



"Auras Corporate Centre" II & VI Floor  
98A, Dr. Radhakrishnan Road,  
Post Box No. 2949, Mylapore,  
Chennai - 600 004.

Phone : 91- 44 - 2847 8585

Fax : 91- 44 - 2847 8597

CIN No. L26943TN1965PLC005297

Ref.No. Reg.27(2)/Q3/2015-16  
14.1.2016

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051  
Scrip Code: RAMCOIND EQ

Corporate Relationship Department  
BSE Limited  
Floor 25, "P.J.Towers"  
Dalal Street  
Mumbai - 400 001  
Scrip Code: 532369

Dear Sir,

**Sub : Compliance under Reg. 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – reg.**

In compliance of Reg. 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Corporate Governance Report for the Quarter ended 31<sup>st</sup> December, 2015.

Kindly acknowledge receipt.

Thanking you

Yours faithfully  
For RAMCO INDUSTRIES LIMITED

S. Balamurugasundaram  
Company Secretary & SGM(Legal)

Encl.: as above

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : **Ramco Industries Limited**

2. Quarter ending : 31-12-2015

### **I. Composition of Board of Directors**

Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity  (Refer regulations 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity  (Refer regulations 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Shri P.R.Ramasubrahmaneya Rajha	AFGPP3492N & 00331357	Chairperson - Non –Executive	27.1.1965		4	5	4
Shri P.R.Venketrama Raja	AAYPV5127H & 00331406	Executive	9.3.1992		4	6	1
Shri S.S.Ramachandra Raja	ABNPR9328J & 00331491	Non-Executive	25.6.1992		2	1	0
Shri K.T. Ramachandran	AAEPR4452P & 00351334	Independent	28.4.1986	5 Years	1	1	0
Shri N.K. Shrikantan Raja	AHUPS0284R & 00350693	Non-Executive	28.4.1986		1	3	0
Shri R.S. Agarwal	AABPA5381R & 00012594	Independent	23.10.2008	5 Years	4	5	3
Shri V. Santhanaraman	AABPS1322C & 00212334	Independent	1.10.2014	5 Years	3	4	0
Smt. Justice Chitra Venkataraman	AACPC5234G & 07044099	Independent	24.3.2015	5 Years	3	1	0

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



<b>II Composition of Committees</b>		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Shri R.S. Agarwal Shri K.T. Ramachandran Smt. Justice Chitra Venkataraman	Chairperson - Independent Member – Independent Member - Independent
2. Nomination & Remuneration Committee	Shri R.S. Agarwal Shri K.T. Ramachandran Shri N.K. Shrikantan Raja	Chairperson - Independent Member – Independent Member - Non-Executive
3. Risk Management Committee (if applicable)	Shri P.R. Venketrama Raja Shri Prem G Shanker	Chairperson - Executive Member - CEO
4. Stakeholders Relationship Committee	Shri P.R. Ramasubrahmaneya Rajha Shri P.R. Venketrama Raja	Chairperson – Non Executive Member – Executive

<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
5-08-2015	6-11-2015	93

<b>IV. Meeting of Committees : Audit Committee</b>			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
5-11-2015	Yes (Out of the 3 Independent Directors, 2 Independent Directors were present)	5-08-2015	92

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions</b>	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audi Committee	Yes

Note

1. In the column "Compliance Status", Compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.



## VI. Affirmations

1. The Composition of Board of Directors is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 - YES
2. The Composition of the following committees is in terms of SEBI(Listing Obligations and disclosure requirements) Regulations, 2015 - YES
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship committee
  - d. Risk Management Committee (Applicable to the top 100 listing entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations, 2015. - YES
4. The meetings of Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: N.A.

Thanking you

Yours faithfully

For **RAMCO INDUSTRIES LIMITED**



**S. BALAMURUGASUNDARAM**  
**COMPANY SECRETARY & SR. GM (LEGAL)**