

## THE RAMCO CEMENTS LIMITED

### NOTICE TO THE MEMBERS

Notice is hereby given that the 56<sup>th</sup> Annual General Meeting of the Company will be held at 10.15 AM on Monday, the 28<sup>th</sup> July 2014 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Statement of Profit & Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March 2014 and the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To declare dividend for the year 2013-14.
3. To appoint Auditors and, if thought fit, to pass with or without modification the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED that M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants and M/s.CNGSN & Associates, Chartered Accountants be and are hereby jointly appointed as Auditors of the Company to hold Office from the conclusion of this Meeting till the conclusion of the 59<sup>th</sup> Annual General Meeting.

RESOLVED FURTHER that each of the Auditors shall be paid for the financial year 2014-15 and 2015-16 a remuneration of Rs.10,00,000/- (Rupees Ten lakhs only) per year, exclusive of out-of-pocket expenses and for the financial year 2016-17, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee.”

#### SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that Article 119A, of the Articles of Association of the Company, be amended as follows:

119A. The Board of Directors may appoint one or more amongst them including the Chairman of the Board as Managing Director of the Company to carry on the management of the business and affairs of the Company on such terms and conditions including remuneration as the Board may, from time to time determine, subject to the approval of the shareholders, in accordance with the provisions of Schedule V read with Sections 196 and 197 of the Companies Act, 2013 and the Rules in force.”

5. To consider and, if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that pursuant to Section 152 of the Companies Act, 2013, Shri.P.R.Ramasubrahmaneya Rajha, Chairman & Managing Director, in respect of whom the Company has received a notice in writing from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director liable to retire by rotation.



RESOLVED FURTHER that pursuant to Sections 196, 197 and 203 and any other applicable provisions and the Rules thereunder, read with Schedule V of the Companies Act, 2013 and on the terms and conditions of appointment as contained in the draft agreement, approval of the Company be and is hereby accorded to the appointment of Shri.P.R.Ramasubrahmaneya Rajha (DIN 00331357) as Chairman & Managing Director of the Company for a period of 3 years with effect from 01-04-2014, at a remuneration equivalent to 5% of the net profits of the Company.

RESOLVED FURTHER that the Nomination and Remuneration Committee be and is hereby authorised to fix the quantum and periodicity of the remuneration payable to the Managing Director subject however the annual remuneration does not exceed 5% of the net profits of the Company in an accounting year.

RESOLVED FURTHER that where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, the Chairman & Managing Director shall be paid remuneration as approved by the Nomination and Remuneration Committee which shall not exceed the maximum remuneration as permissible under Section II, Part II of Schedule V of the Companies Act, 2013.”

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, the appointment of Shri.R.S.Agarwal (DIN 00012594), Director of the Company who is liable to retire by rotation and in respect of whom the Company has received a notice in writing from a Member, proposing his candidature for the office of Director, as an Independent Director of the Company to hold office for 5 consecutive years from 01-04-2014 to 31-03-2019 be and is hereby approved.”

7. To consider and, if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, the appointment of Shri.M.B.N.Rao (DIN 00287260), Director of the Company who is liable to retire by rotation and who is retiring at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member, proposing his candidature for the office of Director, as an Independent Director of the Company to hold office for 5 consecutive years from 01-04-2014 to 31-03-2019 be and is hereby approved.”

8. To consider and, if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to Section 149, 152 and such other provisions as applicable, of the Companies Act, 2013 and the Rules thereunder, the appointment of Shri.M.M.Venkatachalam (DIN 00152619), Director of the Company who has been appointed as an Additional Director and holds office until this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member, proposing his candidature for the office of Director, as an Independent Director of the Company to hold office for 5 consecutive years from 01-04-2014 to 31-03-2019 be and is hereby approved.”

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9. To consider and, if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that subject to the approval of the Financial Institutions/Banks, in supersession of the resolution passed at the Annual General Meeting held on 2<sup>nd</sup> August 2010 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time any sum or sums of money which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the maximum amount of moneys so outstanding, shall not at any time exceed Rs.5,000 Crores (Rupees Five thousand crores only).”

10. To consider and, if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that pursuant to Rule 5 (2) of Companies (Management and Administration) Rules, 2014, the Register of Members and other Registers, Returns required to be maintained by the Company under Section 94 of the Companies Act, 2013, may be maintained at the Company’s Corporate Office at “Auras Corporate Centre”, No:98-A, Dr.Radhakrishnan Salai, Mylapore, Chennai – 600 004, with effect from 1<sup>st</sup> August 2014.”

Chennai  
21-06-2014

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

### NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto.
2. A member entitled to attend at the meeting is entitled to appoint a Proxy to attend instead of himself and the Proxy need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 22-07-2014 to 28-07-2014 (both days inclusive).
4. A Dividend of Rs.1/- per share has been recommended by the Board of Directors for the year ended 31-03-2014 and subject to the approval of the Shareholders at the ensuing Annual General Meeting, is proposed to be paid in



respect of shares held in physical form to the shareholders whose names appear in the Register of Members as on 28-07-2014 and in respect of shares held in electronic form to the beneficial owners whose names appear in the list furnished by the Depositories for this purpose as on 21-07-2014. The dividend is proposed to be paid on and from the date of Annual General Meeting.

5. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend. Accordingly, dividend will be credited through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company is in compliance with SEBI's directive in this regard.
6. Under the provisions of Section 124 (5) of the Companies Act, 2013, dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund of the Central Government. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are:

Year	Type of Dividend	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Due Date for Transfer to IEP Fund
2006-07	Final Dividend	27-07-2007	26-07-2014	24-08-2014
2007-08	1 <sup>st</sup> Interim Dividend	23-10-2007	22-10-2014	20-11-2014
	2 <sup>nd</sup> Interim Dividend	31-01-2008	30-01-2015	28-02-2015
	Final Dividend	11-08-2008	10-08-2015	08-09-2015
2008-09	Interim Dividend	29-01-2009	28-01-2016	26-02-2016
	Final Dividend	05-08-2009	04-08-2016	02-09-2016
2009-10	Interim Dividend	27-10-2009	26-10-2016	24-11-2016
	Final Dividend	02-08-2010	01-08-2017	31-08-2017
2010-11	Dividend	10-08-2011	09-08-2018	07-09-2018
2011-12	Interim Dividend	21-03-2012	20-03-2019	18-04-2019
	Final Dividend	02-08-2012	01-08-2019	30-08-2019
2012-13	1 <sup>st</sup> Interim Dividend	05-11-2012	04-11-2019	02-12-2019
	2 <sup>nd</sup> Interim Dividend	13-02-2013	12-02-2020	12-03-2020
	Final Dividend	29-07-2013	28-07-2020	26-08-2020

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7. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2013-14 are being sent to all the members whose E-mail IDs are registered with the Company / Depository Participant(s). Physical copy of the Notice together with the Annual Report are being sent in permitted mode, to members for whom the E-Mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website – [www.ramcocements.in](http://www.ramcocements.in) for their download.
8. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not got their E-Mail IDs recorded are requested to register their E-mail address and changes therein with the Company in respect of physical shares and with Depository Participants in respect of dematerialised shares.

Chennai  
21-06-2014

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



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

### Item No.4

As per Section 203 (1) of the Companies Act, 2013, the Articles of Association of the Company should specifically enable for appointment of Managing Director of the Company as Chairperson of the Company as well. As the Company's Articles of Association does not contain this provision, it is proposed to amend the Articles of Association to incorporate such an enabling provision, as mentioned in the Resolution. As per Section 14 of the Companies Act, 2013, alteration of the Articles of Association requires the approval of the Members by way of a Special Resolution.

### Disclosure of Interest:

Shri.P.R.Ramasubrahmaneya Rajha (DIN 00331357) is deemed to be interested in the Resolution as alteration of Articles of Association is to enable him to be the Company's Chairman and Managing Director.

Shri.P.R.Venketrama Raja is related to Shri.P.R.Ramasubrahmaneya Rajha.

No other Director or Key Managerial Personnel or any of their relatives are deemed to be interested in this Resolution.

### Item No.5

Shri.P.R.Ramasubrahmaneya Rajha (DIN 00331357) was first appointed as Managing Director of the Company on 02-04-1970. At that time, the Company's net worth was Rs.1.93 Crores and the turnover was Rs.2.70 Crores, with Ramasamy Raja Nagar as the only unit for the Company with a capacity of 2 lacs tonnes per annum. Under his leadership, the Company has now grown with Cement Plants at 5 different locations in three States with an aggregate grinding capacity of 12.49 million tonnes per annum and with diversification in Wind Energy, Ready Mix and Dry Mix products. The Company's net worth has increased to Rs.2,482 Crores with a turnover of Rs.3,769 Crores. The Company has a record of consistent profit and declaration of dividend. The Company has grown to be the largest cement manufacturer in South India and one of the most profitable companies in the Cement Industry.

Shri.P.R.Ramasubrahmaneya Rajha was reappointed as Managing Director of the Company by the Board of Directors at their meeting held on 29-05-2009 and by the shareholders at the Annual General Meeting held on 05-08-2009 for a further period of 5 years from 02-04-2010 to 01-04-2015 pursuant to Article 119A of the Articles of Association of the Company and in accordance with the provisions of Section 269 read with Schedule XIII and other applicable provisions of the Companies Act, 1956.

It is now proposed to have his appointment approved by the shareholders under the provisions of the Companies Act, 2013 in lieu of his earlier appointment. The appointment is for a period of 3 years starting from 01-04-2014 to 31-03-2017.

### Terms of Remuneration:

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

The proposed appointment and the payment of remuneration has been approved by the Remuneration Committee (subsequently renamed as Nomination and Remuneration Committee) at its meeting held on 21-05-2014 and by the Board of Directors at their meeting held on 22-05-2014.

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

As the Managing Director had attained the age of 70 years, his reappointment is proposed to be passed as a Special Resolution and hence approval of the Central Government is not required in this regard also.

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

Shri.P.R.Ramasubrahmaneya Rajha holds 37,84,340 shares in The Ramco Cements Limited.

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

No	Name of the Company	Nature of interest
1	The Ramco Cements Limited	Chairman
2	Rajapalayam Mills Limited	Chairman
3	The Ramaraju Surgical Cotton Mills Limited	Chairman
4	Ramco Industries Limited	Chairman
5	Ramco Systems Limited	Chairman
6	Thanjavur Spinning Mill Ltd.	Chairman
7	Sri Vishnu Shankar Mill Limited	Chairman
8	Madras Chipboard Limited	Chairman
9	Sandhya Spinning Mill Limited	Chairman
10	Sudharsanam Investments Limited	Chairman
11	Sri Harini Textiles Limited	Chairman
12	Shri Harini Media Limited	Director
13	Rajapalayam Textile Limited	Director
14	The Rajapalayam Chamber of Commerce & Industry	Director
15	Ramco Management Private Ltd.	Chairman
16	Sri Sandhya Farms (India) Private Limited	Director
17	Ramamandiram Agricultural Estate Private Limited	Director
18	Nalina Agricultural Farms Private Limited	Director
19	Nirmala Shankar Farms & Estates Pvt Ltd.	Director
20	Sri Saradha Deepa Farms Private Limited	Director
21	RCDC Securities and Investments Private Limited	Director
22	Sri Nithyalakshmi Farms Pvt Ltd.	Director
23	Ram Sandhya Farms Private Ltd.	Director
24	Ramco Systems Corporation - USA	Director
25	Sri Ramco Lanka (Private) Limited – Sri Lanka	Director
26	Sri Ramco Roofings Lanka Private Limited – Sri Lanka	Director

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



No	Name of the Company	Name of the Committee	Position
1	The Ramco Cements Limited	Project Management Committee	Chairman
2	The Ramco Cements Limited	Investors Grievance Committee	Member
3	The Ramco Cements Limited	Share/Debenture Committee	Chairman
4	Ramco Industries Limited	Investors Grievance Committee	Chairman
5	Ramco Industries Limited	Share Transfer Committee	Chairman
6	Ramco Systems Limited	Shareholders Committee	Chairman
7	Ramco Systems Limited	Compensation Committee	Member
8	Rajapalayam Mills Limited	Share Transfer Committee	Chairman
9	Rajapalayam Mills Limited	Investors Grievance Committee	Chairman
10	The Ramaraju Surgical Cotton Mills Limited	Share Transfer Committee	Chairman
11	Sandhya Spinning Mill Limited	Share Transfer Committee	Chairman
12	The Ramaraju Surgical Cotton Mills Limited	Shareholders / Investors Grievance Committee	Chairman
13	Thanjavur Spinning Mill Limited	Remuneration Committee	Chairman
14	Sri Harini Textiles Limited	Share Transfer Committee	Chairman

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

The Notice together with this Statement may be regarded as a disclosure under Clause 49 of the Listing Agreement.

I. General Information:

1	Nature of Industry	Cement
2	Date of Commencement of Business	31-07-1957
3	Financial performance based on given indicators	

Year	Turnover – Rs. in crores	Net Profit – Rs. in crores	Dividend per share – in Rs.
2012-13	3,872.66	403.65	3.00
2011-12	3,256.58	385.11	2.50
2010-11	2,644.69	210.98	1.25

4	Foreign investments or collaborations, if any	NIL
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### II. Information about the appointee:

1	Background Details	Shri. P.R.Ramasubrahmaneya Rajha is a Promoter and Chairman & Managing Director.
2	Past Remuneration	He has been paid a remuneration @ 5% of the net profits of the Company.
3	Recognition or awards	Has won several recognitions and awards
4	Job profile and his suitability	Overall in-charge for Management of the affairs of the Company.
5	Remuneration proposed	5% of the net profits of the Company and in case of inadequacy of profits, maximum permissible remuneration, in accordance with Schedule V of the Companies Act, 2013.
6	Comparative Remuneration profile	Remuneration is comparable with respect to industry, size of the Company, profile of the position and person.
7	Relationship with managerial personnel	He is related to Shri.P.R.Venketrama Raja, Director of the Company.

### III. Other Information:

1	Reasons for loss or inadequate profits	Not applicable, as the Company is continuously making profits.
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

### IV. Disclosures: As required, the information are provided under Corporate Governance Section.

#### Item No.6

Shri.R.S.Agarwal (DIN 00012594) is a Non-Executive Independent Director of the Company.

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.

He is also the Chairman of the Audit Committee and Remuneration Committee (subsequently renamed as Nomination and Remuneration Committee) of the Company.



He is a Member in the Board of Directors of the following Companies:-

1	Ramco Industries Limited	6	Elegant Marbles & Grani Industries Ltd.
2	Ramco Systems Limited	7	Videocon Industries Ltd.
3	Surya Lakshmi Cotton Mills Ltd.	8	Loop Mobile (India) Limited
4	Surya Lata Spinning Mills Ltd.	9	Liberty Videocon General Insurance Company Limited
5	GVK Jaipur Expressway Pvt. Ltd.		

He is also a Member in the following Committees

Name of the Company	Name of the Committee	Position
Ramco Industries Limited	Audit Committee	Chairman
	Remuneration Committee	Chairman
Surya Lakshmi Cotton Mills Ltd.	Audit Committee	Member
Surya Lata Spinning Mills Ltd.	Audit Committee	Member
GVK Jaipur Expressway Pvt Ltd.	Audit Committee	Member
Elegant Marbles & Grani Industries Ltd.	Audit Committee	Member
Videocon Industries Ltd.	Audit Committee	Chairman

He holds no shares in The Ramco Cements Limited.

Shri.R.S.Agarwal is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri.R.S.Agarwal being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for 5 consecutive years from 01-04-2014 to 31-03-2019. In the opinion of the Board, Shri.R.S.Agarwal fulfils the conditions specified in the Act and the Rules made thereunder and that he is independent of the Management.

A copy of the draft letter of appointment for Shri.R.S.Agarwal as an Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Disclosure of Interest:

Except Shri.R.S.Agarwal, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice and this Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

#### Item No.7

Shri.M.B.N.Rao (DIN 00287260) is a Non-Executive Independent Director of the Company.

Shri.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.

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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.

He is a Member in the Board of Directors of the following Companies:-

1	Ramco Industries Limited	10	Aircel Cellular Limited
2	EID Parry (India) Limited	11	Dishnet Wireless Limited
3	Taj GVK Hotels and Resorts Limited	12	CRISIL Risk and Infrastructure Solutions Limited
4	Electro Steel Castings Limited	13	Nuziveedu Seeds Limited
5	Aircel Limited	14	Lanco Power Limited
6	Apollo Munich Health Insurance Company Limited	15	Franklin Templeton Asset Management (India) Pvt. Ltd.
7	Lanco Amarkantak Power Limited	16	MMTC - PAMP India Pvt. Ltd.
8	Indian Clearing Corporation Limited	17	Mandava Holdings Pvt. Ltd.
9	Cholamandalam Investment and Finance Company Limited	18	BFSI Sector Skill Council of India

He is also a Member in the following Committees:-

Name of the Company	Name of the Committee	Position
Cholamandalam Investment and Finance Company Limited	Audit Committee	Member
	Business Committee	Member
	Risk Management Committee	Member
	Compensation & Nomination Committee	Member
EID Parry (India) Limited	Audit Committee	Chairman
	Risk Management Committee	Chairman
	Compensation & Nomination Committee	Member
Apollo Munich Health Insurance Company Limited	Audit Committee	Chairman
Lanco Amarkantak Power Limited	Audit Committee	Chairman
Electro Steel Castings Limited	Audit Committee	Member
	Banking & Finance Committee	Member
TAJ GVK Hotels and Resorts Limited	Audit Committee	Member
Nuziveedu Seeds Limited	Audit Committee	Member
	IT Committee	Member
Lanco Power Limited	Audit Committee	Member
Ramco Industries Limited	Audit Committee	Member



Name of the Company	Name of the Committee	Position
Indian Clearing Corporation Limited	Audit Committee	Chairman
	Committee of Board to advise on USE and BOISL	Member
	Risk Management Committee	Member
	Public Interest Directors Committee	Member
	Membership Selection Committee	Member
	Investment Committee	Chairman
	Independent Oversight Committee on Membership Regulations	Member
	Ethics Committee	Member
	Investor Services Committee	Member
	Grievance Redressal Committee	Member

He holds no shares in The Ramco Cements Limited.

Shri.M.B.N.Rao is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri.M.B.N.Rao being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for 5 consecutive years from 01-04-2014 to 31-03-2019. In the opinion of the Board, Shri.M.B.N.Rao fulfils the conditions specified in the Act and the Rules made thereunder and that he is independent of the Management.

A copy of the draft letter of appointment for Shri.M.B.N.Rao as an Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Disclosure of Interest:

Except Shri.M.B.N.Rao, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice and this Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

#### **Item No.8**

Shri.M.M.Venkatachalam (DIN 00152619) is a Non-Executive Independent Director of the Company.

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.

Shri.M.M.Venkatachalam was appointed as an Additional Director by the Board of Directors of the Company on 23-10-2013. He holds office till the date of the Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri.M.M.Venkatachalam being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for 5 consecutive years from 01-04-2014 to 31-03-2019. In the opinion of the Board, Shri.M.M.Venkatachalam fulfils the conditions specified in the Act and the Rules made thereunder and that he is independent of the Management.

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He is also a Director in the following Companies:-

1	Ramco Systems Limited	9	M.M.Muthiah Sons Private Limited
2	Ambadi Enterprises Limited	10	M.M.Muthiah Research Foundation
3	USV Limited	11	Ambadi Investments Private Limited
4	Coromandel International Limited	12	New Ambadi Estates Private Limited
5	Coromandel Engineering Company Limited	13	Ootacamund Club
6	Parry Agro Industries Limited	14	Alampara Hotels and Resorts Private Limited
7	Sabero Organics Gujarat Limited	15	Parry Murray and Company Furnishings & Floor Coverings (India) Private Limited
8	Polutech Limited		

He is also a Member in the following Committees:-

Name of the Company	Name of the Committee	Position
Ramco Systems Limited	Audit Committee	Chairman
Coromandel International Limited	Audit Committee	Member
The Ramco Cements Limited	Audit Committee	Member
	Remuneration Committee	Member

He holds no shares in The Ramco Cements Limited.

A copy of the draft letter of appointment for Shri.M.M.Venkatachalam as an Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Disclosure of Interest:

Except Shri.M.M.Venkatachalam, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice and this Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

### Item No.9

The Members of the Company at the Annual General Meeting held on 02-08-2010 have passed an Ordinary Resolution, permitting the Company to borrow such that the maximum outstanding amount shall not, at any time exceed Rs.5,000 crores, under Section 293(1)(d) of the Companies Act, 1956.

As per Circular No.4/2014 dated 25-03-2014, issued by Ministry of Corporate Affairs, the validity of the resolution is restricted upto 11-09-2014.

Under Section 180(1)(c) of the Companies Act, 2013, the Board of Directors are entitled to borrow in excess of the Company's Paid-up Capital and Free Reserves, with the consent of the Members by way of Special Resolution. Accordingly, approval is sought from Members by way of Special Resolution to authorise the Board of Directors to borrow such that the maximum outstanding, shall not at any time exceed Rs.5,000 crores.

As provided under Section 180(1)(c) of the Companies Act, 2013, the limit is exclusive of loans repayable on demand or within six months from the date of the loan such as short term, cash credit, discounting of bills and other short term loans of seasonal character.



Your Directors recommend the resolution for your approval.

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

**Item No.10**

The Register of Members is presently required to be maintained in the Registered Office. In terms of Rule 5 (2) of Companies (Management and Administration) Rules, 2014, the Register of Members and other Registers, Returns required to be maintained under Section 94 of the Companies Act, 2013, can be maintained at any other place in India, in which more than one-tenth of total members reside, if so authorised by way of a Special Resolution. It is proposed to maintain these registers at the Company's Corporate Office at Chennai, since more than 10% of the members reside in Chennai.

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

Chennai  
21-06-2014

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