

REPORT ON CORPORATE GOVERNANCE

Pursuant to Schedule V C of SEBI (LODR) Regulations, 2015

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Since inception, Ramco Industries Limited assiduously follows its self-determined goals on Corporate Governance. It strives to achieve these objectives through set of systems procedures, Policies, Practices and high standards in dealings and following business ethics in all its activities. The objective of the Company is to protect and enhance the value of all stakeholders of the Company viz. Shareholders, Creditors, Customers and employees.

The Company believes in continuous up-gradation 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 Organization.

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 Organization grows, the society and the community around it should also grow.

2. BOARD OF DIRECTORS

The Board of Directors of the Company is headed by the Chairman, Shri P.R. Venketrana Raja. Shri P.V. Abinav Ramasubramaniam Raja is the Managing Director. The Board consists of eminent persons with considerable professional expertise in various fields such as Administration, Banking, Law, Finance, Engineering, Information Technology, Audit etc. The Board had 8 Directors as on 31.03.2021 out of which 7 Directors were Non-Executive, including 4 Independent Directors. Independent Directors constitute 50% of the total strength of the Board of Directors as required under the Code of Corporate Governance. There are no pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the Company. The Board reviews and approves strategy and oversees the actions and performance of the Management periodically for enhancing the stakeholders' value.

In accordance with Clause C(h)(i) and (ii) of Schedule V read with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [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.

- * Building Products Processing Technology
- * Textile Technology
- * 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 62 years, holds a Bachelor's Degree in Chemical Engineering from University of Madras and Masters in Business Administration from the University of Michigan, USA. He has been on the Board of the Company since 1992. 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 1992.

Skill/Expertise/Competency	Building Products Processing Technology, Textile Technology, Expert knowledge in Information Technology, Strategy Management, Business Management and Industrial Relationship Management
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Names of the listed entities in which Shri P.R. Venketrama Raja is a Director and his category of Directorship:

Name of the Company	Category of Directorship
The Ramco Cements Limited	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 P.V. ABINAV RAMASUBRAMANIAM RAJA

Shri P.V. Abinav Ramasubramaniam Raja aged 27 years, Managing Director, has Bachelor's degree in Science - Industrial Engineering from Northwestern University, Evanston, USA. He has been on the Board of the Company since June, 2017.

Skill/Expertise/Competency	Industrial Engineering, Strategy Management, Business Management and Information Technology
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Names of the listed entities in which Shri P.V. Abinav Ramasubramaniam Raja is a Director and his category of Directorship:

Name of the Company	Category of Directorship
Rajapalayam Mills Limited	Non Executive & Non Independent
Ramco Systems Limited	Whole Time Director & 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 Ramco Industries Limited since 2008.

Skill / Expertise / Competency	Banking and Financial Management, Project Management
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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
The Ramco Cements Limited	Non-Executive & Independent
Ramco Systems Limited	Non-Executive & Independent
Suryalakshmi Cotton Mills Limited	Non-Executive & Independent

SHRI S.S. RAMACHANDRA RAJA

Shri. S.S. Ramachandra Raja, a Science Graduate and has been Director of the Company since 1992 extending valuable guidance.

Skill / Expertise / Competency	Textile Technology Business Management
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Name of the listed entity in which Shri S.S. Ramachandra Raja is a Director and his category of Directorship:

Name of the Company	Category of Directorship
Rajapalayam Mills Limited	Non-Executive & Non-Independent

SHRI N.K. SHRIKANTAN RAJA

Shri N.K. Shrikantan Raja, a Commerce graduate, has been Director of the Company since 1986 extending valuable guidance.

Skill / Expertise / Competency	Textile Technology Business Management
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Names of the listed entity in which Shri N.K. Shrikantan Raja is a Director and his category of Directorship:

Name of the Company	Category of Directorship
The Ramaraju Surgical Cotton Mills Ltd.	Non-Executive & Non-Independent

SHRI V. SANTHANARAMAN

Shri V. Santhanaraman holds degree in Commerce and completed CAIIB. He has served in the Banking Sector for the past four decades from 1970 to 2009. He was appointed as Probationary Officer in the year 1970 in Indian Bank and held various positions and appointed as General Manager in the year 1998 and held that position till 2006. He was appointed as Executive Director of Bank of Baroda in October, 2006 and retired in August 2009. He has been on the Board of Ramco Industries since 2014.

Skill / Expertise / Competency	Banking and Financial Management, Risk Management including Foreign Exchange Management
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Names of the listed entities in which Shri V. Santhanaraman is a Director and his category of Directorship:

Name of the Company	Category of Directorship
Rajapalayam Mills Ltd.	Non-Executive & Independent Director
The Ramaraju Surgical Cotton Mills Ltd.	Non-Executive & Independent Director

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 Ramco Industries 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
The Ramco Cements Limited	Non-Executive & Independent
Lakshmi Machine Works Limited	Non-Executive & Independent

SHRI SUBRAMANIAN SURESH

Shri Subramanian Suresh is a Fellow Member of the Institute of Chartered Accountants of India and is a Bachelor of Commerce graduate from Shriram College of Commerce, University of Delhi.

Shri Subramanian Suresh has over the past 36 years gained wide experience in auditing and accounting profession having worked with many of the big 4 accounting firms in India.

During his career, he was the lead audit partner on various clients (both Indian as well as multinational corporations). He is experienced in carrying out audits under various GAAPs and has also performed various audit related services. He has strong understanding and knowledge of accounting requirements and complexities across several industry segments having led or been involved in audit and other engagements of national and multinational corporations.

He has been appointed as an Additional Director on 20th September, 2020.

Skill / Expertise / Competency	Finance & Accounting Outsourcing, Accounting Standards, Financial Reporting
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SHRI AJAY BHASKAR BALIGA

Shri Ajay Bhaskar Baliga is a B.Tech in Chemical Engineering from the University of Madras and started his career as an Engineering Trainee in Shaw Wallace & Co in 1981. He is a veteran supply chain and manufacturing professional having over 38 years' experience in the Alco Beverages Industry.

He has been appointed as an Additional Director on 27th July, 2021.

Skill / Expertise / Competency	General Management, Supply, Procurement & Sourcing, Regulatory & Compliance, Innovation & Renovation, Operations Excellence, Technical, Projects & Acquisitions within the Indian and global space.
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Name of the listed entity in which Shri Ajay Bhaskar Baliga is a Director and his category of Directorship:

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

The Board of Directors have confirmed at the Meeting held on 24.5.2021 that all the above Independent Directors fulfil the conditions specified in LODR and are independent of the management.

During the year under review, Shri K.T. Ramachandran, Independent Director resigned from the Board on 31.08.2020. Shri Subramanian Suresh, Independent Director resigned from the Board on 30.05.2021.

All the Independent Directors have registered themselves with the Independent Directors Data Bank, as required under Rule 6 of Companies (Appointment & Qualification of Directors) Rules, 2014 and exempted from passing the online proficiency self-assessment test, conducted by The Indian Institute of Corporate Affairs.

During the year under review, five Board Meetings were held, one each on 19.6.2020, 7.8.2020, 3.11.2020, 2.2.2021 and 12.3.2021.

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

Sl. No	Name of the Director	Directorship*	No. of Board Meetings attended	Attendance at last AGM held on 07-09-2020
1.	Shri P.R. Venketrama Raja (Chairman from 4-06-2017) (VCMD upto 03-06-2017) DIN : 00331406	P & NE	5	Yes
2.	Shri.P.V.Abinav Ramasubramaniam Raja Managing Director (from 04-06-2017) DIN : 07273249	P&E	5	Yes
3.	Shri S.S. Ramachandra Raja DIN : 00331491	NE	5	Yes
4.	Shri N.K. Shrikantan Raja DIN : 00350693	NE	5	Yes
5.	Shri K.T. Ramachandran ** DIN : 00351334	NE & ID	2	No

Sl. No	Name of the Director	Directorship*	No. of Board Meetings attended	Attendance at last AGM held on 07-09-2020
6.	Shri R.S. Agarwal DIN : 00012594	NE & ID	5	Yes
7.	Shri V. Santhanaraman DIN : 00212334	NE & ID	5	Yes
8.	Smt. Justice Chitra Venkataraman DIN : 07044099	NE & ID	5	Yes
9.	Shri Subramanian Suresh *** DIN :	NE & ID	3	No

* P- Promoter; E- Executive ; NE - Non-Executive; ID - Independent Director

** Resigned from the Board on 31.8.2020

*** Inducted into the Board on 20.9.2020 and resigned on 30.5.2021

Other Directorships

The Number of other Boards or Board Committees in which the Director is a Member or Chairperson as on 31-03-2021 is given below:

No	Name of the Director	Other Directorships *	Committee Positions **	
			Chairperson	Member
1.	Shri P.R. Venketrama Raja	8	4	1
2.	Shri.P.V.Abinav Ramasubramaniam Raja	2	0	1
3.	Shri S.S. Ramachandra Raja	1	0	1
4.	Shri N.K. Shrikantan Raja	6	3	2
5.	Shri R.S. Agarwal	3	1	2
6.	Shri K.T. Ramachandran	0	0	0
7.	Shri V. Santhanaraman	2	0	0
8.	Smt Justice Chitra Venkataraman (Retd.)	2	0	3
9.	Shri Subramanian Suresh	0	0	0

* Public Limited Companies, other than Ramco Industries Limited.

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

Disclosure of relationships between directors inter-se

Shri P.R. Venketrama Raja, Chairman is the father of Shri P.V. Abinav Ramasubramaniam Raja, Managing 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 http://www.ramcoindltd.com/boards_of_directors.html

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://www.ramcoindltd.com/Policies.html>.

The minimum information to be placed before the Board of Directors at their meeting, as specified in Part A of Schedule II of SEBI (LODR) Regulations, 2015 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:

The Audit Committee consists of the following Directors:

Sl. No.	Name of the Director	No. of Meetings attended
1.	Shri R.S. Agarwal, Chairman of the Committee	5
2.	Shri P.R. Venketrama Raja	5
3.	Shri K.T. Ramachandran *	2
4.	Smt. Justice Chitra Venkataraman (Retd.)	5
5.	Shri V. Santhanaraman **	2

* Resigned from the Board on 31.8.2020

** Inducted into the Committee on 3.11.2020

No. of Meetings held during the year : Five

Date of Meetings : 19.6.2020, 7.8.2020, 3.11.2020, 2.2.2021 and 12.3.2021.

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.

Out of four members, three members of the Audit Committee are Independent Directors in compliance with the requirement 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 Nomination and Remuneration 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 Nomination and Remuneration Policy are available at Company’s website at the following link at <http://www.ramcoindltd.com/Policies.html>

Composition:

The Nomination and Remuneration Committee consists of the following Directors:

Sl. No.	Name of the Director	No. of Meetings attended
1.	Shri R.S. Agarwal, Chairman of the Committee	1
2.	Shri K.T. Ramachandran *	1
3.	Shri N.K. Shrikantan Raja	1
4.	Shri V. Santhanaraman **	-

* Resigned from the Board on 31.8.2020

** Inducted into the Committee on 12.9.2020

No. of Meetings held during the year : one

Date of the Meeting : 19.6.2020

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 Director at the Board and Committee Meetings, which shall be taken into account at the time of reappointment of respective Independent Director.

5. REMUNERATION OF DIRECTORS

The Directors are paid Sitting Fee of ₹ 40,000/- per meeting for attending the Board and Committees thereof.

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

Shri P.V. Abinav Ramasubramaniam Raja, had been appointed as Managing Director of the Company for a period of five years with effect from 4.6.2017 by the Shareholders at their AGM held on 4.8.2017 at a remuneration equivalent to 5% of the net profits of the Company or M/s. Ramco Systems Limited (RSL) whichever is higher, by way of monthly salary, allowances, other perquisites / benefits and commission or in any other combination as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and fixed the maximum remuneration payable to Shri P.V. Abinav Ramasubramaniam Raja which shall not exceed 3% of net profits of either RIL or RSL whichever is higher, for first 2 years.

The details of remuneration paid for the Financial Year 2020-21 are as follows :-

Name of the Director	(₹ In lacs)			No. of Shares held
	Sitting Fee	Remuneration	Commission	
Shri P.R. Venketrama Raja	5.20	Nil	Nil	62,20,655
Shri.P.V.Abinav Ramasubramaniam Raja	2.80	824.63		40,000
Shri S.S. Ramachandra Raja	2.00	Nil	Nil	4,07,680
Shri N.K. Shrikantan Raja	2.80	Nil	Nil	55,140
Shri K.T. Ramachandran	2.00	Nil	Nil	4,47,171
Shri R.S. Agarwal	5.60	Nil	Nil	Nil
Shri V. Santhanaraman	3.20	Nil	Nil	Nil
Smt. Justice Chitra Venkataraman (Retd.)	4.80	Nil	Nil	Nil
Shri Subramanian Suresh *	1.60	Nil	Nil	Nil

The complete details of remuneration paid to Directors are given in Form MGT-9, which has been placed in the website of the Company and the weblink for the same has been disclosed in the Board's Report.

* resigned with effect from 30.5.2021

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition and Attendance of the Stakeholders Relationship Committee:

The Stakeholders Relationship Committee consists of the following Directors:

Sl. No.	Name of the Director	No. of Meeting attended
1.	Shri P.R. Venketrama Raja, Chairman of the Committee	1
2.	Shri N.K. Shrikantan Raja	1
3.	Smt. Justice Chitra Venkataraman (Retd.)	1

Name of Non-Executive Director heading the Committee	Shri P.R. Venketrama Raja
Name and Designation of Compliance Officer	Shri S. Balamurugasundaram, Company Secretary & Legal Head
No. of complaint received during the year	1
Number not solved to the Satisfaction of shareholders	Nil
Number of pending complaints	Nil

No. of Meeting held during the year : One

Date of the Meeting : 2.02.2021

7. GENERAL BODY MEETINGS

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

Year ended	Date	Time	Venue
31.03.2018	03.08.2018	11.00 A.M.	P.A.C.R.Centenary Community Hall Sudarsan Gardens P.A.C.Ramasamy Raja Salai Rajapalayam 626 108 (Tamil Nadu)
31.03.2019	08.08.2019	11.00 A.M.	-do-
31.03.2020	07.09.2020	11.45 A.M.	Held through Video Conferencing

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

Date of the AGM	Subject Matter of the Special Resolution
07.09.2020	No Special Resolution was passed at the AGM
08.08.2019	Reappointment of Shri V. Santhanaraman (DINZ : 00212334) as an Independent Director from 01.10.2019 to 30.09.2024
	Reappointment of Smt. Justice Chitra Venkataraman (Retd.) (DIN : 07044099) as an Independent Director from 24.03.2020 to 23.03.2025
	Invitation to subscribe for Secured Non-Convertible Debenture
12.03.2019	Continuation of Directorship of Shri S.S. Ramachandra Raja (DIN 00331491) in the category of Non-Executive Director, of the Company after 31.3.2019, as per Regulation 17(1A) of SEBI (LODR) 2015, through Postal Ballot under Section 110 of the Companies Act, 2013.
03.08.2018	Reappointment of Shri R.S. Agarwal (DIN : 00012594) as an Independent Director from 01.04.2019 to 31.03.2024
	Reappointment of Shri K.T. Ramachandran (DIN : 00351334) as an Independent Director from 01.04.2019 to 31.03.2024
	Invitation to subscribe for Secured Non-Convertible Debenture

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

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

8. MEANS OF COMMUNICATION

The Un-audited Quarterly and Half yearly Financial Results and Audited Annual Results were published in English in Financial Express (All editions) and in Tamil in Makkal Kural (All editions in TN). The results were also displayed on the Company's website www.ramcoindltd.com.

All the financial results are provided to the Stock Exchanges and the same is also disseminated in the Company's website. Official News Releases whenever issued, will be displayed in Company's website.

9. GENERAL SHAREHOLDER INFORMATION

A	Annual General Meeting	On Thursday the 19 th August, 2021 at 11.30 A.M. through Video Conference/ other Audio Visual means
B	Financial Year	1 st April 2020 to 31 st March 2021
C	Dividend Payment date	24-03-2021 (Interim Dividend - Already paid)
D	Name and Address of Stock Exchanges where the Company's Securities are Listed	BSE Limited P J Towers, Dalal Street, Mumbai 400001 National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra, Mumbai - 400 051 The Annual Listing fees for the year 2021-22 had been paid to the Stock Exchanges

E	Stock Code BSE Limited National Stock Exchange of India Limited	532369 RAMCOIND EQ
F	Market Price Data	Enclosed as Annexure - A
G	Performance in Comparison to broad based indices	
H	Whether the securities are suspended from trading	No
I	Registrar and Transfer Agents	M/s. Cameo Corporate Services Limited Subramanian Building No: 1, Club House Road CHENNAI 600 002. (Telephone No. : 044-2846 0390; Fax No.: 044-28460129)
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 by Cameo till 31.3.2019. Vide Press Release No:51/2018 dt. 3.12.2018 of SEBI, only transmission or transposition of securities are eligible for processing in physical form with effect from 1.4.2019.
K	Distribution of Shareholding	Enclosed as Annexure - B
L	Dematerialisation of Shares & liquidity	As on 31 st March, 2021, 97.72% of the Company's Shares have been dematerialized. Regarding liquidity of our Company's shares, the details 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 in to 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 :

(a) Building Products Division :	
(i) Fibre Cement Sheet Units :	<ol style="list-style-type: none"> 1. Karur, Karnataka 2. Maksi, Madhya Pradesh 3. Silvassa, U.T of Dadra & Nagar Haveli 4. Kharagpur, West Bengal 5. Ibrahimpatnam, Vijayawada, A.P. 6. Sinugra Village, Anjar Taluk, Gujarat 7. Gangaikondan, Tirunelveli Dist., Tamil Nadu 8. Bihiya, Bhojpur District, Bihar
(ii) Fibre Cement Pressure Pipes unit:	Maksi, Madhya Pradesh
(iii) Calcium Silicate Board unit :	Arakkonam, Tamil Nadu Kotputli, Rajasthan
(b) Textile Division :	
Cotton Yarn Spinning unit	Rajapalayam, Tamil Nadu
(c) Wind farm Division :	<ol style="list-style-type: none"> 1. Tirunelveli and Coimbatore Districts, Tamil Nadu 2. Chitradurga and Hassan Districts, Karnataka 3. Kutch District, Gujarat

P. Address of Corporate Office for Shareholders' Correspondence/ enquires

S. BALAMURUGASUNDARAM
 Company Secretary (Compliance Officer) & Legal Head
 Ramco Industries Limited
 "Auras Corporate Centre", VI Floor
 98-A, Dr.Radhakrishnan Road
 Mylapore, Chennai - 600 004
 Phone: 044-2847 8585; Fax: 044-28478597; e-mail : bms@ril.co.in

Q. Credit Rating :

The Company's Credit Rating agencies viz. ICRA and CRISIL have rated our borrowing programmes as follows :

₹ in Lacs

Security	Outstanding as on 31.03.2021	Limit Amount	Rating	Rating Agency
Commercial Papers	5,000	10,000	A 1 +	CRISIL
Fund Based Facilities				
* Cash Credit/Short Term Loans/BC and other Facilities	6,784	35,000	A1 +	ICRA
Non-Fund Based Facilities	3,365			
Long Term Loans from Banks	3,402	15,000	AA -	

* There is no change in rating in the current year

10. OTHER DISCLOSURES

- a. There are no materially significantly related party transactions made by the Company that may have potential conflict with the interests of the Company at large.
- b. There are no instances of non-compliance by the Company and no penalties or strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to Capital Markets, during the last three years.
- c. 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://www.ramcoindltd.com/Policies.html>
- d. The Company has complied with the Mandatory requirements. The status of adoption of the Non-Mandatory requirements is given below:
- i. The Company's financial statements are with unmodified audit opinion for the year 2020-21.
- e. The Material Subsidiary Policy is disclosed in the Company's website and its weblink is -
http://www.ramcoindltd.com/files/MATERIAL_SUBSIDIARY_POLICY_2015.pdf
- f. The Related Party Transaction Policy is disclosed in the Company's website and its weblink is -
http://www.ramcoindltd.com/files/RELATED_PARTY_TRANSACTION_POLICY_RIL.pdf
- g. Commodity Price Risks and Commodity Hedging Activities :
 The Company has not undertaken any transaction in this regard.
 The details relating to commodity price risks and commodity hedging activities are not applicable.
- h. The Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement.
- i. 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 of Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- j. There has not been an occasion, where the Board had not accepted any recommendation of any Committee of the Board.

- k. 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 ₹ 8.66 lakhs.

M/s. Ramakrishna Raja and Co., Chartered Accountants, one of the Statutory Auditors of the Company, are the Statutory Auditors for M/s. Sudharsanam Investments Limited, Company's Wholly Owned Subsidiary. 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, apart from above.

- l. 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

11. The Company has complied with the requirements of Corporate Governance Report of sub-para (2) to (10) of Schedule V of SEBI (LODR) Regulations.
12. The extent to which the discretionary requirements specified in Part E of Schedule II have been adopted is given against Clause 10(d) above.
13. 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 subsidiaries are being placed before the Board of Directors of the Company.
16. The Management of the unlisted subsidiaries 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 Committees of Board of Directors :

Composition:

The Corporate Social Responsibility consists of the following Directors:

a. **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Sl. No.	Name of the Director
1	Shri P.R. Venketrama Raja Chairman of the Committee
2	Shri R.S. Agarwal
3	Shri P.V. Abinav Ramasubramaniam Raja

No. of Meetings held during the year : Two

Date of the Meetings : 19.06.2020, 12.03.2021

b. **RISK MANAGEMENT COMMITTEE**

MEMBERS

Sl. No.	Name of the Director
1	Shri P.R.Venketrama Raja Chairman of the Committee
2	Shri V. Santhanaraman* Non Executive Independent Director
3	Shri Prem G Shanker, CEO

* From 24.5.2021

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
(1)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	6	10,480
(2)	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	1	2,000
(3)	(i) Number of shareholders to whom shares were transferred from suspense account during the year;	1	2,000
	(ii) Shares transferred to IEPF during the year	10	4,850
(4)	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	5	8,480
(5)	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 the Chief Executive Officer and Chief Financial Officer is annexed.