

Ramco Industries Limited



Ref. No.51st AGMInt./2016-17
12.7.2016

"Auras Corporate Centre" II & VI Floor
98A, Dr. Radhakrishnan Road,
Post Box No. 2949, Mylapore,
Chennai - 600 004.
Phone : 91- 44 - 2847 8585
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National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051
Scrip Code: RAMCOIND EQ

BSE Limited
Floor 25, "P.J.Towers",
Dalal Street, Mumbai – 400 001
Scrip Code: 532369

Dear Sirs,

Sub : **Notice convening Annual General Meeting**

Pursuant to Schedule III (A) (12), read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we send herewith a copy of Notice convening the 51st Annual General Meeting of our Company at 11.00 a.m. on Thursday the 4th August, 2016, at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam 626108.

Kindly take the same on record.

Thanking you

Yours faithfully

For Ramco Industries Limited

S. Balamurugasundaram

Company Secretary and Sr. General Manager (Legal)



NOTICE TO THE MEMBERS

Notice is hereby given that the 51st Annual General Meeting of the Company will be held at 11.00 A.M on Thursday, the 4th August, 2016 at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamilnadu to transact the following business:

ORDINARY BUSINESS:

1. To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**:

"RESOLVED that the Board's Report and the Company's Standalone and Consolidated Statements of Profit and Loss for the year ended 31st March 2016, Balance Sheets as at that date and Cash Flow Statements for the year ended on that date and the Auditors' Reports thereon be and are hereby considered and adopted."

2. To consider and pass the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED that Shri. P.R. Ramasubrahmaneya Rajha (DIN: 00331357), who retires by rotation, be and is hereby elected as Director of the Company."

3. To consider and pass the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED that in terms of section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s. M.S.Jagannathan & N.Krishnaswami, Chartered Accountants holding Firm Registration No. 0012085 and M/s.CNGSN & Associates LLP, Chartered Accountants holding Firm Registration No.0049155 as Auditors of the Company for the third consecutive year viz. from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 28-07-2014, be and is hereby ratified."

SPECIAL BUSINESS:

4. To consider and pass the following Resolution as **SPECIAL RESOLUTION**:

"RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 and any other applicable provisions and the Rules thereunder, read with Schedule V of the Companies Act, 2013, the approval of the Company be and is hereby accorded to the appointment of Shri. P R Venketrama Raja (DIN: 00331406) as Vice Chairman & Managing Director of the Company for a period of 3 years with effect from 01-04-2017, to manage the entire business and affairs of the Company subject to the superintendence, control and directions of the Board, at a remuneration equivalent to 5% of the net profits of the Company by way of monthly salary, allowances, other perquisites / benefits and commission.

RESOLVED FURTHER that in accordance with the provisions of Sections 196, 197 and 203 and any other applicable provisions and the Rules thereunder, read with Schedule V of the Companies Act, 2013 the total remuneration payable by the Company and M/s Ramco Systems Limited (RSL) of which also Shri. P R Venketrama Raja is the Vice Chairman and Managing Director shall not exceed 5% of the net profits of the Company or the net profits of RSL whichever is higher.

RESOLVED FURTHER that the Nomination and Remuneration Committee be and is hereby authorised to fix the components, 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 or RSL whichever is higher in any financial year.

RESOLVED FURTHER that where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, the Vice Chairman & Managing Director shall be paid the remuneration as approved by the Nomination and Remuneration Committee which shall be the double of the limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 after deducting payment made by RSL.

RESOLVED FURTHER that the remuneration aforesaid shall be exclusive of any fee paid for attending Meetings of the Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in Section 197(5) of the Companies Act, 2013."

5. To consider and pass the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT the approval of the Members be and is hereby accorded as per applicable provisions of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the related party transactions to be entered with M/s Raja Charity Trust (RCT) arising out of re-appointment of RCT as the Sole Selling Agent of the Company for a period of 5 years from 3rd May, 2017 on the following terms and conditions:



- a. The re-appointment will be for a period of 5 years from 03.05.2017.
- b. M/s. Raja Charity Trust will be the Sole Selling Agent for the products of the Company in India viz. all kinds of Roofing sheets, Accessories, Flat / Corrugated Sheets/ Boards and Pressure Pipes and Pipe fittings of every description made of, wholly or partly, with Asbestos Fibre or with the use of natural, synthetic, organic, inorganic fibre and Cement; Calcium Silicate or such other material/s and also made of Steel / Plastics / Polymers etc., and also Plastic Storage Tanks/ Containers of any kind and any similar or related products (hereinafter referred to as "Products").
- c. M/s. Raja Charity Trust will promote and canvass orders for the Products of the Company at the prices and delivery terms stipulated by the Company from time to time; they will also take all necessary steps on behalf of the Company to effectively deal with all contracts of sale of the Company's products; they will also assist the Company in collection of payments and render such other services incidental thereto.
- d. They will be entitled to a commission of 1.00% exclusive of taxes or duties thereon, on the ex-factory value of the products sold within India to Government and Public, exclusive of Excise duty, Sales tax, Octroi or other statutory levies.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to enter into Sole Selling Agency Agreement/ Arrangements and accept such modifications/amendments in the Sole Selling Agency Agreement/arrangements as may be required and to take all necessary steps to implement the same".

By Order of the Board,
For RAMCO INDUSTRIES LIMITED,
P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN

Place : Chennai
Date : 20-05-2016

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 and vote instead of himself and that the Proxy need not be a Member.
3. 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.
4. The Cut-off date will be 28th July, 2016 for determining the eligibility to vote by remote e-voting or in the General Meeting.
5. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed/ unpaid dividends lying with the Company for a period of over 7 years, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unclaimed / unpaid dividends lying with the Company on the website of the Company / Share Transfer Agent (www.ramcoindltd.com), as also on the website of the Ministry of Corporate Affairs. The 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:



FINANCIAL YEAR ENDED	DATE OF DECLARATION OF DIVIDEND	LAST DATE FOR CLAIMING UNPAID DIVIDEND	DUE DATE FOR TRANSFER TO IEP FUND
31/03/2009 Final Dividend	05/08/2009	04/08/2016	02/09/2016
31/03/2010 Interim Dividend Final Dividend	27/10/2009 02/08/2010	26/10/2016 01/08/2017	24/11/2016 31/08/2017
31/03/2011 Interim Dividend Final Dividend	25/10/2010 10/08/2011	24/10/2017 09/08/2018	23/11/2017 07/09/2018
31/03/2012 Interim Dividend Final Dividend	21/03/2012 02/08/2012	20/03/2019 01/08/2019	18/04/2019 30/08/2019
31/03/2013 Interim Dividend Final Dividend	13/02/2013 29/07/2013	12/02/2020 28/07/2020	12/03/2020 26/08/2020
31/03/2014 Dividend	28/07/2014	27-07-2021	25/08/2021
31/03/2015 Dividend	23/09/2015	22/09/2022	20/10/2022
31/03/2016 Interim Dividend	11/03/2016	10/03/2023	08/04/2023

6. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2015-16 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.ramcoindltd.com for their download.
7. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, those 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 with respect to dematerialised shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Registrar and Share Transfer Agent / Depository Participants.
8. A Route Map with prominent Landmark for easy location of the venue of the meeting is given with this Notice as per the requirement of Clause No: 1.2.4 of the Secretarial Standard-2 on "General Meetings".
9. Voting through electronic means
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing members remote e-voting facility to exercise their right to vote at the 51st Annual General Meeting (AGM) and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.



The Instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Select the "RAMCO INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID - For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) Password : If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below.

- a. Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio No. / Client ID in the PAN field.
In case the Folio No. is less than 8 digits, enter the applicable number of 0's before the Folio no. after the first two characters of the name in CAPITAL letters. Eg. If your name is Vasudevan with Folio No.1 then enter VA00000001 in the PAN field.
- b. Please enter any one of the following details in order to login:
Date of Birth : Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details : Please Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
If both of the above details are not recorded with the depository or Company, please enter the User ID (mentioned in (iv) above) in the Dividend Bank details field.

- (vi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Set Password' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password may also be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the relevant EVSN for Ramco Industries Limited.
- (ix) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page. It need not be sent to the Company.
- (xiv) If you have forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xv) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp



and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xvi. The facility for remote e-voting shall remain open from 9.00 A.M on Monday, the 1st August, 2016 to 5.00 P.M on Wednesday, the 3rd August, 2016. During this period, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off-date viz Thursday, the 28th July 2016, may opt for remote e-voting. Voting shall not be allowed beyond 5 P.M on 3rd August, 2016.
- xvii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- IV. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 28-07-2016.
- V. Shri.K.Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutiner, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- VII. The scrutiner shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiner's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

By Order of the Board,
For RAMCO INDUSTRIES LIMITED,
P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN

Place : Chennai
Date : 20-05-2016

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

Shri P R Venketrama Raja, Vice Chairman and Managing Director, 57 years, holds a Bachelor's Degree in Chemical Engineering and a Masters in Business Administration from the University of Michigan, USA.

During his tenure as Vice Chairman and Managing Director, the Company has expanded its business achieved substantial growth in volume of business, operations and profitability.

Recognizing his valuable contributions and to accelerate the growth of the Company, Shri.P.R.Venketrama Raja (DIN 00331406) was re-appointed as the Vice Chairman and Managing Director of the Company by Board of Directors at their meeting held on 20-05-2016, subject to the approval of the Members at the 51st Annual General Meeting, for a further period of 3 years from 1st April, 2017 to 31st March, 2020 in accordance with the provisions of Section 152 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Terms of Remuneration:

- * 5% of the net profits of the Company or Ramco Systems Limited (RSL) calculated as per Section 198 of the Companies Act, 2013 whichever is higher.
- * In any financial year, where the Company has no profits or inadequacy of profits, the Vice Chairman & Managing Director shall be paid as remuneration, the double of the limit as provided under (A) of Section II Part II of Schedule V of the Companies Act, 2013.



The aforesaid remuneration shall be exclusive of any fee paid for attending Meetings of Board or Committee thereof or for any other purpose, whatsoever as may be decided by the Board as provided in section 197(5) of the Companies Act, 2013.

The proposed re-appointment and the payment of remuneration has been approved by the Nomination and Remuneration Committee at its meeting held on 19-05-2016.

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.

A copy of the terms and conditions of reappointment of the Vice 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 up to and including the date of the Annual General Meeting.

Shri. P R Venketrama Raja is the Director in the following Companies:

1.	The Ramco Cements Limited	Director
2.	Rajapalayam Mills Limited	Director
3.	Ramco Systems Limited	Vice Chairman and Managing Director
4.	The Ramaraju Surgical Cotton Mills Limited	Director
5.	Sri Vishnu Shankar Mill Limited	Director
6.	Sandhya Spinning Mill Limited	Director
7.	Rajapalayam Textile Limited	Director
8.	LYNKS Logistics Limited	Director
9.	Sri Sandhya Farms (India) Private Limited	Director
10.	Sri Saradha Deepa Farms Private Limited	Director
11.	Ramamandiram Agricultural Estate Private Limited	Director
12.	Nalina Agricultural Farms Private Limited	Director
13.	Nirmala Shankar Farms & Estates Private Limited	Director
14.	Sri Nithyalakshmi Farms Private Limited	Director
15.	Ram Sandhya Farms Private Limited	Director
16.	RCDC Securities and Investments Private Limited	Director
17.	Sri Ramco Lanka (Private) Limited, Sri Lanka	Director
18.	Sri Ramco Roofings Lanka (Private) Limited, Sri Lanka	Director
19.	Ramco System Corporation USA	Director
20.	Ramco Systems Ltd., Switzerland	Director
21.	Ramco Systems Sdn. Bhd., Malaysia	Director
22.	Ramco Systems Pte. Ltd., Singapore	Chairman
23.	RSL Enterprises Solutions (Pty.) Ltd., South Africa	Director
24.	Ramco Systems Canada Inc., Canada	Director
25.	Ramco Systems Fz-LLC, Dubai	Director
26.	Ramco Systems Australia Pty. Limited, Australia	Director



Details of Committee memberships of Shri. P.R.Venketrama Raja, Vice Chairman and Managing Director :

Name of the Company	Name of the Committee	Position Held (Chairman / Member)
Ramco Industries Limited	Stakeholders Relationship Committee	Member
Ramco Industries Limited	Share Transfer Committee	Member
Ramco Industries Limited	Corporate Social Responsibility Committee	Member
Ramco Industries Limited	Risk Management Committee	Chairman
The Ramco Cements Limited	Audit Committee	Member
The Ramco Cements Limited	Project Management Committee	Member
The Ramco Cements Limited	Stakeholders Relationship Committee	Chairman
The Ramco Cements Limited	Share/Debenture Committee	Member
The Ramco Cements Limited	Nomination and Remuneration Committee	Member
The Ramco Cements Limited	Corporate Social Responsibility Committee	Member
Rajapalayam Mills Limited	Stakeholders Relationship Committee	Member
Rajapalayam Mills Limited	Corporate Social Responsibility Committee	Member
Ramco Systems Limited	Stakeholders Relationship Committee	Member
Ramco Systems Limited	Allotment Committee	Member
Ramco Systems Limited	Fund Raising Committee	Member
Ramco Systems Limited	Rights Issue 2013 Committee	Member
Ramco Systems Limited	Corporate Social Responsibility Committee	Member
The Ramaraju Surgical Cotton Mills Limited	Stakeholders Relationship Committee	Member

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

I. General Information:

1	Nature of Industry	Building Products and Textiles		
2	Date of Commencement of Business	27.01.1965		
3	Financial performance based on given indicators			
	Year	Turnover - ₹ in crores	Net Profit - ₹ in crores	Dividend per share - in ₹
	2014-15	760.95	20.93	0.30
	2013-14	692.04	(6.00)	0.25
	2012-13	804.57	54.49	1.10
4	Foreign investments or collaborations, if any	Investments made in 2 Subsidiaries in Srilanka viz. Sri Ramco Lanka (Pvt.) Ltd., and Sri Ramco Roofings Lanka (Pvt.) Ltd.,		

II. Information about the appointee:

1	Background Details	Shri.P.R Venketrama Raja is a Promoter and Vice Chairman & Managing Director and has been on the Board of the Company since 1993. Age : 57 years Qualification : Bachelor's Degree in Chemical Engineering and Masters in Business Administration No. of Shares held in the Company : 55,00,000
2	Past Remuneration	He has been paid a remuneration the double of the limit, as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 due to inadequate profits after deducting payment made by Ramco Systems Limited (RSL).



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 or RSL whichever is higher and in case of inadequacy of profits, the Vice Chairman & Managing Director shall be paid as remuneration, the double of the limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 after deducting payment made by RSL.
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/ Pecuniary relationship directly or indirectly with the Company.	He is related to Shri.P.R.Ramasubrahmaneya Rajha, Chairman of the Company. He has no pecuniary relationship other than the remuneration, he is entitled to receive. His transactions with the Company are disclosed under "Related Party Transactions" in Notes to Balance Sheet.

III. Other Information:

1	Reasons of loss or inadequate profits	• Increase in the landed cost of Chrysotile fibre due to depreciation of Rupee versus USD
		• Shift to galvanized steel sheets by end users
		• Failure of Monsoon/drought across the states
		• Calcium Silicate Board yet to pick up
2	Steps taken or proposed to be taken for improvement	• Cost control measures
		• Pan India Market penetration
		• Aggressive marketing of Calcium Silicate Board.
3	Expected increase in productivity and profits in measurable terms	• Increasing the range of Boards meeting Customer requirements.

IV. Disclosures:

As required, the information are provided under Corporate Governance Section.

The Notice together with this Statement may be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 5

The members at their Extra Ordinary General Meeting held on 19.03.2012 had approved the re-appointment of Raja Charity Trust (RCT) as the sole selling Agent for 5 years from 3.05.2012 to 2.05.2017. The Central Government accorded its approval for the sole selling agency up to 31.03.2014 and stated that their approval would not be required from 01.04.2014 in view of the Companies Act, 2013 coming into effect. However, in terms of revised Clause 49 VII of the erstwhile Listing Agreement the sales arising out of the orders procured by Raja Charity Trust is classified as Material transaction with the related party as it exceeds 10% of annual consolidated turnover. The members at their 50th Annual General Meeting held on 23.09.2015 had approved the material transactions with Raja Charity Trust from 01.04.2014 to 2.05.2017 by resolution.

The volume of orders procured by Raja Charity Trust for the Company's Building products has been continuously increasing year after year, leading into increase in Turnover and Profits of the Company. The approval of shareholders of the Company is being sought by resolution for related party transactions to be entered with Raja Charity Trust arising out of their re-appointment as the sole selling Agent for 5 years from 3.05.2017 to 2.05.2022 at a commission of 1% of the sale of Company's products by them. Since the sale of products through RCT may be more than 10% of the Consolidated Turnover of the Company, amounts to "Material transaction" with the related party and requires approval of shareholders by Resolution.

The contract with RCT is available for inspection at the Registered Office between 2 p.m. and 4 p.m. on all working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives except Shri.P.R.Ramasubrahmaneya Rajha, Shri.P.R. Venketrama Raja as the trustees of RCT and their relatives are concerned or interested financially or otherwise in this item of business.

By Order of the Board,
For RAMCO INDUSTRIES LIMITED,
P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN

Place : Chennai
Date : 20-05-2016



Additional Information on Director seeking re-election at the Annual General Meeting

1. Shri P.R. RAMASUBRAHMANEYA RAJHA

Shri P.R. Ramasubrahmaneya Rajha, aged 80 years is a leading Industrialist, heading the RAMCO Group of Companies as the Chairman. The RAMCO Group with interests in the business of the Cotton Yarn, Cement, Fibre Cement Sheets and other Building Products, Software and Bio-Technology has a turnover of ₹ 6300 Crores. Under the leadership of Shri P.R. Ramasubrahmaneya Rajha the RAMCO Group has increased its volume of Business manifold and is one of the most respected Industrial/Corporate Groups in the Country achieving international recognition for its quality products and services.

Shri P.R. Ramasubrahmaneya Rajha has been on the Board of Ramco Industries Limited since inception. He is a member of the Stakeholders Relationship Committee and the Share Transfer Committee of the Board of Directors of the Company.

He is a Director on the Board of the following Companies :

No	Name of the Company	Nature of Interest
1	The Ramco Cements Limited	Chairman
2	Rajapalayam Mills Limited	Chairman
3	Ramco Industries Limited	Chairman
4	Ramco Systems Limited	Chairman
5	The Ramaraju Surgical Cotton Mills Limited	Chairman
6	Sri Vishnu Shankar Mills Limited	Chairman
7	Sandhya Spinning Mill Limited	Chairman
8	Thanjavur Spinning Mill Limited	Chairman
9	Rajapalayam Textile Limited	Director
10	Ram Sandhya Farms Private Limited	Director
11	Sri Sandhya Farms (India) Private Limited	Director
12	Ramamandiram Agricultural Estate Private Limited	Director
13	Sri Saradha Deepa Farms Private Limited	Director
14	Nalina Agricultural Farms Private Limited	Director
15	Nirmala Shankar Farms & Estates Private Limited	Director
16	Sri Nithyalakshmi Farms Private Limited	Director
17	Ramco Management Private Limited	Director
18	Rajapalayam Chamber of Commerce and Industry	Director
19	RCDC Securities and Investments Private Limited	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	Stakeholders Relationship Committee	Member
3	The Ramco Cements Limited	Share/Debenture Committee	Chairman
4	The Ramco Cements Limited	Corporate Social Responsibility Committee	Chairman
5	Ramco Industries Limited	Stakeholders Relationship Committee	Chairman
6	Ramco Industries Limited	Share Transfer Committee	Chairman
7	Ramco Industries Limited	Corporate Social Responsibility Committee	Chairman
8	Ramco Systems Limited	Stakeholders Relationship Committee	Chairman
9	Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
10	Rajapalayam Mills Limited	Share Transfer Committee	Chairman

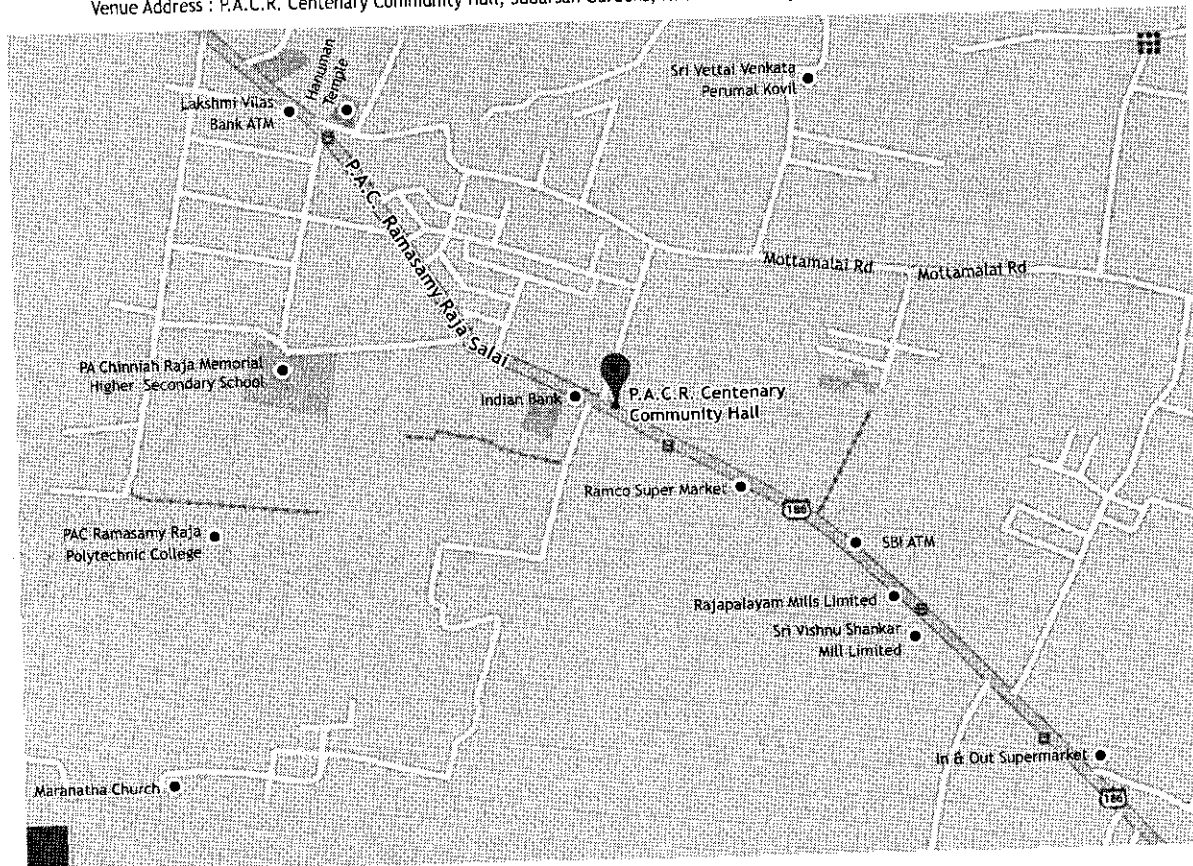
11	Rajapalayam Mills Limited	Corporate Social Responsibility Committee	Chairman
12	Sri Vishnu Shankar Mill Limited	Corporate Social Responsibility Committee	Chairman
13	Sandhya Spinning Mill Ltd	Share Transfer Committee	Chairman
14	Sandhya Spinning Mill Ltd	Corporate Social Responsibility Committee	Chairman
15	The Ramaraju Surgical Cotton Mills Limited	Share Transfer Committee	Chairman
16	The Ramaraju Surgical Cotton Mills Limited	Stakeholders Relationship Committee	Chairman
17	The Ramaraju Surgical Cotton Mills Limited	Corporate Social Responsibility Committee	Chairman

He holds 28,82,621 shares of ₹ 1/- each in the Company.

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.

Map Showing location of venue of 51st Annual General Meeting

Venue Address : P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, TN



Land Mark: Near Indian Bank

Distance from Rajapalayam Bus Stand : 3.5 KM

Distance from Rajapalayam Railway Station : 3.9 KM