



**THE RAMCO CEMENTS LIMITED**

**Corporate Office :**

Auras Corporate Centre, V Floor,  
98-A, Dr. Radhakrishnan Salai, Mylapore,  
Chennai - 600 004, India.

Tel : +91 44 2847 8666 Fax : +91 44 2847 8676

Website : www.ramcocements.in

Corporate Identity Number : L26941TN1957PLC003566

26 May 2023

National Stock Exchange of India Limited,  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400 051.

Scrip Code:RAMCOCEM

BSE Limited,  
Floor 25, "P.J.Towers",  
Dalal Street,  
Mumbai – 400 001.

Scrip Code:500260

Dear Sirs,

**Sub: Annual Secretarial Compliance Report**

Pursuant to Regulation 24A(2) of SEBI (LODR) Regulations, 2015, we submit the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2023, issued by M/s.S.Krishnamurthy & Co., Company Secretaries.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **THE RAMCO CEMENTS LIMITED,**

**K.SELVANAYAGAM**  
**SECRETARY**

Encl: As above

*KSN*  
*SOA*



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

Secretarial Compliance Report of

**THE RAMCO CEMENTS LIMITED for the year ended 31<sup>st</sup> March 2023**

*[Pursuant to Regulation 24A (2) of the Securities and Exchange Board of India*

*(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.*

*CIR/CFD/CMD1/27/2019 dated February 08, 2019]*

To

**The Ramco Cements Limited**

[CIN: L26941TN1957PLC003566]

Ramamandiram, Rajapalayam,

Virudhunagar District - 626 117.

A. We, **S. KRISHNAMURTHY & CO.**, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanations / representations provided by **THE RAMCO CEMENTS LIMITED** (*the listed entity*);
  - (b) the filings/ submissions made by the listed entity to the following stock exchanges:
    - (i) the National Stock Exchange of India Limited (*NSE*) where its equity shares are listed; and
    - (ii) BSE Limited (*BSE*), where its equity shares and non-convertible securities are listed;
  - (c) website of the listed entity; and
  - (d) other relevant documents/filings which have been relied upon to make this report
- for the year ended 31<sup>st</sup> March 2023** (*review period*) in respect of compliance with the provisions of:
- (a) the Securities and Exchange Board of India Act, 1992 (*SEBI Act*) and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 (*SCRA*), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (*SEBI*).

B. The **Specific Regulations**, whose provisions and the circulars/ guidelines issued thereunder, have been examined, are:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

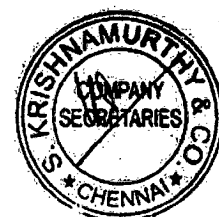


**Secretarial Compliance Report of  
THE RAMCO CEMENTS LIMITED for the year ended 31<sup>st</sup> March 2023**

- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021;
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; and
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars /guidelines issued thereunder.

C. Based on the above examination and the information, explanations and representations provided to us by the listed entity, its officers and authorised representatives during such examination, **we hereby report that, during the review period:**

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified in Annexure B.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) As there were no observations in the previous reports for the financial years ended 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2020, 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2022 the requirement to report on the actions taken by the listed entity to comply with the observations made therein does not arise.
- (d) The following SEBI Regulations were not applicable to the listed entity during the review period:
  - (i) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
  - (ii) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- (e) The terms of appointment of Statutory Auditors of the listed entity are in compliance with the provisions of Para 6(A) and Para 6 (B) of SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October 2019. The listed entity does not have any material subsidiaries.
- (f) In terms of NSE Circular numbers NSE/CML/2023/21 dated 16<sup>th</sup> March 2023 and NSE/CML/2023/30 dated 10<sup>th</sup> April 2023 and BSE circular numbers 20230316-14 dated 16<sup>th</sup> March 2023 and 20230410-41 dated 10<sup>th</sup> April 2023, the compliance status of the listed entity is as stated below:



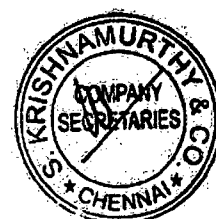
**Secretarial Compliance Report of  
THE RAMCO CEMENTS LIMITED for the year ended 31<sup>st</sup> March 2023**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Nil
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes  Yes	Nil  Nil
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	Yes  Yes  Yes	Nil  Nil  Nil
4.	<p><b>Disqualification of Director</b></p> <p>None of the Director(s) of the Company is/are disqualified under section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil



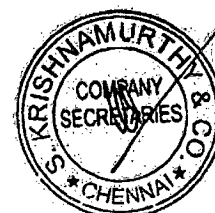
**Secretarial Compliance Report of  
THE RAMCO CEMENTS LIMITED for the year ended 31<sup>st</sup> March 2023**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA</p> <p>Yes</p>	<p>The Company does not have any material subsidiary</p> <p>Nil</p>
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Nil
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	Nil
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p> <p>(b) In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	<p>Yes</p> <p>NA</p>	<p>Nil</p> <p>Prior approval obtained</p>



**Secretarial Compliance Report of  
THE RAMCO CEMENTS LIMITED for the year ended 31<sup>st</sup> March 2023**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
9.	<p><b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10.	<p><b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3 (5) &amp; 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes.	National Stock Exchange of India Limited has carried out an inspection of the Structured Digital Database software maintained by the Company.
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/its promoters /directors/subsidiaries either by SEBI or by Stock Exchanges (including under the standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/ Guidelines issued thereunder except as provided under separate paragraph herein.</p>	No	No action(s) has been taken against its promoters/ directors/ subsidiaries. Details given in Annexure B in respect of fines levied against the Company.

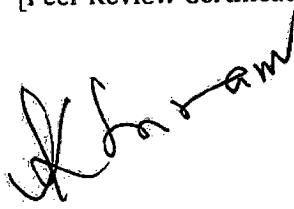


**Secretarial Compliance Report of  
THE RAMCO CEMENTS LIMITED for the year ended 31<sup>st</sup> March 2023**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
12.	<b>Additional Non-Compliances, if any:</b> No additional non-compliance observed for any SEBI Regulation/Circular/Guidance Note etc.	Yes	Nil

This report has to be read along with our submissions in Annexure "A" hereto.

For **S. KRISHNAMURTHY & CO.,**  
Company Secretaries  
[Firm Unique Identification No. P1994TN045300]  
[Peer Review Certificate No. 739/2020]



**K SRIRAM**

Partner

Membership number: F6312

Certificate of Practice No: 2215

UDIN: F006312E000380611

Date: 25<sup>th</sup> May 2023

Place: Chennai



**Secretarial Compliance Report of  
THE RAMCO CEMENTS LIMITED for the year ended 31<sup>st</sup> March 2023**

**Annexure - A to Secretarial Compliance Report of even date**

To

**The Ramco Cements Limited**  
[CIN: L26941TN1957PLC003566]  
Ramamandiram, Rajapalayam,  
Virudhunagar District - 626 117.

**Our Secretarial Compliance Report of even date for the financial year ended 31<sup>st</sup> March 2023 is to be read along with this letter.**

**1. Management's Responsibility:**

The Company's management is responsible for ensuring compliance with the provisions of applicable laws, rules, regulations and standards, making the statutory/ regulatory disclosures/ filings and also ensuring the authenticity of records, documents and information furnished to us for the purpose of this Report.

**2. Our Responsibility:**

Our responsibility is to report based upon our examination of the relevant records, documents and information provided to us.

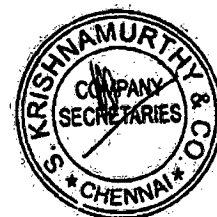
3. We have followed such practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the records and our verification was conducted in accordance with applicable auditing standards issued by The Institute of Company Secretaries of India. Those Standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

4. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after 31<sup>st</sup> March 2023 but before the issue of this report.

5. We have considered compliance related actions taken by the Company based on independent legal/ professional opinion obtained as being in compliance with law.

6. We have verified the 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 report.

7. We have not verified the correctness and appropriateness of financial statements, financial records and books of accounts of the Company.





**Secretarial Compliance Report of  
THE RAMCO CEMENTS LIMITED for the year ended 31<sup>st</sup> March 2023**

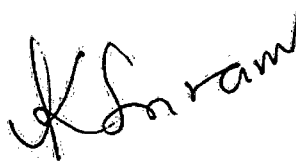
8. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
9. Our Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
10. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Auditing Standards.

For **S. KRISHNAMURTHY & CO.,**

Company Secretaries

[Firm Unique Identification No. **P1994TN045300**]

[Peer Review Certificate No. **739/2020**]



**K SRIRAM**

Partner

Membership number: **F6312**

Certificate of Practice No: **2215**

UDIN: **F006312E000380611**



Date: **25<sup>th</sup> May 2023**

Place: **Chennai**

**ANNEXURE - B TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT  
FOR THE YEAR ENDED 31.03.2023 OF THE RAMCO CEMENTS LIMITED**

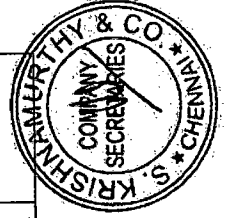
(A) The listed entity has compiled with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ guide circulars/ guide lines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action (Advisory/ clarification/ fine/ show cause notice/ warning, etc)	Details of violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
1	SEBI LODR Regulations, 2015	Regulation No. 52 (7)	Delay in submission of utilization proceeds of the Non- Convertible Debentures for quarter ended 31 <sup>st</sup> March 2022	BSE	SOP Fine	The due date for furnishing the details are forty five days from the end of the quarter. The details were submitted on 18 <sup>th</sup> Nov 2022, resulting in	Rs. 1,86,000/- (Rupees One lakh eighty-six thousand only) +GST	Company has paid the fine amount on 18 <sup>th</sup> Nov 2022	We issued 3,000 number of Non-Convertible Debentures (NCD) of face value of Rs.10 lakh each, amounting to Rs.300.00 crores on 23.03.2022, allotted the NCDs on	Nil



**ANNEXURE - B TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT  
FOR THE YEAR ENDED 31.03.2023 OF THE RAMCO CEMENTS LIMITED**

Sr. No.	Compliance Requirement (Regulations/guide circulars/guide lines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action (Advisory/clarification/ fine/show cause notice/warning, etc)	Details of violation	Fine amount	Observations / Remarks of the Practising Company Secretary	Management response	Remarks
						a delay of 186 days			24.03.2022 and listed the same with BSE Limited on 28.03.2022. The proceeds were meant for funding of expansion programmes and / or for replacement of existing loans and borrowings.	
									The utilisation	



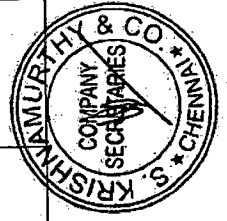
**ANNEXURE - B TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT  
FOR THE YEAR ENDED 31.03.2023 OF THE RAMCO CEMENTS LIMITED**

Sr. No.	Compliance Requirement (Regulations/guide circulars/guide lines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action (Advisory/clarification/ fine/ show cause notice/warning, etc)	Details of violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
									of the proceeds for the purposes for which it was raised, was completed on 24.03.2022 itself. As on the quarter end date of 31.03.2022, there was no outstanding amount to be utilised with regard to the	



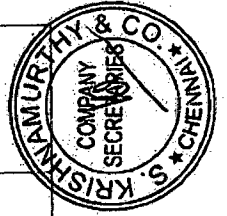
**ANNEXURE - B TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT  
FOR THE YEAR ENDED 31.03.2023 OF THE RAMCO CEMENTS LIMITED**

Sr. No.	Compliance Requirement (Regulations/guide circulars/guide lines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action (Advisory/clarification/n/ fine/show cause notice/warning, etc)	Details of violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
									proceeds raised through NCDs. As per Regulation 52(7) of SEBI - LODR the statement indicating utilisation of issue proceeds is an obligation, till such time the issue proceeds have been fully utilised.	



**ANNEXURE - B TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT  
FOR THE YEAR ENDED 31.03.2023 OF THE RAMCO CEMENTS LIMITED**

Sr. No.	Compliance Requirement / (Regulations/guide circulars/guide lines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action (Advisory/clarification/n/ fine/show cause notice/warning, etc)	Details of violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
									Before the quarter end date of 31.03.2022 itself, the issue proceeds have been fully utilised and hence we had interpreted to mean that there was no obligation to file the statement indicating the utilisation of issue	



**ANNEXURE - B TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT  
FOR THE YEAR ENDED 31.03.2023 OF THE RAMCO CEMENTS LIMITED**

Sr. No.	Compliance Requirement (Regulations/guide lines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action (Advisory/clarification/ fine/ show cause notice/ warning, etc)	Details of violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
									proceeds, for the quarter ended 31.03.2022. But BSE Limited interpreted that there was delay on the part of the company and we have paid the fine.	



**ANNEXURE - B TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT  
FOR THE YEAR ENDED 31.03.2023 OF THE RAMCO CEMENTS LIMITED**

Sr. No.	Compliance Requirement (Regulations/guide circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action (Advisory/clarification/n/ fine/show cause notice/warning, etc)	Details of violation	Fine amount	Observations / Remarks of the Practising Company Secretary	Management response	Remarks
2	SEBI LODR Regulations, 2015	Regulation 60(2)	Delay in submission of intimation of record date for payment of interest on Non-Convertible Debentures	BSE	SOP Fine	The intimation of record date for the months of February 2021 and June 2021 was not sent in advance of seven working days.	Rs.10000/- (Rupees Ten thousand only) +GST for Feb 2021 and Rs.20000/- (Rupees Twenty thousand only) +GST for June 2021	Company has paid the fine amount on 18 <sup>th</sup> Nov 2022	During the months February to June 2021, there was severe COVID pandemic (Delta variant). The office was not accessible due to government restrictions on movement and on office opening. The officers entrusted with these assignment were down due to COVID and only with	Nil





**ANNEXURE - B TO THE ANNUAL SECRETARIAL COMPLIANCE REPORT  
FOR THE YEAR ENDED 31.03.2023 OF THE RAMCO CEMENTS LIMITED**

Sr. No.	Compliance Requirement (Regulations/guide circulars/guide lines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action (Advisory/clarification/n/ fine/show cause notice/warning, etc)	Details of violation	Fine amount	Observations / Remarks of the Practising Company Secretary	Management response	Remarks
									difficulties we could do the compliance formalities in time.	

**For S. KRISHNAMURTHY & CO.,**

Company Secretaries

[Firm Unique Identification No. P1994TN045300]

[Peer Review Certificate No. 739/2020]



*K. Sriram*  
K SRIRAM

Partner

Membership number: F6312

Certificate of Practice No: 2215

UDIN: F006312E000380611

Date: 25<sup>th</sup> May 2023

Place: Chennai