not required to maintain any books, papers, minute books or other records or file any forms/ returns under:
- (i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (FEMA);
 - (ii) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Act and dealing with the client;
 - (iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (iv) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
 - (v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

2. Board processes:

We further report that:

- 2.1 The constitution of the Board of Directors of the Company during the year was in compliance with the applicable provisions of the Act and LODR.
- 2.2 As on 31st March 2020, the Board has:
- (i) One Executive Director; and
 - (ii) Six Non-Executive Independent Directors including a Woman Independent director.
- 2.3 The processes relating to the following changes in the composition of the Board of Directors during the year were carried out in compliance with the provisions of the Act and LODR:

- (i) Re-appointment of the retiring director at the 61st Annual General Meeting (AGM) held on 8th August 2019;
- (ii) Re-appointment of one Independent Woman Director, Smt. Chitra Venkatraman (DIN 07044099), for a second tenure of five consecutive years from 20th March 2020 to 19th March 2025, approved at the 61st AGM held on 8th August 2019; and
- (iii) Appointment of Sri. M.S. Krishnan (DIN 08539017) as an Additional Director, classified as an Independent Director, with effect from 3rd September 2019.

2.4 Adequate notice was given to all the directors to enable them to plan their schedule for the Board meetings. Notices of the Board meetings held during the year were sent to all the directors at least seven days in advance except for one Board meeting which was convened at a shorter notice, at which not less than one Independent Director was present as required under Section 173 (3) of the Act and SS-1.

2.5 Agenda and detailed notes on agenda were sent to the directors at least seven days before the Board meetings other than for one meeting convened at a shorter notice. Agenda and detailed notes on agenda for the following items were either circulated separately less than seven days before or at the Board meetings and consent of the Board for so circulating them was duly obtained as required under SS-1:

- (i) Supplementary agenda notes and annexures in respect of unpublished price sensitive information such as audited financial statement/ results, unaudited financial results and connected papers; and
- (ii) Additional subjects/ information/ presentations and supplementary notes.

2.6 The Company has a system which facilitates directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.

2.7 We are informed that, at the Board meetings held during the year:

- (i) Majority decisions were carried through; and
- (ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, that were required to be captured and recorded as part of the minutes.

3. Compliance mechanism

We further report that:

3.1 There are adequate systems and processes in the Company, commensurate with the Company's size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

4. Specific events/ actions

4.1 During the year, the following specific events/ actions having a major bearing on the Company's affairs took place, in pursuance of the above referred laws, rules, regulations and standards:

- (i) Stock options (2,31,000 numbers under ESOS -2018 Plan A and 2,84,600 numbers under ESOS – 2018 Plan B), were granted to some of the employees of the Company, based on the Members approval at the 60th AGM held on 3rd August 2018. The options will vest at the end of one year from the date of their grant.
- (ii) Members have accorded their approval to the Board of Directors, by way of Special Resolution passed at the 61st AGM held on 8th August 2019, to offer, issue and allot secured Non-Convertible Debentures (NCDs) upto a

limit of ₹ 500 Crores on private placement basis, listed or unlisted, during the period of one year commencing from the 61st AGM. Based on the said approval, 3,950 numbers of Secured Redeemable Non-Convertible Debentures of ₹ 10 Lakhs each amounting to ₹ 395 Crores were issued on private placement basis, allotted and also listed with BSE Limited.

For **S Krishnamurthy & Co.,**
Company Secretaries,

K Sriram,
Partner.

Membership No: F6312

Certificate of Practice No:2215

UDIN: F006312B000356046

Date: 19th June 2020

Place: Chennai

Annexure – A to Secretarial Audit Report of even date

To
The Members,
THE RAMCO CEMENTS LIMITED,
[CIN: L26941TN1957PLC003566]
Ramamandiram, Rajapalayam, Virudhunagar District –626 117

Our Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31st March 2020 is to be read along with this letter.

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced and information/ explanation/ representations provided during the course of our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after 31st March 2020 but before the issue of this report.
4. We have considered compliance related actions taken by the Company based on independent legal/ professional opinion / certification obtained as being in compliance with law.

5. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as the same are being verified by and reported on by the Statutory Auditors.
7. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
8. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S Krishnamurthy & Co.,**
Company Secretaries,

K Sriram,
Partner.

Membership No: F6312

Certificate of Practice No:2215

UDIN: F006312B000356046

Date: 19th June 2020

Place: Chennai

Form MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2020
[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i	CIN	:	L26941TN1957PLC003566
ii	Registration Date	:	03-07-1957
iii	Name of the Company	:	THE RAMCO CEMENTS LIMITED
iv	Category / Sub-Category of the Company	:	Public Limited Company
v	Address of the Registered Office and contact details	:	“RAMAMANDIRAM” RAJAPALAYAM – 626 117. Tel: 04563-236436
vi	Whether listed Company	:	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Share transfer is being carried out in-house at, “Auras Corporate Centre”, 5 th Floor, 98-A, Dr. Radhakrishnan Road, Mylapore, Chennai – 600 004, Tamil Nadu. Tel: 044-2847 8666

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business activities contributing 10% or more of the total turnover of the company:

No	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Cement	23942	96.95

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable section
1	Ramco Windfarms Limited	U40109TN2013PLC093905	Subsidiary	71.50	2(87)(ii)
2	Ramco Industrial and Technology Services Limited	U74999TN2002PLC048773	Subsidiary	94.11	2(87)(ii)
3	Madurai Trans Carrier Limited	U62100TN2013PLC094059	Associate	29.86	2(6)
4	Ramco Industries Limited	L26943TN1965PLC005297	Associate	15.43	2(6)
5	Ramco Systems Limited	L72300TN1997PLC037550	Associate	17.70	2(6)
6	Rajapalayam Mills Limited	L17111TN1936PLC002298	Associate	0.35	2(6)
7	Lynks Logistics Limited	U60200TN2015PLC103367	Associate	46.21	2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	7998340	0	7998340	3.40	7998340	0	7998340	3.40	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	92707220	0	92707220	39.35	92509220	0	92509220	39.26	-0.09
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1)	100705560	0	100705560	42.75	100507560	0	100507560	42.66	-0.09
(2) Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = A(1) + A(2)	100705560	0	100705560	42.75	100507560	0	100507560	42.66	-0.09
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	49270989	1000	49271989	20.92	56111493	0	56111493	23.82	2.90
b) Banks / FI	469670	13000	482670	0.20	1472447	0	1472447	0.63	0.43
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	8000000	8000000	3.40	0	8000000	8000000	3.40	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Alternate Investment Funds	63725	0	63725	0.03	12450	0	12450	0.01	-0.02
g) Insurance Companies	4460611	0	4460611	1.89	2546067	0	2546067	1.08	-0.81
h) FII's	0	0	0	0	0	0	0	0	0
i) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
j) Others	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	54264995	8014000	62278995	26.44	60142457	8000000	68142457	28.94	2.50
2. Non-Institutions									
a) Bodies Corporate									
i) Indian *	15924476	8000	15932476	6.76	6237010	4000	6241010	2.65	-4.11
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	17700416	1864543	19564959	8.31	17032649	1523933	18556582	7.88	-0.43
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	5633973	1072000	6705973	2.85	5358125	1072000	6430125	2.73	-0.12

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others									
NRI	796493	1000	797493	0.34	773391	1000	774391	0.33	-0.01
FPI	27195256	0	27195256	11.54	21001529	0	21001529	8.91	-2.63
IEPF	1141501	0	1141501	0.48	1267891	0	1267891	0.54	0.06
Trusts	3440	2400	5840	0	3340	2400	5740	0	0
Clearing Members	475512	0	475512	0.20	502249	0	502249	0.21	0.01
Qualified Institutional Buyers	67	0	67	0	11353380	0	11353380	4.82	4.82
HUF	718831	0	718831	0.31	738033	0	738033	0.31	0
Employees	52317	2000	54317	0.02	53833	2000	55833	0.02	0
Sub-total (B)(2)	69642282	2949943	72592225	30.81	64321430	2605333	66926763	28.40	-2.41
Total Public Shareholding (B) = (B) (1) + (B)(2)	123907277	10963943	134871220	57.25	124463887	10605333	135069220	57.34	0.09
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	224612837	10963943	235576780	100.00	224971447	10605333	235576780	100.00	0

* Note: Includes shares in Unclaimed Shares Suspense Account. Opening – 16,800; Closing – 16,800

ii) Shareholding of Promoter and Promoter Group

SI No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
	PROMOTER							
1	Sri.P.R.Venketrama Raja	1946460	0.83	0.28	1946460	0.83	0.28	0
	PROMOTER GROUP							
2	Ramco Industries Limited	49460420	20.99		49589420	21.05		0.06
3	Rajapalayam Mills Limited	33065000	14.04		33065000	14.04		0
4	Sri Vishnu Shankar Mill Limited	3575200	1.52		3248200	1.37		-0.15
5	The Ramaraju Surgical Cotton Mills Limited	3624000	1.54		3624000	1.54		0
8	Sudharsanam Investments Limited	2982600	1.26		2982600	1.26		0
9	Smt.Saradha Deepa	1946460	0.83	0.56	1946460	0.83	0.56	0
10	Smt.Nalina Ramalakshmi	1946460	0.83		1946460	0.83		0
11	Smt.Ramachandra Raja Chittammal	736000	0.31		736000	0.31		0
12	Smt.R Sudarsanam	1286960	0.54		1286960	0.54		0
13	Sri.S.R.Srirama Raja	120000	0.05		120000	0.05		0
14	Sri.N.R.K.Ramkumar Raja	16000	0.01		16000	0.01		0
	Total	100705560	42.75	0.84	100507560	42.66	0.84	-0.09

iii) Change in Promoters' Shareholding

SI No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)	
		No. of Shares at the beginning (01-04-2019) / end of the year (31-03-2020)	% of total shares of the Company			No. of Shares	% of total shares of the Company
1	Ramco Industries Limited	49460420	20.99	27-09-2019	Increase	129000	0.06
		49589420	21.05				
2	Sri Vishnu Shankar Mill Limited	3575200	1.52	11-11-2019	Decrease	130000	0.06
				27-09-2019	Decrease	68000	0.03
				27-09-2019	Decrease	129000	0.06
		3248200	1.37				

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs & ADRs)

SI No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)	
		No. of Shares at the beginning (01-04-2019) / end of the year (31-03-2020)	% of total shares of the Company			No. of Shares	% of total shares of the Company
1	The Governor, Government of Tamil Nadu	8000000	3.40	01-04-2019			
		8000000	3.40	31-03-2020			
2	Kotak Standard Multicap Fund	5315600	2.26	01-04-2019			
				05-04-2019	163960	5479560	2.33
				12-04-2019	120440	5600000	2.38
				01-08-2019	-92000	5508000	2.34
				09-08-2019	30400	5538400	2.35
				16-08-2019	-31200	5507200	2.34
				23-08-2019	92800	5600000	2.38
				06-09-2019	7500	5607500	2.38
				13-09-2019	100000	5707500	2.42
				20-09-2019	345953	6053453	2.57
				27-09-2019	81557	6135010	2.60
				04-10-2019	464990	6600000	2.80
				11-10-2019	145000	6745000	2.86
				01-11-2019	72798	6817798	2.89
				15-11-2019	200000	7017798	2.98
				29-11-2019	82202	7100000	3.01
				13-12-2019	54640	7154640	3.04
				20-12-2019	339810	7494450	3.18
				27-12-2019	5550	7500000	3.18
				12-03-2020	179195	7679195	3.26
		13-03-2020	66205	7745400	3.29		
		20-03-2020	-31200	7714200	3.27		
		27-03-2020	237886	7952086	3.38		
		8180215	3.47	31-03-2020	228129	8180215	3.47
3	HDFC Life Insurance Company Limited	4891241	2.08	01-04-2019			
				05-04-2019	60080	4951321	2.10
				26-04-2019	-959	4950362	2.10
				03-05-2019	63	4950425	2.10
				10-05-2019	1076	4951501	2.10
				17-05-2019	56	4951557	2.10
				24-05-2019	120	4951677	2.10

SI No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)	
		No. of Shares at the beginning (01-04- 2019) / end of the year (31-03-2020)	% of total shares of the Company			No. of Shares	% of total shares of the Company
				31-05-2019	-18042	4933635	2.09
				07-06-2019	14945	4948580	2.10
				14-06-2019	89	4948669	2.10
				30-06-2019	81	4948750	2.10
				05-07-2019	2824	4951574	2.10
				12-07-2019	21700	4973274	2.11
				19-07-2019	-1232	4972042	2.11
				26-07-2019	10449	4982491	2.12
				01-08-2019	9408	4991899	2.12
				09-08-2019	49863	5041762	2.14
				16-08-2019	-218	5041544	2.14
				23-08-2019	-143	5041401	2.14
				30-08-2019	-3217	5038184	2.14
				06-09-2019	6990	5045174	2.14
				13-09-2019	3370	5048544	2.14
				20-09-2019	32858	5081402	2.16
				27-09-2019	-62	5081340	2.16
				04-10-2019	-134	5081206	2.16
				11-10-2019	18108	5099314	2.16
				18-10-2019	-6	5099308	2.16
				25-10-2019	-1869	5097439	2.16
				01-11-2019	-274	5097165	2.16
				08-11-2019	-2409	5094756	2.16
				15-11-2019	-344	5094412	2.16
				22-11-2019	-1109	5093303	2.16
				29-11-2019	23099	5116402	2.17
				06-12-2019	24934	5141336	2.18
				13-12-2019	-68	5141268	2.18
				20-12-2019	-2616	5138652	2.18
				27-12-2019	61089	5199741	2.21
				31-12-2019	12145	5211886	2.21
				03-01-2020	-2092	5209794	2.21
				10-01-2020	-56	5209738	2.21
				17-01-2020	12	5209750	2.21
				24-01-2020	-237	5209513	2.21
				31-01-2020	25019	5234532	2.22
				07-02-2020	25200	5259732	2.23
				14-02-2020	200	5259932	2.23
				21-02-2020	200	5260132	2.23
				28-02-2020	200	5260332	2.23
				06-03-2020	94910	5355242	2.27
				12-03-2020	10448	5365690	2.28
				13-03-2020	44766	5410456	2.30
				20-03-2020	211758	5622214	2.39
				27-03-2020	127181	5749395	2.44
		5749979	2.44	31-03-2020	584	5749979	2.44

SI No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)	
		No. of Shares at the beginning (01-04-2019) / end of the year (31-03-2020)	% of total shares of the Company			No. of Shares	% of total shares of the Company
4	Sundaram Mutual Fund A/C Sundaram Mid Cap Fund	3487781	1.48	01-04-2019			
				01-11-2019	-157901	3329880	1.41
				10-01-2020	-15000	3314880	1.41
		3314880	1.41	31-03-2020			
5	The New India Assurance Company Limited	3215273	1.36	01-04-2019			
				30-06-2019	-54116	3161157	1.34
				05-07-2019	-29000	3132157	1.33
				12-07-2019	-10000	3122157	1.33
				19-07-2019	-40000	3082157	1.31
				09-08-2019	-80000	3002157	1.27
				06-09-2019	-2911	2999246	1.27
				13-09-2019	-45000	2954246	1.25
				20-09-2019	-33437	2920809	1.24
				27-09-2019	-80000	2840809	1.21
				30-09-2019	-10000	2830809	1.20
				04-10-2019	-4858	2825951	1.20
				25-10-2019	-35434	2790517	1.18
				01-11-2019	-64566	2725951	1.16
				08-11-2019	-100000	2625951	1.11
				13-12-2019	-125000	2500951	1.06
				20-12-2019	-65000	2435951	1.03
				31-12-2019	-44000	2391951	1.02
				03-01-2020	-36000	2355951	1.00
28-02-2020	-17500	2338451	0.99				
20-03-2020	100000	2438451	1.04				
	2498451	1.06	31-03-2020	60000	2498451	1.06	
6	L and T Mutual Fund Trustee Limited - L and T Hybrid Equity Fund	3083000	1.31	01-04-2019			
				26-04-2019	-262439	2820561	1.20
				10-05-2019	-392000	2428561	1.03
				30-06-2019	-39762	2388799	1.01
				05-07-2019	-106667	2282132	0.97
				12-07-2019	-275000	2007132	0.85
				09-08-2019	52500	2059632	0.87
				20-09-2019	-56298	2003334	0.85
				08-11-2019	-153500	1849834	0.79
				06-12-2019	-52000	1797834	0.76
	1737834	0.74	31-12-2019	-60000	1737834	0.74	
	1737834	0.74	31-03-2020				
7	Shamyak Investment Private Limited	3000000	1.27	01-04-2019			
		3000000	1.27	31-03-2020			

SI No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)	
		No. of Shares at the beginning (01-04- 2019) / end of the year (31-03-2020)	% of total shares of the Company			No. of Shares	% of total shares of the Company
8	DSP Midcap Fund	2931525	1.24	01-04-2019			
				07-06-2019	98016	3029541	1.29
				12-07-2019	-4715	3024826	1.28
				19-07-2019	-81210	2943616	1.25
				26-07-2019	-17991	2925625	1.24
				01-08-2019	-139780	2785845	1.18
				06-09-2019	-217913	2567932	1.09
				13-09-2019	-177629	2390303	1.01
				13-03-2020	686777	3077080	1.31
				20-03-2020	275262	3352342	1.42
		27-03-2020	73699	3426041	1.45		
		3426041	1.45	31-03-2020			
9	Franklin Templeton Mutual Fund A/C Franklin India Prima Fund	2744401	1.16	01-04-2019			
				06-12-2019	2744401	0	
		0	0	31-03-2020			
10	Tree Line Asia Master Fund (Singapore) Pte Ltd	2270000	0.96	01-04-2019			
				13-09-2019	-570000	1700000	0.72
				07-02-2020	-50000	1650000	0.70
				14-02-2020	-40000	1610000	0.68
				06-03-2020	-760000	850000	0.36
		0	0	31-03-2020			

Notes:

- * The top 10 shareholders are based on the shareholding as on 01-04-2019 and the information relating to increase / decrease in their shareholding is provided based on the weekly Beneficiary Position received from Depositories.
- * Reason for decrease / increase in shareholding - "Transfers"

v) Shareholding of Directors and Key Managerial Personnel

SI No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04- 2019 to 31-03-2020)	
		No. of Shares at the beginning (01-04- 2019) / end of the year (31-03-2020)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Sri.P.R.Venketrama Raja	1946460	0.83	N.A.	N.A.	N.A.	NIL	NIL
		1946460	0.83	N.A.	N.A.	N.A.	1946460	0.83
2	Sri.R.S.Agarwal	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL
3	Sri.M.B.N.Rao	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL
4	Sri.M.M.Venkatachalam	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL
5	Smt. Justice Chitra Venkataraman (Retd.)	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL
6	Sri.M.F.Farooqui, IAS (Retd.)	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL
7	Sri.M.S.Krishnan	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL
8	Sri.A.V.Dharmakrishnan	40000	0.01	N.A.	N.A.	N.A.	NIL	NIL
		40000	0.01	N.A.	N.A.	N.A.	40000	0.01
9	Sri.S.Vaithyanathan	7900	--	N.A.	N.A.	N.A.	NIL	NIL
		7900	--	N.A.	N.A.	N.A.	7900	--
10	Sri.K.Selvanayagam	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in crores)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	721.79	896.91	-	1,618.70
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	1.27	0.09	-	1.36
Total (i + ii + iii)	723.06	897.00	-	1,620.06
Change in indebtedness during the financial year				
* Addition	1,610.70	7.99	-	1,618.69
* Reduction	104.16	99.73	-	203.89
Net Change	1,506.54	(91.74)	-	1,414.80
Indebtedness at the end of the financial year				
i. Principal Amount	2,218.94	805.15	-	3,024.09
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	10.66	0.11	-	10.77
Total (i + ii + iii)	2,229.60	805.26	-	3,034.86

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In ₹)

SI No	Particulars of Remuneration	Name of MD	Name of WTD	Name of Manager	Total Amount
		Sri.P.R.Venketrama Raja	--	--	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,20,00,000	--	--	1,20,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	--	--	39,600
2	Commission – as % of profit	39,55,83,380	--	--	39,55,83,380
3	Contribution towards Provident Fund	14,40,000	--	--	14,40,000
4	Contribution towards Superannuation Fund	--	--	--	--
5	Medical Reimbursement	--	--	--	--
6	Sitting fees	10,50,000	--	--	10,50,000
	Total (A)	41,01,12,980	--	--	41,01,12,980
	Overall ceiling as per the Act	5% of the Net profits of the company calculated as per Section 198 of the Companies Act, 2013 plus sitting fees for board/committee meetings attended during the year.			

B. Remuneration to other Directors:

(In ₹)

SI No	Particulars of Remuneration	Name of the Directors						Total Amount
		Sri.R.S. Agarwal	Sri.M.B.N. Rao	Sri.M.M. Venkatachalam	Smt. Justice Chitra Venkataraman (Retd.)	Sri.M.F. Farooqui, IAS (Retd.)	Sri.M.S. Krishnan	
1	Independent Directors							
	Fee for attending board/ committee meetings	9,75,000	9,00,000	11,25,000	6,75,000	4,50,000	3,00,000	44,25,000
	Commission	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	-
	Total (1)	9,75,000	9,00,000	11,25,000	6,75,000	4,50,000	3,00,000	44,25,000
2	Other Non-Executive Directors							
	Fee for attending board/ committee meetings	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-
	Total (B) = (1+2)	9,75,000	9,00,000	11,25,000	6,75,000	4,50,000	3,00,000	44,25,000
Overall Ceiling as per the Act		1% of the Net Profits of the Company, calculated as per Section 198 of the Companies Act, 2013.						
Total Managerial Remuneration (A+B)		41,45,37,980						

C. Remuneration to key managerial personnel other than MD/MANAGER/WTD

(In ₹)

SI No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr.A.V.Dharmakrishnan, CEO	Mr.K.Selvanayagam, Company Secretary	Mr.S.Vaithiyanathan, CFO	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14,17,51,766	1,13,59,273	1,52,75,171	16,83,86,210
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	20,42,715	21,600	83,460	21,47,775
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Sweat Equity	-	-	-	-
3	Commission – as % of profit	-	-	-	-
4	Others	-	-	-	-
	Total	14,37,94,481	1,13,80,873	1,53,58,631	17,05,33,985
5	Stock Option				
	No. of Stock Option	2,00,000	29,000	40,000	2,69,000
	Fair Value per Stock Option	660.81	660.81	660.81	660.81

Note : The Company has granted stock options to KMPs during the year, which are due for vesting on 6th August 2020 and exercisable on or before 31st December 2021.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no penalties / punishments / compounding of offences for the year ended 31st March 2020.

On behalf of the Board of Directors,
For **THE RAMCO CEMENTS LIMITED**,

Chennai
19-06-2020

P.R.VENKETRAMA RAJA
Chairman & Managing Director

REPORT ON CORPORATE GOVERNANCE

Pursuant to Schedule V C of LODR

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Since inception, The Ramco Cements Limited is assiduously following its self-determined goals on Corporate Governance. The object of the Company is to protect and enhance the value of all the stakeholders of the Company viz., shareholders, creditors, customers and employees. It strives to achieve these objectives through high standards in dealings and following business ethics in all its activities.

The Company believes in continuous upgradation of technology to improve the quality of its production and productivity to achieve newer and better products for total customer satisfaction. The Company leverages the developments in the technology for better compliances and communication. The Company lays great emphasis on team building and motivation. A contented and well developed employee will give to the Company better work and therefore better profits. The Company has strong faith in innate and infinite potential of human resources. It believes in the creative abilities of the people who work for the Company and believes in investing in their development and growth as foundation for strong and qualitative growth of the Organisation.

If there is no customer, there is no business. Customers' continued satisfaction and sensitivity to their needs are the Company's source of strength and security.

The Company also believes that as the Organisation grows, the society and the community around it should also grow.

2. BOARD OF DIRECTORS

The Board of Directors is headed by the Chairman and Managing Director, Shri.P.R.Venketrana Raja. The Board consists of eminent persons with considerable professional expertise in various fields such as Administration, Banking, Finance, Engineering, Law, Information Technology, etc.

The Board had 7 Directors as on 31-03-2020. Except Shri. P.R.Venketrana Raja all other Directors were Non-Executive Directors. As required by the Code of Corporate Governance, not less than 50% of the Board of Directors consists of Independent Directors. There are no pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company.

In accordance with Clause C(h)(i) and (ii) of Schedule V read with Regulations 34(3) of LODR, the Board of Directors have identified the following Core Skills/Expertise/Competencies,

required for Board Members in the context of Company's business and sectors, to function effectively.

- * Cement Processing Technology
- * Expert knowledge in Mines and Metallurgy Industries
- * Information Technology
- * Strategy Management
- * Business Management
- * Banking and Financial Management
- * Project Management
- * Risk Management including Foreign Exchange Management
- * Industrial Relationship Management, including Environment, Health and Safety
- * Legal Knowledge
- * Tax Planning and Management
- * General Administration
- * Knowledge on Economic Affairs
- * Knowledge on Environmental Laws

The skills / expertise / competencies available with the Directors have been furnished under the individual Director's profile.

DIRECTORS' PROFILE

SHRI.P.R.VENKETRAMA RAJA

Shri.P.R.Venketrana Raja aged 61, 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.

Skill / Expertise / Competency	Cement Processing Technology, Expert knowledge in Information Technology, Strategy Management, Business Management and Industrial Relationship Management
--------------------------------	---

Names of the listed entities in which Shri.P.R.Venketrana Raja is a Director and his category of Directorship:

Name of the Company	Category of Directorship
Ramco Industries Limited	Non-Executive & Non-Independent
Ramco Systems Limited	Non-Executive & Non-Independent
Rajapalayam Mills Limited	Non-Executive & Non-Independent
The Ramaraju Surgical Cotton Mills Limited	Non-Executive & Non-Independent

SHRI.R.S.AGARWAL

Shri.R.S.Agarwal, B.Sc., B.E. (Chemical Engineering) started his career in 1965 and after serving in various capacities with a leading paper mill of Northern India for 9 years and with Industrial Development Bank of India (IDBI) for 28 years, retired as Executive Director of IDBI.

While in service with IDBI, he had dealt with many subjects and projects including –

- * Member of “Satyam Committee” set up by Government of India in 1999-2000 for formulation of policy for textile industry and involvement in preparation of policy notes, detailed guidelines and implementation of “Technology Upgradation Fund (TUF)” introduced by the Ministry of Textiles, Government of India in April 1999.
- * Preparation of policy paper and guidelines on development of “Special Economic Zone” in the country for the Ministry of Commerce, Government of India in January 2002.
- * Head of the Infrastructure Finance Department and Project Appraisal Department of IDBI from February 1999 to March 2002, during which period about 30 large size power projects in the range of 250 MW to 500 MW were evaluated and sanctioned assistance by IDBI.

He has been on the Board of The Ramco Cements Limited since 2006.

Skill / Expertise / Competency	Banking and Financial Management and Project Management
--------------------------------	---

Names of the listed entities in which Shri.R.S.Agarwal is a Director and his category of Directorship:

Name of the Company	Category of Directorship
Ramco Industries Limited	Non-Executive & Independent
Ramco Systems Limited	Non-Executive & Independent
Suryalakshmi Cotton Mills Limited	Non-Executive & Independent

SHRI.M.B.N.RAO

Shri.M.B.N.Rao, a graduate in Agriculture holds Diploma in Computer Studies from University of Cambridge and National Computing Centre, London and Certificate in Industrial Finance.

He started his Banking career in the year 1970 when he joined Indian Bank as a Probationary Officer. He has handled various assignments in the Banking Industry in India and Overseas and rose to become the Chairman and Managing Director of Indian Bank and later Chairman & Managing Director of Canara Bank, from where he retired.

He has visited USA, UK, Germany, France, Switzerland, Spain, Malaysia, Philippines, Thailand, Hong Kong and China in connection with multifarious responsibilities assigned to him.

He has been on the Board of The Ramco Cements Limited since 2009.

Skill / Expertise / Competency	Banking and Risk Management including Foreign Exchange Management and Project Management
--------------------------------	--

Names of the listed entities in which Shri.M.B.N.Rao is a Director and his category of Directorship:

Name of the Company	Category of Directorship
K G Denim Limited	Non-Executive & Independent
Taj GVK Hotels and Resorts Limited	Non-Executive & Independent
Apollo Hospitals Enterprises Limited	Non-Executive & Independent

SHRI.M.M.VENKATACHALAM

Shri.M.M.Venkatachalam, a graduate in Agriculture from the University of Agricultural Sciences in Bangalore, holds Masters in Business Administration from the George Washington University, USA.

He had held the position of Vice Chairman of The Planters' Association of Tamil Nadu and was the past president of The Employers' Federation of Southern India.

He has been on the Board of The Ramco Cements Limited since 2013.

Skill / Expertise / Competency	Strategy Management, Business Management, Project Management and Industrial Relationship Management
--------------------------------	---

Names of the listed entities in which Shri.M.M.Venkatachalam is a Director and his category of Directorship:

Name of the Company	Category of Directorship
Coromandel International Limited	Non-Executive & Non-Independent
E.I.D Parry (India) Limited	Non-Executive & Non-Independent
Ramco Systems Limited	Non-Executive & Independent
Coromandel Engineering Company Limited	Non-Executive & Non-Independent

SMT. JUSTICE CHITRA VENKATARAMAN (RETD.)

Smt. Justice Chitra Venkataraman (Retd.), 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 has been on the Board of The Ramco Cements Limited since 2015.

Skill / Expertise / Competency	Legal Knowledge, Tax Planning and Management
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Names of the listed entities in which Smt. Justice Chitra Venkataraman (Retd.) is a Director and her category of Directorship:

Name of the Company	Category of Directorship
Ramco Industries Limited	Non-Executive & Independent
Lakshmi Machine Works Limited	Non-Executive & Independent

SHRI.M.F.FAROOQUI, IAS (RETD.)

Shri.M.F.Farooqui had spent 36 years as a career Civil Servant in the Indian Administrative Service. He had worked in the Government of India in various positions, including as Secretary–Department of Telecom and Heavy Industries, Special Secretary & Additional Secretary–Ministry of Environment and Joint Secretary–Department of Economic Affairs.

In the Government of Tamil Nadu, he had worked as Principal Secretary– Industries Department, Member Secretary–Chennai Metropolitan Development Authority and Deputy Secretary–Finance Department (Budget).

He had also served as Chairman of Repco Bank, Titan Company Limited and Tamilnadu Newsprint & Papers Limited.

He holds Master’s Degree in Physics and Business Administration.

He has been on the Board of The Ramco Cements Limited since 2017.

Skill / Expertise / Competency	General and Business Administration, Knowledge on Economic Affairs and Knowledge on Environmental Laws
--------------------------------	--

Names of the listed entities in which Shri.M.F.Farooqui is a Director and his category of Directorship:

Name of the Company	Category of Directorship
TVS Electronics Limited	Non-Executive & Independent

SHRI.M.S.KRISHNAN

Shri.M.S.Krishnan occupies the position of Associate Dean, Executive Programs, Accenture Professor of Computer Information Systems and Professor of Technology and Operations at the Ross School of Business, University of Michigan.

He holds Bachelor’s Degree in Mathematics, Masters in Computer Application, MS and Ph.D. in Industrial Administration.

His research interest includes Business Model Innovation, Technology Enabled Personalization, Ecosystem Innovation, Corporate IT Strategy, Business Value of IT investments, Metrics and Measures for Business Process and Software Quality, Productivity and Customer satisfaction. In January 2000, American Society for Quality (ASQ) selected him as one of the 21 voices of quality for the twenty first century. In 2004, he was selected as one of the top thinkers on Business Technology by InformationWeek-Optimize magazine based on their reader surveys.

He has been on the Board of The Ramco Cements Limited since September 2019.

Skill / Expertise / Competency	Information Technology, Strategy Management and Business Management
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He is not holding Directorship in any other Company.

The Board of Directors have confirmed at the Meeting held on 19-06-2020 that all the above Independent Directors fulfil the conditions specified in LODR and are independent of the management.

During the year under review, no Independent Director has resigned.

Details of attendance of each Director at the Board Meetings held during the year are as follows:

Sl. No	Name of the Director, Director Identification Number (DIN) & Directorship	22-05-2019	07-08-2019	30-10-2019	05-12-2019	29-01-2020	03-03-2020	Attendance at last AGM held on 08-08-2019
1	Shri.P.R.Venketrama Raja Chairman & Managing Director DIN: 00331406. Directorship: P & E	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2	Shri.R.S.Agarwal DIN: 00012594. Directorship: NE & ID	Yes	Yes	Yes	Leave	Yes	Yes	Yes
3	Shri.M.B.N.Rao DIN: 00287260. Directorship: NE & ID	Yes	Yes	Yes	Leave	Yes	Yes	Yes

Sl. No	Name of the Director, Director Identification Number (DIN) & Directorship	22-05-2019	07-08-2019	30-10-2019	05-12-2019	29-01-2020	03-03-2020	Attendance at last AGM held on 08-08-2019
4	Shri.M.M.Venkatachalam DIN: 00152619. Directorship: NE & ID	Yes	Yes	Leave	Yes	Yes	Yes	Yes
5	Smt. Justice Chitra Venkataraman (Retd.) DIN: 07044099. Directorship: NE & ID	Yes	Leave	Leave	Yes	Yes	Yes	Leave
6	Shri.M.F.Farooqui, IAS (Retd.) DIN: 01910054. Directorship: NE & ID	Yes	Yes	Yes	Leave	Yes	Yes	Yes
7	Shri.M.S.Krishnan * DIN: 08539017. Directorship: NE & ID	NA	NA	Yes	Leave	Yes	Yes	NA

* Co-opted as Additional Director with effect from 03-09-2019.

P – Promoter; E – Executive; NE – Non-Executive; ID – Independent Director.

Other Directorships

The Number of other Boards or Board Committees in which the Director is a Member or Chairperson as on 31-03-2020 are given below:

No	Name of the Director	Other Directorships *	Committee Positions **	
			Chairperson	Member
1.	Shri.P.R.Venketrama Raja	8	4	1
2.	Shri.R.S.Agarwal	3	1	2
3.	Shri.M.B.N.Rao	8	1	3
4.	Shri.M.M.Venkatachalam	7	1	4
5.	Smt.Justice Chitra Venkataraman (Retd.)	2	--	4
6.	Shri.M.F.Farooqui, IAS (Retd.)	1	--	1
7.	Shri.M.S.Krishnan	--	--	--

* Public Limited Companies, other than The Ramco Cements Limited.

** Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies, other than The Ramco Cements Limited.

Disclosure of relationships between directors inter-se:

None of the Directors are related to any other Director.

Details of familiarisation programme for Independent Directors:

The details of the familiarisation programme for Independent Directors are available at the Company's website, at the following link at <https://ramcocements.net/ramcocements/pdffiles/DIRECTORS%20FAMILIARISATION%20PROGRAMME.pdf>

The Board of Directors periodically review Compliance Reports pertaining to all Laws applicable to the Company. No non-compliance was reported during the year under review. The Board is also satisfied that plans are in place for orderly succession for appointment of Board of Directors and Senior Management.

A Code of Conduct has been laid out for all Members of the Board and Senior Management suitably incorporating the duties of Independent Directors as laid down in the Companies Act, 2013. The Code is available at the Company's website, at the following link at <http://ramcocements.net/ramcocements/pdffiles/policies/CODE%20OF%20CONDUCT%20FOR%20BOD%20AND%20SMP%202015.pdf>

The minimum information to be placed before the Board of Directors at their meeting, as specified in Part A of Schedule II of LODR have been adequately complied with.

3. AUDIT COMMITTEE

The terms of reference of the Audit Committee include:

- i) To review the reports of Internal Audit Department;
- ii) To review the Auditors' Report on the financial statements;
- iii) To review and approve the Related Party Transactions;
- iv) To review the Annual Cost Audit Report of the Cost Auditor;
- v) To review the Secretarial Audit Report of the Secretarial Auditor;
- vi) To review the strength and weakness of the internal controls and to provide recommendations relating thereto;
- vii) To generally assist the Board to discharge their functions more effectively;
- viii) To review the financial statements and any investments made by the Company / Subsidiary Companies.

In addition, the Audit Committee would discharge the roles and responsibilities as prescribed by LODR and Companies Act, 2013.

Composition and Attendance of the Audit Committee:

The Composition of the Audit Committee and the details of the attendance of its Members are as follows:

No	Name of the Director	22-05-2019	07-08-2019	30-10-2019	29-01-2020	03-03-2020
1.	Shri.R.S.Agarwal, Chairman of the Committee	Yes	Yes	Yes	Yes	Yes
2.	Shri.P.R.Venketrama Raja	Yes	Yes	Yes	Yes	Yes
3.	Shri.M.M.Venkatachalam	Yes	Yes	Leave	Yes	Yes
4.	Shri.M.B.N.Rao	Yes	Yes	Yes	Yes	Yes

The Statutory Auditors, Chief Executive Officer, Chief Financial Officer and Head of Internal Audit Department are invitees to the Audit Committee Meetings. The Company Secretary is the Secretary to the Committee.

The representatives of the Cost Auditor and Secretarial Auditor are invited to attend the meeting of the Audit Committee when their reports are tabled for discussion.

3/4th of the members of the Audit Committee are Independent Directors as against the minimum requirements of 2/3rd as stipulated in Regulation 18(1)(b) of LODR.

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee discharges the functions as envisaged for it by the Companies Act, 2013, LODR and functions as mandated by the Board of Directors from time to time. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have approved a Nomination and Remuneration Policy for the Company. The Policy is to ensure that the level and composition of remuneration is reasonable, the relationship of remuneration to performance is clear and appropriate to the long-term goals of the company.

The complete details about the terms of reference for Nomination and Remuneration Committee and the Nomination and Remuneration Policy are available at Company's website at the following link –

<http://ramcocements.net/ramcocements/pdf/files/policies/NOMINATION%20AND%20REMUNERATION%20POLICY.pdf>

Composition and Attendance of the Nomination and Remuneration Committee:

The Composition of the Nomination and Remuneration Committee and the details of the attendance of its Members are as follows:

The details of remuneration paid for the financial year 2019-20 are as follows:

Name of the Director	₹ in lacs)			No. of Shares held
	Sitting Fee	Remuneration	Commission & Others	
Shri.P.R.Venketrama Raja	10.50	134.79	3,955.83	19,46,460
Shri.R.S.Agarwal	9.75	NIL	NIL	NIL
Shri.M.B.N.Rao	9.00	NIL	NIL	NIL
Shri.M.M.Venkatachalam	11.25	NIL	NIL	NIL
Smt.Justice Chitra Venkataraman (Retd.)	6.75	NIL	NIL	NIL
Shri.M.F.Farooqui, IAS (Retd.)	4.50	NIL	NIL	NIL
Shri.M.S.Krishnan	3.00	NIL	NIL	NIL

The complete details of remuneration paid to Directors are given in Form MGT-9, forming part of annexure to Board's Report.

No	Name of the Director	22-05-2019	07-08-2019
1.	Shri.R.S.Agarwal, Chairman of the Committee	Yes	Yes
2.	Shri.P.R.Venketrama Raja	Yes	Yes
3.	Shri.M.M.Venkatachalam	Yes	Yes
4.	Smt. Justice Chitra Venkataraman (Retd.)	Yes	Leave

The Nomination and Remuneration Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which will be based upon attendance, expertise and contribution brought in by the Independent Directors at the Board and Committee Meetings, which shall be taken into account at the time of re-appointment of respective Independent Director.

5. REMUNERATION OF DIRECTORS

The Directors are paid Sitting Fee of ₹ 75,000/- per meeting for attending the meetings of Board and Committees thereof.

There are no pecuniary relationships or transactions of Non-Executive Directors vis-a-vis the Company, other than fees for attending Meetings of the Board and its Committees.

The appointment and remuneration to Managing Director is governed by the special resolution passed by the shareholders at the Annual General Meeting held on 04-08-2017 and the remuneration is equivalent to 5% of the Net Profits of the Company and 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.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition and Attendance of the Stakeholders Relationship Committee:

The Composition of the Stakeholders Relationship Committee and the details of the attendance of its Members are as follows:

No	Name of the Director	28-01-2020
1.	Shri.M.M.Venkatachalam, Chairperson of the Committee	Yes
3.	Shri.P.R.Venketrana Raja	Leave
4	Smt. Justice Chitra Venkataraman (Retd.) *	Yes

* Nominated as the Member of the Committee by the Board of Directors with effect from 07-08-2019

Name of Non-executive Director heading the Committee	:	Shri.M.M.Venkatachalam
Name and Designation of Compliance Officer	:	Shri.K.Selvanayagam, Secretary
No. of complaints received during the year	:	8
Number not solved to the satisfaction of shareholders	:	NIL
Number of pending complaints	:	NIL

7. GENERAL BODY MEETINGS

a. Location and time, where last three AGMs held:

Year ended	Date	Time	Venue
31-03-2017	04-08-2017	10.15 AM	P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam – 626 108, Tamil Nadu.
31-03-2018	03-08-2018	10.15 AM	-do-
31-03-2019	08-08-2019	10.15 AM	-do-

b. Details of Special Resolutions passed in the previous three Annual General Meetings

Date of the AGM	Subject Matter of the Special Resolution
08-08-2019	To approve giving of loan including any loan represented by a book-debt or giving guarantee or providing security to Subsidiary / Associate Companies upto an aggregate limit of ₹ 250 crores. To approve issue of Debentures upto a limit of ₹ 500 crores Reappointment of Smt. Justice Chitra Venkataraman (Retd.) as Independent Director for a period of 5 years from 20-03-2020 to 19-03-2025
03-08-2018	To approve issue of Debentures upto a limit of ₹ 1,000 crores Appointment of Shri.R.S.Agarwal as Independent Director of the Company for a period of 5 years from 01-04-2019 to 31-03-2024

Date of the AGM	Subject Matter of the Special Resolution
	Appointment of Shri.M.B.N.Rao as Independent Director of the Company for a period of 5 years from 01-04-2019 to 31-03-2024
	Appointment of Shri.M.M.Venkatachalam as Independent Director of the Company for a period of 5 years from 01-04-2019 to 31-03-2024
	To approve Employee Stock Option Schemes : ESOS 2018 – PLAN A and ESOS 2018 – PLAN B
04-08-2017	To appoint Shri. P.R.Venketrana Raja as Chairman & Managing Director To approve issue of Debentures upto a limit of ₹ 500 crores

c. No Special Resolution on matters requiring postal ballot was passed during the year under review.

d. No Special Resolution is proposed to be passed through Postal Ballot.

8. MEANS OF COMMUNICATION

The Unaudited Quarterly and Half-yearly financial results and Audited Annual Results are published in English in Business Line (All editions), The New Indian Express (Combined Chennai edition), Trinity Mirror (All editions) and Business Standard (All Editions) and in Tamil in Dinamani (Combined Chennai edition) and Makkal Kural (All editions). The results were also displayed on the Company's website www.ramcocements.in

All the financial results are provided to the Stock Exchanges. Official News releases are given directly to the Press and the Company's website also displays the official news releases.

9. GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting	:	On 07-09-2020 at 10.00 AM through Video Conference / Other Audio Visual Means				
b. Financial Year	:	1 st April 2019 to 31 st March 2020				
c. Dividend Payment date	:	16-03-2020 (Interim Dividend – Already paid)				
d. Name and Address of Stock Exchanges where the Company's Securities are Listed	:	National Stock Exchange of India Limited, Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051. BSE Limited, "P.J.Towers", Dalal Street, Mumbai – 400 001. The Annual Listing Fee for the year 2020-21 has been paid to the Stock Exchanges.				
e. Stock Code	:	<table border="1"> <tbody> <tr> <td>BSE Limited</td> <td>500260</td> </tr> <tr> <td>National Stock Exchange of India Limited</td> <td>RAMCOCEM</td> </tr> </tbody> </table>	BSE Limited	500260	National Stock Exchange of India Limited	RAMCOCEM
BSE Limited	500260					
National Stock Exchange of India Limited	RAMCOCEM					

f.	Market Price Data	:	
g.	Performance in comparison to broad based indices	:	Enclosed as Annexure – A.
h.	Whether the securities are suspended from trading	:	No
i.	Registrar and Transfer Agents	:	Being carried out in-house by the Secretarial Department of the Company.
j.	Share Transfer System	:	For shares held in electronic mode, transfers are effected under the depository system of NSDL and CDSL. For shares held in physical mode, the transfers have been effected in-house till 31-03-2019. Vide Press Release No: 51/2018 dated 03-12-2018 of SEBI, only transmission or transposition of securities are eligible for processing in physical form with effect from 01-04-2019.
k.	Distribution of Shareholding	:	Enclosed as Annexure – B.
l.	Dematerialisation of Shares & liquidity	:	As on 31 st March 2020, 95.50% of the shares have been dematerialized. The details of liquidity of the Company's shares, are available in Annexure – A.
m.	Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity	:	NIL
n.	Commodity Price Risk or Foreign Exchange Risk and Hedging Activities	:	With respect to Buyers' Credit in foreign currencies, forward contracts are booked taking into account, the cost of hedging and the foreign currency receivables. The currency rate movements are monitored closely for taking covers with respect to unhedged portions, if any.

o. Plant Locations

Integrated Cement Plants

- Ramasamy Raja Nagar – 626 204, Virudhunagar District, Tamil Nadu.
- Alathiyur, Cement Nagar – 621 730, Ariyalur District, Tamil Nadu.
- Govindapuram Village – 621 713, Ariyalur District, Tamil Nadu.

iv. Jayanthipuram, Kumarasamy Raja Nagar–521 457, Krishna District, Andhra Pradesh.

v. Mathodu – 577 533, Hosadurga, Chitradurga District, Karnataka.

Grinding Units

i. Kattuputhur Village, Uthiramerur, Kancheepuram District–603 107, Tamil Nadu.

ii. Singhipuram Village, Valapady, Salem District – 636 115, Tamil Nadu.

iii. Kolaghat – 721 134, Purba Medinipur District, West Bengal.

iv. Gobburupalam, Amir Sahib Peta Post–531 055, Kasimkota Mandal, Vizag, Andhra Pradesh.

v. Kharagpur – 721 304, Paschim Medinipur, West Bengal.

Packing Plant

Kumarapuram, Aralvaimozhi–629 301, Kanyakumari District, Tamil Nadu.

Readymix Concrete Plant

Medavakkam-Mambakkam Road, Vengaivasal, Chennai – 600 100, Tamil Nadu.

Dry Mortar Plant

F-14, SIPCOT Industrial Park, Sriperumbudur – 602 106, Tamil Nadu.

Ramco Research & Development Centre

11-A, Okkiyam, Thuraiyakkam, Chennai – 600 096, Tamil Nadu.

Wind Farm Division

i. Thandayarkulam, Veeranam, Muthunaickenpatti, Pushpathur and Udumalpet in Tamil Nadu.

ii. Vani Vilas Sagar and GIM II Hills in Karnataka.

p. Address for Correspondence

K.Selvanayagam, Secretary (Compliance Officer)

The Ramco Cements Limited

Auras Corporate Centre, V Floor

98-A, Dr.Radhakrishnan Road

Mylapore, Chennai – 600 004, Tamil Nadu

Phone: 044-28478666 Fax: 044-28478676

E Mail : ksn@ramcocements.co.in

q. Credit Rating

ICRA and CRISIL, the Company's credit rating agencies, have rated our borrowing programmes as follows:

RATINGS BY ICRA

Security	Limit / Outstanding as on 31-03-2020	Amount – ₹ in crores	Rating
Commercial Papers Fund Based Facilities	Limit	900	[ICRA] A1+
* Cash Credit	Limit	735	[ICRA] AA+ (Stable)
* Short Term Loan / Buyers' Credit and Other Facilities	Limit	250	[ICRA] A1+
Non-Fund Based Facilities	Limit	485	[ICRA] A1+
Long Term Loans from Bank	Limit	1550	[ICRA] AA+ (Stable)
Non-Convertible Debentures	Limit	400	[ICRA] AA+ (Stable)

RATINGS BY CRISIL

Security	Limit as on 31-03-2020	Amount – ₹ in crores	Rating
Commercial Papers	Limit	900	CRISIL A1+

There had been no revision in the ratings during the year.

10. OTHER DISCLOSURES

- There are no materially significant related party transactions made by the Company that may have potential conflict with the interests of the Company at large.
- There are no instances of non-compliance by the Company, and no penalties or strictures were imposed on the company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.
- The Company has a Whistle Blower Policy, available at the Company's website and it is affirmed that no personnel has been denied access to the Audit Committee. The policy is available at the following weblink :
<http://ramcocements.net/ramcocements/pdffiles/policies/WHISTLE%20BLOWER%20POLICY.pdf>
- The Company has complied with the mandatory requirements. The status of adoption of the non-mandatory requirements is given below:
 - The Company's financial statements are with unmodified audit opinion for the year 2019-20.
- The Material Subsidiary Policy is disclosed in the Company's website and its weblink is –
<http://ramcocements.net/ramcocements/pdffiles/policies/MATERIAL%20SUBSIDIARY%20POLICY%202015.pdf>
- The Related Party Transaction Policy is disclosed in the Company's website and its weblink is –
<http://ramcocements.net/ramcocements/pdffiles/policies/RELATED%20PARTY%20TRANSACTION%20POLICY%202015.pdf>

- Commodity Price Risks and Commodity Hedging Activities: The Company has not undertaken any transaction in this regard.
- The Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement.
- M/s.S.Krishnamurthy & Co., Company Secretaries, have certified that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board / Ministry of Corporate Affairs or any such statutory authority.
- There has not been an occasion, where the Board had not accepted any recommendation of any Committee of the Board.
- Total Fee paid to Statutory Auditors including subsidiaries

The total fees for all the services paid by the Company on a consolidated basis to the Statutory Auditor is ₹ 0.35 crores.

No other entity in the network firm or network entity of which the Statutory Auditor is a part has been hired for any services by our subsidiaries. The Subsidiary Companies have separate Statutory Auditors not connected with the Company's Statutory Auditor.

- Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Pursuant to Rule 8(5)(x) of Companies (Accounts) Rules, 2014, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

a.	Number of complaints filed during the financial year	NIL
b.	Number of complaints disposed of during the financial year	NIL
c.	Number of complaints pending as on end of the financial year	NIL

- The Company has complied with the requirements of Corporate Governance Report of sub-paras (2) to (10) of Schedule V of LODR.
- The extent to which the discretionary requirements specified in Part E of Schedule II have been adopted, is given against Clause 10(d) above.
- The Company has complied with the corporate governance requirements specified in regulation 17 to 27 of LODR.

As required under Regulation 46(2)(b) to (i) of LODR, the following information have been duly disseminated in the Company's website.

- * Terms and conditions of appointment of Independent Directors
- * Composition of various committees of Board of Directors
- * Code of Conduct of Board of Directors and Senior Management Personnel
- * Details of establishment of Vigil Mechanism/Whistle Blower Policy
- * Criteria of making payments to Non-Executive Directors
- * Policy on dealing with Related Party Transactions
- * Policy for determining 'Material Subsidiaries'
- * Details of familiarization Programmes imparted to Independent Directors

14. The Company has no material subsidiary.
15. The Minutes of the Meeting of the Board of Directors of the unlisted subsidiary are being placed before the Board of Directors of the Company.
16. The Management of the unlisted subsidiary periodically brings to the notice of the Board, a statement on significant transactions and arrangements entered into by them.
17. Senior Management Personnel discloses to the Board of Directors all material, financial and commercial transactions where they have personal interest that may have a potential conflict with the Company's interest, if any.
18. The Company submits quarterly compliance report on Corporate Governance to the Stock Exchanges, in the prescribed format within 15 days from the close of the quarter or within such time limit as extended by Securities and Exchange Board of India.
19. The various disclosures made in the Board's Report, may be considered as disclosures made under this report.
20. The Company has also the following Committee of Board of Directors.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition and Attendance of the Corporate Social Responsibility Committee:

The Composition of the Corporate Social Responsibility Committee and the details of the attendance of its Members are as follows:

No	Name of the Director	22-05-2019
1	Shri.M.M.Venkatachalam Chairperson of the Committee	Yes
2	Shri.P.R.Venketrama Raja	Yes
3	Smt.Justice Chitra Venkataraman (Retd.)	Yes

RISK MANAGEMENT COMMITTEE

Composition and Attendance of the Risk Management Committee:

The Composition of the Risk Management Committee and the details of the attendance of its Members are as follows:

No	Name of the Member	26-12-2019
	Members of the Board	
1	Shri.M.B.N.Rao, Chairperson of the Committee	Yes
2	Shri.P.R.Venketrama Raja	Leave
3	Shri.M.M.Venkatachalam	Yes
4	Smt. Justice Chitra Venkataraman (Retd.)	Yes
	Non-Members of the Board	
5	Shri.A.V.Dharmakrishnan	Yes
6	Shri.M.Srinivasan	Yes
7	Shri.S.Vaithyanathan	Yes

21. DISCLOSURES WITH RESPECT TO UNCLAIMED SUSPENSE ACCOUNT

[Pursuant to Schedule V(F) of LODR]

No	Details	No. of Shareholders	No. of Shares of ₹1/- each
(a)	aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	6	16800
(b)	number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	0	0
(c)	number of shareholders to whom shares were transferred from suspense account during the year;	0	0
(d)	aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	6	16800
(e)	that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.		

22. Declaration signed by the Chief Executive Officer of the Company as per Schedule V(D) of LODR, on compliance with the Code of Conduct is annexed.
23. Compliance Certificate as per Regulation 17(8) read with Part B of Schedule II of LODR, provided by Chief Executive Officer and Chief Financial Officer is annexed.

DECLARATION

As provided under Schedule V(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year ended 31st March 2020.

Chennai
19-06-2020

for **THE RAMCO CEMENTS LIMITED,**
A.V.DHARMAKRISHNAN
Chief Executive Officer

To
The Board of Directors
The Ramco Cements Limited
Rajapalayam.

Certification under Regulation 17(8) of SEBI (LODR) Regulations

We hereby certify that –

- A. We have reviewed financial statements and the cash flow statement for the year 2019-20 and that to the best of our knowledge and belief :
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that –
1. there are no significant changes in internal control over financial reporting during the year;
 2. there are no significant changes in Accounting Policies, during the year;
 3. there are no instances of significant fraud of which we have become aware.

Chennai
19-06-2020

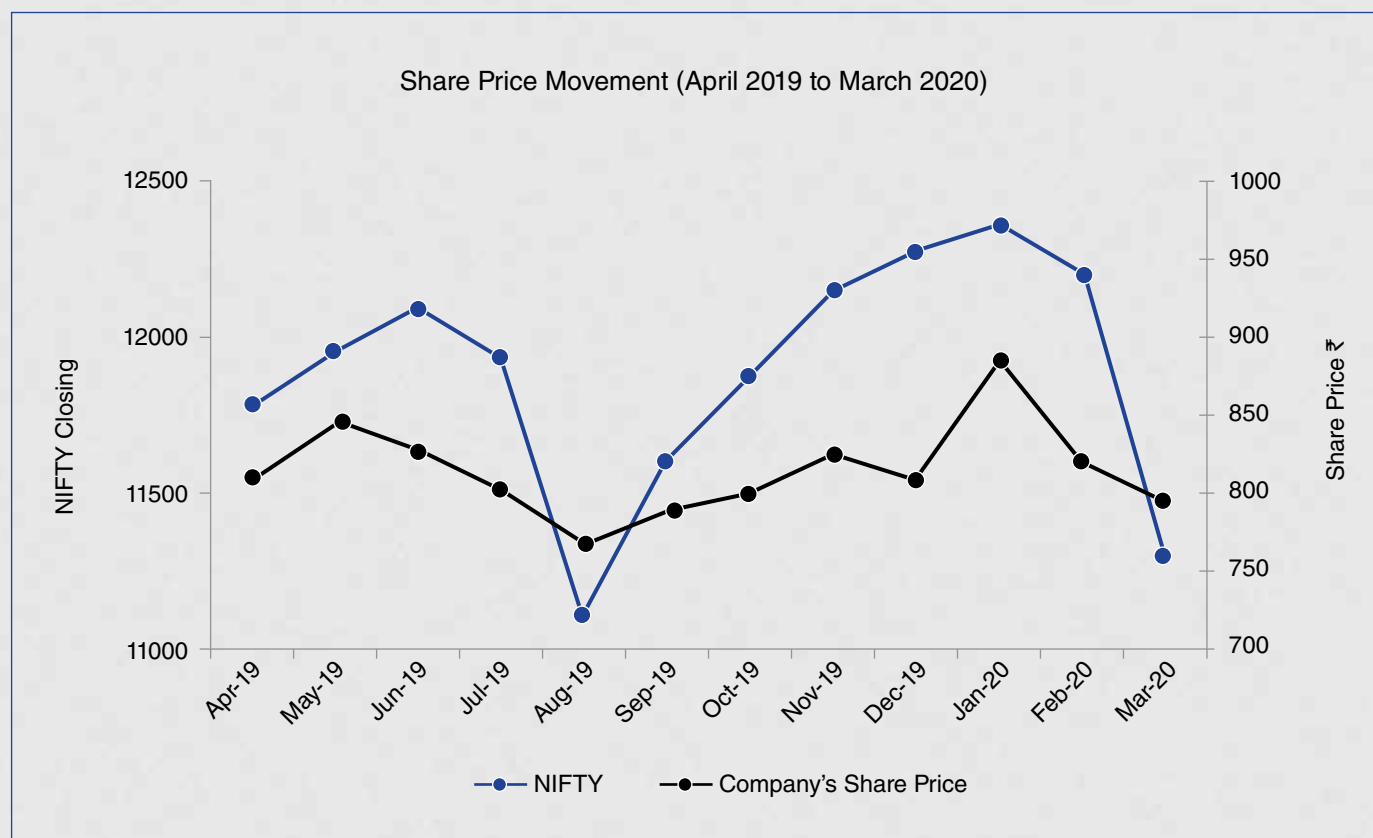
S.VAITHIYANATHAN
Chief Financial Officer

A.V.DHARMAKRISHNAN
Chief Executive Officer

STATISTICAL DATA

Share Price High & Low / Volume (from April 2019 to March 2020 in NSE & BSE)

Month	NSE			BSE		
	High ₹	Low ₹	No. of Shares Traded	High ₹	Low ₹	No. of Shares Traded
April 2019	808	737	65,02,549	808	738	2,26,086
May	845	718	64,59,836	845	719	5,81,393
June	827	771	51,37,804	828	769	3,47,332
July	802	727	54,74,413	803	728	1,14,861
August	767	684	67,75,410	768	684	1,96,112
September	788	692	60,27,835	788	693	3,02,428
October	799	693	73,31,820	799	695	2,38,721
November	824	771	66,66,453	824	771	1,82,416
December	806	745	41,02,976	806	746	1,65,545
January 2020	884	742	1,81,37,640	883	743	5,38,678
February	819	748	68,77,119	818	750	1,74,711
March	792	466	1,50,94,941	792	474	2,73,319
Year 2019-20	884	466	9,45,88,796	883	474	33,41,602



Pattern of Shareholding as on 31-03-2020

Description	Total Shareholders	%	Total Shares	%
Promoter and Promoter Group				
1) Residents	7	0.023	79,98,340	3.40
2) Body Corporates	5	0.016	9,25,09,220	39.26
Sub-Total	12	0.039	10,05,07,560	42.66
Non-Promoters Holding				
1) Residents	27,981	91.934	2,49,86,707	10.61
2) NRIs	1,063	3.493	7,74,391	0.33
3) Body Corporate	399	1.311	62,41,010	2.65
4) Mutual Funds	25	0.082	5,61,11,493	23.82
5) Banks	1	0.003	11	0.00
6) State Government	1	0.003	80,00,000	3.40
7) Financial Institutions	2	0.007	14,72,436	0.63
8) Foreign Portfolio Investors	120	0.394	2,10,01,529	8.91
9) Trusts	3	0.011	5,740	0.00
10) Clearing Member	84	0.276	5,02,249	0.21
11) IEPF	1	0.003	12,67,891	0.54
12) Alternative Investment Funds	2	0.007	12,450	0.01
13) HUF	621	2.040	7,38,033	0.31
14) Qualified Institutional Buyer	19	0.062	1,38,99,447	5.90
15) Employees	102	0.335	55,833	0.02
Sub-Total	30,424	99.961	13,50,69,220	57.34
Total	30,436	100.000	23,55,76,780	100.00

Distribution of Shareholding as on 31-03-2020

Description	Total Shareholders	%	Total Shares	%
a) Upto - 500	26,122	85.83	20,67,086	0.88
b) 501 to 1000	1,422	4.67	11,61,308	0.49
c) 1001 to 2000	982	3.22	15,92,422	0.68
d) 2001 to 3000	301	0.99	7,82,885	0.33
e) 3001 to 4000	416	1.37	15,79,176	0.67
f) 4001 to 5000	149	0.49	6,95,926	0.30
g) 5001 to 10000	468	1.54	35,16,422	1.49
h) 10001 & above	576	1.89	22,41,81,555	95.16
Total	30,436	100.00	23,55,76,780	100.00

Category of Shareholding as on 31-03-2020

Description	Total Shareholders	%	Total Shares	%
Dematerialised Form - CDSL & NSDL	30,156	99.08	22,49,71,447	95.50
Physical Form	280	0.92	1,06,05,333	4.50
Total	30,436	100.00	23,55,76,780	100.00

Certificate regarding compliance of conditions of corporate governance

[Pursuant to paragraph E of Schedule V of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
The Ramco Cements Limited,
[CIN: L26941TN1957PLC003566]
"Ramamandiram", Virudhunagar District,
Rajapalayam – 626117

We have examined the compliance of the conditions of Corporate Governance by The Ramco Cements Limited ("the Company") during the financial year ended 31st March 2020, as stipulated under the following Regulations/ Schedule of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"):

- (a) Regulation numbers 17 to 27 dealing with composition of the Board and Committees, vigil mechanism, related party transactions and certain other matters;
- (b) Regulation numbers 46(2)(b) to 46(2)(i) dealing with the information to be disseminated on the Company's web-site;
- (c) Part A of Schedule II dealing with the minimum information to be placed before the Board of Directors;
- (d) Part B of Schedule II dealing with the Compliance Certificates furnished by the Chief Executive Officer and Chief Financial Officer;
- (e) Part C of Schedule II dealing with the, role of Audit Committee and review of information by the Committee;
- (f) Part D of Schedule II dealing with the role of Nomination and Remuneration Committee and Stakeholder's Relationship Committee;
- (g) Paragraph C of Schedule V dealing with disclosures in the Corporate Governance Report;
- (h) Paragraph D of Schedule V dealing with the declaration signed by the Chief Executive Officer affirming compliance with the code of conduct by the Board of Directors and Senior Management Personnel; and

- (i) Paragraph E of Schedule V dealing with compliance certificate on conditions of corporate governance issued by Practicing Company Secretaries.

The Company is required to comply with the said conditions of Corporate Governance on account of:

- (a) The Listing Agreements entered into by the Company with the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) for listing its equity shares.

The Company's management is responsible for compliance with the conditions of Corporate Governance. We have broadly reviewed the procedures adopted by the Company for ensuring compliance with the conditions of Corporate Governance and implementation thereof. Our review was neither an audit nor an expression of opinion on the financial statement of the Company.

We hereby certify that, in our opinion and to the best of our information and based on the records furnished for our verification and the explanations given to us by the Company, its officers and agents, the Company has, during the year ended 31st March 2020, complied with the applicable conditions of Corporate Governance.

We further wish to state that our opinion regarding such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company during the said financial year.

For **S Krishnamurthy & Co.,**
Company Secretaries,

K Sriram,
Partner.

Membership number: F6312
Certificate of Practice No. 2215
UDIN: F006312B000356081

Date: 19th June 2020

Place: Chennai

Certificate from Company Secretary in Practice

[In terms of Regulation 34 (3) read with Schedule V Para C (10) (i) to the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members
The Ramco Cements Limited [CIN: L26941TN1957PLC003566]
"Ramamandiram," Virudhunagar District
Rajapalayam- 626117

We hereby certify that, in our opinion, none of the Directors on the Board of THE RAMCO CEMENTS LIMITED ("the Company") as on the 31st March 2020, as listed below, have been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs, Government of India (MCA):

S. No	Name of the director	Nature of directorship	Director's identification number
1.	Poosapadi Ramasubrahmaneya Rajha Venketrama Raja	Chairman and Managing Director (KMP)	00331406
2.	Radhey Shyam Agarwal	Independent Director	00012594
3.	Bhaskara Mandavilli Nageswara Rao	Independent Director	00287260
4.	Murugappan Muthiah Venkatachalam	Independent Director	00152619
5.	Chitra Venkataraman	Independent Director	07044099
6.	Farooqui Fayazuddin Mohammed	Independent Director	01910054
7.	Mayuram Swaminathan Krishnan	Independent Director	08539017

We are issuing this certificate based on the following, which to the best of our knowledge and belief were considered necessary in this regard:

1. Our verification of the information relating to the directors available in the official web site of MCA:
2. Our verification of the disclosures / declarations / confirmations provided by the said directors to the Company and other relevant information, explanation and representations provided by the Company, its officers and agents.

We wish to state that the management of the Company is responsible to ensure the eligibility of a person for appointment / continuation as a Director on the Board of the Company. Our responsibility is to express an opinion on this based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness of the Corporate Governance process followed by the management of the Company.

For **S Krishnamurthy & Co.,**
Company Secretaries,

K Sriram,
Partner.

Membership number: F6312
Certificate of Practice No. 2215
UDIN: F006312B000356123

Date: 19th June 2020
Place: Chennai

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the Company's CSR Policy
The objective of the CSR Policy is
 - a. To ensure an increased commitment at all levels in the organisation, to operate its business in an economically, socially & environmentally sustainable manner, while recognising the interests of all its stakeholders.
 - b. To directly or indirectly take up programmes that benefit the communities in & around its work locations and results, over a period of time, in enhancing the quality of life & economic well being of the local populace.
 - c. To generate, through its CSR initiatives, a community goodwill for the Company and help reinforce a positive & socially responsible image of the Company as a corporate entity.

Weblink to the CSR Policy:
<http://ramcocements.net/ramcocements/pdf/files/policies/CSR%20POLICY%20OF%20TRCL.pdf>
2. The Composition of the CSR Committee:
 1. Shri.M.M.Venkatachalam, Chairperson of the Committee
 2. Shri.P.R.Venketrama Raja, Member
 3. Smt. Justice Chitra Venkataraman (Retd.), Member
3. Average net profit of the Company for last three financial years – ₹ 779.81 crores
4. Prescribed CSR Expenditure – ₹ 15.60 crores (2% of the amount as in item 3 above)
5. Details of CSR spent during the financial year
 - a. Total amount spent for the financial year – ₹ 14.99 crores
 - b. Amount unspent, if any – ₹ 0.61 crores
 - c. Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programmes (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or programs-wise – ₹ in crores	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads: - ₹ in crores	Cumulative expenditure up to the reporting period – ₹ in crores.	Amount spent Direct or through implementing agency ₹ in crores
1	Eradicating Hunger, Poverty and Malnutrition, promoting health care including preventive health care and Sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available Safe Drinking Water. [Clause (i)]	Health Care	In & around Factory areas and Corporate Office, Chennai	4.08	4.08	4.08	Direct 2.53 Indirect 1.55
2	Promoting Education, including Special Education and Employment Enhancing Vocation Skills especially among Children, Women, Elderly, and the Differently abled and Livelihood Enhancement Projects. [Clause (ii)]	Education	In & around Factory areas and Corporate Office, Chennai	5.84	5.84	5.84	Direct 4.74 Indirect 1.10

1	2	3	4	5	6	7	8
S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programmes (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs-wise – ₹ in crores	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads: - ₹ in crores	Cumulative expenditure up to the reporting period – ₹ in crores.	Amount spent Direct or through implementing agency ₹ in crores
3	Promoting Gender Equality, Empowering Women, setting up Homes and Hostels for Women and Orphans, setting up Old Age Homes, Day Care Centres and such other facilities for Senior Citizens and measures for reducing inequalities faced by socially and economically backward group. [Clause (iii)]	Women Empowerment	In & around Factory areas and Corporate Office, Chennai	0.03	0.03	0.03	Direct 0.015 Indirect 0.015
4	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga [Clause (iv)]	Conservation of Environment	In & around Factory areas and Corporate Office, Chennai	0.77	0.77	0.77	Direct 0.50 Indirect 0.27
5	Protection of National Heritage, Art and Culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts. [Clause (v)]	Protection of Heritage	In & around Factory areas and Corporate Office, Chennai	2.07	2.07	2.07	Direct 0.91 Indirect 1.16
6	Measures for the benefit of Armed Forces Veterans, War Widows and their dependents. [Clause (vi)]	Benefit of Armed Forces	In & around Factory areas and Corporate Office, Chennai	0.02	0.02	0.02	Direct 0.02 Indirect --
7	Training to promote Rural Sports, Nationally recognised sports, Paralympic Sports and Olympic Sports [Clause (vii)]	Promotion of Sports	In & around Factory areas and Corporate Office, Chennai	0.62	0.62	0.62	Direct 0.56 Indirect 0.06
8	Rural Development Projects [Clause (x)]	Rural Development	In & around Factory areas and Corporate Office, Chennai	1.56	1.56	1.56	Direct 1.23 Indirect 0.33
Total				14.99	14.99	14.99	14.99

The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company.

Chennai
19-06-2020

M.M.VENKATACHALAM
Director & Chairman of the CSR Committee

A.V.DHARMAKRISHNAN
Chief Executive Officer

Form No. AOC-2

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Particulars of Contracts/Arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis.

(a)	Name(s) of the related party and nature of relationship	:	Raja Charity Trust P.A.C.Ramasamy Raja Education Charity Trust The Ramco Cements Limited Educational & Charitable Trust Rajapalayam Rotary Trust PACR Sethurammam Charities P.A.C.R.Sethurammam Charity Trust Ramco Welfare Trust P.A.C.Ramasamy Raja Centenary Trust Smt. Lingammal Ramaraju Shastra Prathista Trust Shri Ahinava Vidyatheertha Seva Trust Shri.P.R.Venketrana Raja, Chairman & Managing Director is Managing Trustee / Trustee in the above Trusts.
(b)	Nature of Contracts / arrangements / transactions	:	Sale of Cement
(c)	Duration of the contracts / arrangements / transactions	:	60 months, from 01-04-2019 to 31-03-2024
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	:	Supply of cement @ ₹ 200/- per bag.
(e)	Justification for entering into such contracts or arrangements or transactions	:	The above trusts are Public Charitable Trusts and the cement is sold not for trading. The price per bag is ₹ 200/- as against ₹ 185/- per bag, the price at which cement is being sold to Government of Tamil Nadu, under "Ammu Cement Supply Scheme".
(f)	Date(s) of approval by the Board / Audit Committee	:	29-01-2019
(g)	Amount paid as advances, if any	:	NIL
(h)	Date on which the Special Resolution was passed in general meeting as required under first proviso to Section 188	:	Not applicable

2. Details of material contracts or arrangement or transactions at arm's length basis - NIL

On behalf of the Board of Directors,
For **THE RAMCO CEMENTS LIMITED**,

Chennai
19-06-2020

P.R.VENKETRAMA RAJA
Chairman & Managing Director

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS AND OUTGO**

[Pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of Companies (Accounts) Rules, 2014]

A)	Conservation of energy-	The Company pays attention at all levels to reduce energy consumption, by continuous monitoring, maintenances and improvements.
	(i) the steps taken or impact on conservation of energy;	<p>Installation of Cement Waste Heat Recovery system (CWHR) to reduce the thermal energy consumption in Thermal Power Plant.</p> <p>Installation of Variable Frequency Drive (VFD) for process fans to reduce electrical energy.</p> <p>Installation of energy efficient air-cooled condenser fans in thermal power plant to reduce electrical energy.</p> <p>Installation of VFD for compressors to reduce electrical energy.</p> <p>Installation of High efficiency water pumps to reduce electrical energy.</p> <p>Installation of LED lights replacing high wattage High Pressure Sodium Vapour lights.</p>
	(ii) the steps taken by the company for utilising alternate sources of energy;	<p>Replacing Diesel with waste tyre oil for Kilns during start up.</p> <p>Part replacement of fuel in Kiln by usage of power plant ash as an alternative fuel.</p> <p>Part replacement of fuel in Thermal Power Plant by usage of rubber waste as an alternative fuel.</p> <p>Usage of solar power for part replacement of Electrical energy requirement at Mines office.</p> <p>Part replacement of Diesel with Bio-Diesel in Earth Moving equipment as an alternative fuel.</p>
	(iii) the capital investment on energy conservation equipments;	₹ 206.16 crores
(B)	Technology absorption-	
	(i) the efforts made towards technology absorption	<p>Installation of High efficiency IE3 type motors for driving equipment.</p> <p>Installation of Energy Dispersive X-Ray Fluorescence for determining the chemical analysis of raw materials, Clinker and cement.</p> <p>Implementation of Energy Management System for monitoring electrical energy distribution.</p> <p>Application of Computational Fluid Dynamics (CFD) for identifying the potential scope for reducing energy.</p>
	(ii) the benefits derived;	<p>Increase in efficiency of Motors resulting in power saving.</p> <p>Increase in analysing frequency and close monitoring of quality of materials at different stages of manufacturing.</p> <p>Reduction in Electrical energy and close monitoring of electrical energy used at different stages of manufacturing.</p> <p>Reduction in Electrical energy consumption and scope for productivity improvement.</p>

<p>(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-</p> <p>(a) the details of technology imported;</p> <p>(b) the year of import;</p> <p>(c) whether the technology been fully absorbed;</p> <p>(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and</p>	<p>Import of High efficiency, low Nox burner from M/s Pillard, France, for better fuel combustion, reduced fuel consumption and reduced Nox levels. (Year of Import : 2017)</p> <p>Import of Energy dispersive X-Ray Fluorescence (XRF) manufactured by M/s SPECTRA - XEPOS, Germany, for determining the chemical analysis of Raw Materials, Clinker and Cement (Year of Import : 2017)</p>	
<p>(iv) the expenditure incurred on Research and Development.</p>	<p>Particulars</p>	<p>Amount – ₹ in crores</p>
	<p>Capital</p>	<p>0.35</p>
	<p>Revenue</p>	<p>4.20</p>
	<p>Total</p>	<p>4.55</p>
<p>(C) Foreign Exchange Earnings and Outgo</p>		
	<p>Particulars</p>	
	<p>Amount – ₹ in crores</p>	
<p>Foreign Exchange earned in terms of Actual Inflows</p>	<p>71.47</p>	
<p>Foreign Exchange outgo in terms of Actual Outflows</p>	<p>480.23</p>	

On behalf of the Board of Directors,
For **THE RAMCO CEMENTS LIMITED**,

Chennai
19-06-2020

P.R.VENKETRAMA RAJA
Chairman & Managing Director

I. Disclosures relating to remuneration under Section 197(12) of the Companies Act, 2013, read with Rule 5(1), (2) and (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. & ii. The ratio of the remuneration of each director to the median remuneration of the employees of the company and the percentage increase in remuneration of Chairman & Managing Director (CMD), Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary, in the Financial Year 2019-20.

Name of Director / KMP and Designation	Remuneration of Director/ KMP for financial year 2019-20 (₹ in crores)	% increase in remuneration in the Financial year 2019-20	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the Company
Shri.P.R.Venketrana Raja	41.01	10	654	The Profit before tax increased by 10% and Total Comprehensive income increased by 18% in financial year 2019-20
Shri.R.S.Agarwal	0.10	17	1.55	
Shri.M.B.N.Rao	0.09	14	1.44	
Shri.M.M.Venkatachalam	0.11	67	1.79	
Smt. Justice Chitra Venkataraman (Retd.)	0.07	12	1.08	
Shri.M.F.Farooqui, IAS (Retd.)	0.04	-14	0.72	
Shri.M.S.Krishnan	0.03	--	0.48	
Shri.A.V.Dharmakrishnan Chief Executive Officer	14.38	8	229	The Profit before tax increased by 10% and Total Comprehensive income increased by 18% in financial year 2019-20
Shri.S.Vaithyanathan Chief Financial Officer	1.54	15	24	
Shri.K.Selvanayagam Secretary	1.14	13	18	

- iii. The median remuneration of the employees during the financial year was ₹ 6,27,076/- and the percentage increase in the median remuneration was 13.66%.
- iv. There were 3,327 permanent employees on the rolls of the Company, as on 31st March 2020.
- v. Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2019-20 was 13.36% and the increase in the managerial remuneration for the same financial year was 9.73%.
- vi. It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other employees.

II. Disclosures relating to remuneration under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) Particulars of Top 10 employees in terms of remuneration drawn and particulars of employees employed throughout the financial year 2019-20 and was in receipt of remuneration, in the aggregate, not less than ₹ 1.02 Crores

No	Name	Designation	Remuneration - ₹	Qualifications and experience (in years)	Date of commencement of employment	Age as on 31-03-2020	Last employment held before joining the company
1	Venketrama Raja P R	Chairman & Managing Director	41,01,12,980	B.Tech, MBA (35)	04-06-2017	60	--
2	Dharmakrishnan A V	Chief Executive Officer	14,37,94,481	B.Com, ACA (37)	03-05-1982	63	--
3	Srinivasan M	Executive Director – Operations	2,75,23,445	B.E. (35)	12-05-1995	58	Fuller KCP Ltd
4	Balaji K Moorthy	Executive Director – Marketing	2,73,82,595	B.Sc, PGDC, PGDFT (44)	09-06-1997	68	Fabulac Overseas Ltd
5	Raghuram Devarakonda	Chief Operating Officer	2,04,05,248	B.Tech, Phd. (24)	03-07-2017	52	CorEssentials
6	Ravishankar N	President – Manufacturing	1,61,63,834	B.Tech (37)	22-08-2005	60	UltraTech Cement Ltd
7	Vaithyanathan S	Chief Financial Officer	1,53,58,631	B.Sc, ACA (30)	20-08-1990	55	Seshasayee Industries Ltd
8	Ramakrishnan R	President – Marketing	1,37,93,966	B.Com, ACA (36)	06-07-1998	62	Indian Oil Corporation Ltd
9	Prabhu Nambiappan	Sr. Vice President – HR	1,14,27,557	B.E, PGD in IR & PM (28)	01-06-2017	56	Chola-MS General Insurance Company Limited
10	Selvanayagam K	Company Secretary	1,13,80,873	B.Com, ACS (36)	21-10-1993	61	New Era Technology Ltd
11	Sai Kumar M J	Sr. Vice President – HR	1,10,47,916	B.Sc, MA (38)	01-02-1990	60	Overseas Sanmar Leasing Limited

(ii) Employed for a part of the financial year 2019-20 and was in receipt of remuneration, at a rate which, in the aggregate, not less than ₹ 8.50 lakhs per month

No	Name	Designation	Remuneration - ₹	Qualifications and experience (in years)	Date of commencement of employment	Age	Last employment held before joining the company
1	Subramania Sastry T N	Asst Manager – Electrical	9,87,972	Diploma in Elec & AC (29)	02-08-2006	55	Mysore Cements Limited
2	Balakrishna K A	Sr. Manager – Electrical	13,90,107	B.E. (24)	01-09-2000	56	Karnataka Minerals and Manufacturing Co Ltd
3	Krishnaswamy S	Sr. DGM – HR	45,13,766	M.A, B.L. (35)	18-10-2012	59	SPIC Limited

NOTES:

- All appointments are contractual.
- None of the employees mentioned above is related to any director of the Company.
- No employee was in receipt of remuneration in excess of that drawn by Chairman & Managing Director.
- Remuneration includes salary, variable performance pay, allowances, contribution to Provident Fund and Superannuation Fund, taxable value of perks and leave encashment but excludes gratuity.

On behalf of the Board of Directors,
For **THE RAMCO CEMENTS LIMITED**,

Chennai
19-06-2020

P.R.VENKETRAMA RAJA
Chairman & Managing Director

DETAILS OF EMPLOYEE STOCK OPTION SCHEMES

Employee Stock Option Scheme 2018 – Plan A (ESOS 2018 – PLAN A)

The Nomination and Remuneration Committee at its meeting held 07-08-2019, had granted 2,31,000 Nos. of options to the employees. The details are given below:

Name	No. of options granted	Vesting Period (ending)	Price per share – ₹	No. of options exercised	No. of options lapsed
Senior Managerial Personnel (Key Managerial Personnel)					
Shri.A.V.Dharmakrishnan Chief Executive Officer	1,00,000	31-12-2021	1.00	NIL	NIL
Shri.S.Vaithyanathan Chief Financial Officer	20,000	31-12-2021	1.00	NIL	NIL
Shri.K.Selvanayagam Secretary	14,500	31-12-2021	1.00	NIL	NIL
Other Employees					
Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year					
Shri.Balaji K Moorthy, Executive Director – Marketing	14,500	31-12-2021	1.00	NIL	NIL
Shri.M.Srinivasan, Executive Director – Operations	25,000	31-12-2021	1.00	NIL	NIL
Shri.R.Ramakrishnan, President – Marketing	14,000	31-12-2021	1.00	NIL	NIL
Shri.M.J.Sai Kumar, Sr. Vice President – HR	12,500	31-12-2021	1.00	NIL	NIL
Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	NIL	NIL	NIL	NIL	NIL

Employee Stock Option Scheme 2018 – Plan B (ESOS 2018 – PLAN B)

The Nomination and Remuneration Committee at its meeting held 07-08-2019, had granted 2,84,600 Nos. of options to the employees. The details are given below:

Name	No. of options granted	Vesting Period (ending)	Price per share – ₹	No. of options exercised	No. of options lapsed
Senior Managerial Personnel (Key Managerial Personnel)					
Shri.A.V.Dharmakrishnan Chief Executive Officer	1,00,000	31-12-2021	100.00	NIL	NIL
Shri.S.Vaithyanathan Chief Financial Officer	20,000	31-12-2021	100.00	NIL	NIL
Shri.K.Selvanayagam Secretary	14,500	31-12-2021	100.00	NIL	NIL
Other Employees					
Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year					
Shri.Balaji K Moorthy, Executive Director – Marketing	14,500	31-12-2021	100.00	NIL	NIL
Shri.M.Srinivasan, Executive Director – Operations	25,000	31-12-2021	100.00	NIL	NIL
Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	NIL	NIL	NIL	NIL	NIL

Table showing movement of options during the year:

Sl. No	Particulars	ESOS 2018 – Plan A	ESOS 2018 – Plan B
1	Number of options outstanding at the beginning of the year	Nil	Nil
2	Number of options granted during the year	2,31,000	2,84,600
3	Number of options forfeited / lapsed during the year	Nil	Nil
4	Number of options vested during the year	Nil	Nil
5	Number of options exercised during the year	Nil	Nil
6	Number of shares arising as a result of exercise of options	Nil	Nil
7	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	Nil	Nil
8	Loan repaid by the Trust during the year from exercise price received	NA	NA
9	Number of options outstanding at the end of the year	2,31,000	2,84,600
10	Number of options exercisable at the end of the year	Nil	Nil

Table showing other Details of ESOS during the year

1	Method of calculation of employee compensation cost	Fair Value, using Black Scholes Merton model																							
2	Fair value of the options for the year 2019-20 (using Black Scholes Merton model)	For PLAN A : ₹ 707.08 For PLAN B : ₹ 614.54																							
3	Difference between employee compensation cost so computed using the intrinsic value for expensing of the options computed at Sl. No. 1 above and the employee cost that shall have been recognized if fair value of options computed at Sl. No. 2 above is used	N.A																							
4	The impact of the difference mentioned in Sl. No. 3 above on profits and on EPS of the Company	N.A																							
5	Weighted-average exercise prices and Weighted-average fair values of options for options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted-average exercise price - ₹ 55.65 Weighted-average fair values of options - ₹ 656.00																							
6	Weighted average share price at the date of exercise	N.A																							
7	Range of Exercise Prices & Weighted Average remaining contractual life	<table border="1"> <thead> <tr> <th colspan="5">As at 31st March 2020</th> </tr> <tr> <th>Sl. No</th> <th>Particulars</th> <th>No. of Options Outstanding</th> <th>Range of Exercise Prices (₹)</th> <th>Weighted Average remaining contractual life (days)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>ESOS -2018 PLAN A</td> <td>2,31,000</td> <td>₹ 1/- per share</td> <td>128</td> </tr> <tr> <td>2</td> <td>ESOS -2018 PLAN B</td> <td>2,84,600</td> <td>₹ 100/- per share</td> <td>128</td> </tr> </tbody> </table>				As at 31 st March 2020					Sl. No	Particulars	No. of Options Outstanding	Range of Exercise Prices (₹)	Weighted Average remaining contractual life (days)	1	ESOS -2018 PLAN A	2,31,000	₹ 1/- per share	128	2	ESOS -2018 PLAN B	2,84,600	₹ 100/- per share	128
As at 31 st March 2020																									
Sl. No	Particulars	No. of Options Outstanding	Range of Exercise Prices (₹)	Weighted Average remaining contractual life (days)																					
1	ESOS -2018 PLAN A	2,31,000	₹ 1/- per share	128																					
2	ESOS -2018 PLAN B	2,84,600	₹ 100/- per share	128																					

Assumptions used during the year to estimate the fair value of options are given below:

1	Weighted Average Market price	₹ 710.90 per share
2	Weighted Average Exercise Price	₹ 55.65 per share
3	Weighted Average Stock Volatility	10%
4	Weighted Average Risk Free Interest Rate	7%
5	Weighted Average expected option life	352 days
6	Weighted Average expected dividends	0.42%
7	Methodology for determination of volatility	Expected Volatility is based on historical volatility of the observed market prices on National Stock Exchange up to the grant date.

On behalf of the Board of Directors,
For **THE RAMCO CEMENTS LIMITED**,

Chennai
19-06-2020

P.R.VENKETRAMA RAJA
Chairman & Managing Director