



Ref. No.Int./Reg.30/LODR/52nd AGM
12.7.2017

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
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 52nd Annual General Meeting

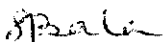
Pursuant to Schedule III (A) (12), read with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we send herewith a copy of Notice convening the 52nd Annual General Meeting of our Company at 11.00 a.m. on Friday the 4th August, 2017, at P.A.C.R. Centenary Community 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 & Sr. General Manager (Legal)

Encl. : a.a.

NOTICE TO THE MEMBERS

Notice is hereby given that the 52nd Annual General Meeting of the Company will be held at 11.00 A.M. on Friday the 4th August, 2017 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu to transact the following businesses :

ORDINARY BUSINESS :

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION :
"RESOLVED that the Board's Report and the Company's Separate (Standalone) and Consolidated Financial Statements as at / for the financial year ended 31st March, 2017 and the Auditors' Reports thereon be and are hereby adopted."
2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
"RESOLVED that a Dividend of ₹ 0.50 per Share be and is hereby declared for the year ended 31st March 2017 and the same be paid to those shareholders whose names appear in the Register of Members and Register of Depositories as on 28th July 2017."
3. To consider and pass the following Resolution as an ORDINARY RESOLUTION :
"RESOLVED that Shri P.R.Venketrana Raja (DIN00331406), who retires by rotation, be and is hereby re-appointed as a Director of the Company, subject to retirement by rotation."
4. To consider and pass the following Resolution as an ORDINARY RESOLUTION :
"RESOLVED that in terms of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s. Ramakrishna Raja And Co., Chartered Accountants, holding Firm Registration No.0053335 and M/s. SRSV & Associates, Chartered Accountants, holding Firm Registration No.0150415, be and are hereby jointly appointed as Auditors of the Company (in place of M/s. M.S. Jagannathan & N. Krishnaswamy, Chartered Accountants and M/s. CNGSN & Associates LLP, Chartered Accountants, whose tenure as Auditors come to an end at the close of the 52nd Annual General Meeting in terms of Section 139(2) of the Companies Act, 2013) for 5 consecutive financial years commencing from the Financial Year 2017-18 and to hold Office from the conclusion of 52nd Annual General Meeting till the conclusion of 57th Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the members at every intervening Annual General Meeting to be held after this Annual General Meeting.

RESOLVED FURTHER that each of the Auditors shall be paid for Statutory Audit for the financial years 2017-18 to 2020-21, a remuneration of ₹ 3.50 lacs (Rupees Three lacs fifty thousand only) per year, exclusive of applicable taxes and out of pocket expenses and for the financial year 2021-22, the Board of Directors are authorised to fix the remuneration based on the recommendation of the Audit Committee."

"RESOLVED FURTHER that for the financial years 2017-2022 the Board of Directors are authorised to fix the remuneration for certification and other matters based on the recommendation of the Audit Committee."

SPECIAL BUSINESS :

5. To consider and pass the following Resolution as an ORDINARY RESOLUTION :
"RESOLVED that Shri P.V. Abinav Ramasubramaniam Raja (DIN07273249), be and is hereby appointed as a Director of the Company, not liable to retire by rotation "
6. To consider and pass the following Resolution as SPECIAL RESOLUTION :
"RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013, the Rules thereunder and Regulations 16,17 of the Articles of Association of the Company, approval of the Company be and is hereby accorded to the appointment of Shri P.V. Abinav Ramasubramaniam Raja (DIN 07273249) as Managing Director (Key Managerial Personnel) of the Company, for a period of 5 years with effect from 4.06.2017, 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 may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER that where in any financial year during the currency of his tenure, not being more than 3 (three) such financial years over the entire tenure of 5 years, the Company has no profit or inadequate profit, to pay the remuneration approved as above, the remuneration payable by the Company to the Managing Director shall not exceed the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013, after deducting payment made by RSL during such financial year.



RESOLVED FURTHER that in respect of such financial years when the Company has no profit or inadequate profit, the Managing Director shall also be eligible for the following perquisites which shall not be included in the computation of ceiling on the remuneration:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- c. Encashment of leave at the end of the tenure.

RESOLVED FURTHER that in addition to the remuneration as aforesaid, the Managing Director shall also be eligible for any fee that may be paid to Directors 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.

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 to the limits above.

RESOLVED FURTHER that as recommended by Nomination and Remuneration Committee, the approval is accorded to fix 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.

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

"RESOLVED that pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 2,50,000/- per annum exclusive of applicable tax and out of pocket expenses payable to M/s. Geeyes & Co., Cost Accountants, appointed as the Cost Auditors of the Company by the Board of Directors for the Financial Year 2017-18 for auditing the Cost Records relating to manufacture of Fibre Cement Products (FCP & CSB), Cement Clinker Grinding and Cotton Yarn, be and is hereby ratified."

By Order of the Board,
For RAMCO INDUSTRIES LIMITED,
P.R. VENKETRAMA RAJA
CHAIRMAN

Place : Rajapalayam

Date : 04-06-2017

NOTES :

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the 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. Attendance slip is attached. Members, Proxies and authorised representatives are requested to bring the duly filled in and signed, attendance slips to the meeting.
4. The Cut-off date will be 28th July, 2017 for determining the eligibility to vote by remote e-voting or in the General Meeting.
5. Under the provisions of Sections 205A(5) and 205 C of the Companies Act, 1956 and the corresponding applicable provisions of the Companies Act, 2013, the Company has transferred the unclaimed/unpaid dividends lying with the Company for a period of over 7 years to the Investor Education & Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education & 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 (www.ramcoindltd.com), also on the website of Ministry of Corporate Affairs. The dividends remaining unpaid for a period of over 7 years will be transferred to IEPF 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 IEPF FUND
31-03-2010 Final Dividend	02-08-2010	01-08-2017	31-08-2017
31-03-2011 Interim Dividend	25-10-2010	24-10-2017	23-11-2017
Final Dividend	10-08-2011	09-08-2018	07-09-2018
31-03-2012 Interim Dividend	21-03-2012	20-03-2019	18-04-2019
Final Dividend	02-08-2012	01-08-2019	30-08-2019
31-03-2013 Interim Dividend	13-02-2013	12-02-2020	12-03-2020
Final Dividend	29-07-2013	28-07-2020	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 Dividend	11-03-2016	10-03-2016	08-04-2023

6. In accordance with Section 124(6) of the Companies Act, 2013, the shares in respect of which, dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company to IEPF. The Company has sent individual notices through Registered Post to the Shareholders, whose dividends are lying unclaimed for the last seven consecutive years or more, advising them to claim the dividend on or before 31st May, 2017. The statement containing the details of the Shareholders and the shares due for transfer is also uploaded on the Company's website, www.ramcoindltd.com for information and necessary action by the Shareholders. Since the modalities for transfer of shares to IEPF with Depositories are not yet finalized by MCA, it has deferred its implementation. Hence, the shareholders concerned are requested to take immediate steps to claim the unclaimed dividend. In the event of the Shareholders not claiming the dividend and the shares are transferred to IEPF, the Shareholders are still entitled to claim the shares from IEPF by making an online application in Form No: IEPF-5 to the IEPF Authority. The procedure and the form are available at www.ramcoindltd.com and www.iepf.gov.in
7. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2016-17 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.
8. 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.
9. 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".
10. 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 52nd 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 VA0000001 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 Resolution.
- (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.
- (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.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. A scanned copy of the registration form bearing the stamp and the sign of the entity should be emailed to the 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) which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdislindia.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 Tuesday the 1st August, 2017 to 5.00 P.M on Thursday the 3rd August, 2017. During the period, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off-date viz. Friday the 28th July 2017, may opt for remote e-voting. Voting shall not be allowed beyond 5.00 P.M on 3rd August, 2017.

(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@cdislindia.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 28-07-2017.
- 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 annual 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 annual 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.

Place : Rajapalayam
Date : 04-06-2017

By Order of the Board,
For RAMCO INDUSTRIES LIMITED,
P.R. VENKETRAMA RAJA
CHAIRMAN

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 5 & 6

Shri P.V. Abinav Ramasubramaniam Raja, Director, 23 years, has completed the graduation - Bachelor of Science in Industrial Engineering from Northwestern University Evanston, USA and had undergone internship in Enam Holdings Pvt. Ltd., Mumbai as Equity Research Analyst and in The Ramco Cements Limited, Chennai as Summer Analyst.

He was appointed as Business Development Associate by the Company on 5.08.2015. Considering his qualification, positive attributes and valuable contributions from him during the period, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, at its Meeting held on 4.6.2017 had appointed Shri P.V. Abinav Ramasubramaniam Raja (DIN 07273249) as an Additional Director of the Company. In terms of Section 161(1) of the Companies Act, 2013 read with Article 92 of the Articles of Association of the Company, Shri. P.V. Abinav Ramasubramaniam Raja holds office as an Additional Director upto the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 alongwith the amount of requisite deposit from a member signifying his intention to propose the appointment of Shri. P.V. Abinav Ramasubramaniam Raja as a Director.

To accelerate the growth of the Company, Shri. P.V. Abinav Ramasubramaniam Raja (DIN 07273249) was also appointed as the Managing Director (Key Managerial Personnel) of the Company by the Board of Directors at their meeting held on 4.06.2017, subject to the approval of the Members at the 52nd Annual General Meeting, for a period of 5 years from 4.06.2017 to 3.06.2022 in accordance with the provisions of Section 152 read with Schedule V and other applicable provisions of the Companies Act, 2013. As per Regulation 17 of the Articles of the Association of the Company by virtue of his appointment as Managing Director he is not liable to retire by rotation.



Terms of Remuneration :

i. When the Company is having profit:

5% of the net profits of the Company or RSL, whichever is higher, calculated as per Section 197(1) read with Section 198 of the Companies Act, 2013.

ii. When the Company is having no profit or inadequate profit :

In any financial year during the currency of his tenure, not being more than 3 (three) such financial years over the entire tenure of five years, the Company has no profit or inadequate profit, pay the remuneration approved as above, the remuneration payable by the Company to the Managing Director shall not exceed double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 after deducting payment made by RSL for such financial year, where he is also being proposed as to act as Manager.

In addition, he shall also be eligible for the following perquisites:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- c. Encashment of leave at the end of the tenure.

iii. Subject to the overall limits of (i) and (ii) above, he shall be paid a remuneration of ₹ 18 lakhs per month as Salary and Allowances, excluding perquisites.

iv. COMMISSION:

Such Commission, which together with the above said Salaries/allowances and value of perquisites paid both by Ramco Industries Limited and Ramco Systems Limited, shall not exceed 5% of the Profits of either Ramco Industries Limited or the Profits of Ramco Systems Limited, whichever is higher.

- in addition to the above remuneration, he would also be eligible for 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.
- as per Schedule V of the Companies Act, 2013, in the event the company has no profits or its profits are inadequate, in any financial year during the currency of his tenure, the upper limit for remuneration payable to the Managing Director could be doubled, if the resolution passed by the Shareholders is a Special Resolution and the minimum remuneration approved is for a period not exceeding 3 such financial years.
- since the appointment and the remuneration proposed fulfilled the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Government of India was not required.

A copy of the terms and conditions of appointment of the 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.

Consequent to the appointment as Managing Director, Mr.P.V.Abinav Ramasubramaniam Raja had relinquished the post of Business Development Associate from the Closing hours of 3.06.2017.

Shri. P.V. Abinav Ramasubramaniam Raja is a Director in the following Companies:

1.	Ramco Industries Limited
2.	Ramco Systems Limited
3.	Rajapalayam Mills Limited
4.	LYNKS Logistics Limited

Shri. P.V. Abinav Ramasubramaniam Raja is not a Member in committees of the Board of the above said Companies. He holds 40,000 equity shares in the company.

Considering the responsibilities to be undertaken by Shri.P.V. Abinav Ramasubramaniam Raja and his suitability, the Directors recommend the special resolution for Member's approval.

None of the Directors and Key Managerial Personnel except Shri P.V. Abinav Ramasubramaniam Raja as appointee and Shri P.R.Venketrama Raja 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 ₹
	2015-16	785.02	33.33	0.50
	2014-15	760.95	20.93	0.30
	2013-14	692.04	(6.00)	0.25
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.V. Abinav Ramasubramaniam Raja is a Promoter and has been working as BUSINESS DEVELOPMENT ASSOCIATE of the Company since 05.08.2015. Age : 23 years Qualification : Bachelor of Science in Industrial Engineering from Northwestern University Evanston, USA in June 2015. No. of Shares held in the Company : 40,000
2.	Past Remuneration	Worked as Business Development Associate at a remuneration of ₹ 2.50 lacs per month.
3.	Recognition or awards	NIL
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 no Profits or inadequacy of Profits in any financial year during the currency of his tenure, not being more than three such financial years over the entire tenure of five years, the remuneration payable by the Company to the Managing Director as approved by the Board and the Nomination and Remuneration Committee which shall not exceed the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013 and after deducting payment made by RSL. Also entitled to receive sitting fees for attending Board / Committee meetings by him.
6.	Comparative Remuneration profile	Remuneration is comparable with respect to industry, size of the Company, profile of the position and person.
7.	Relationship with managerial personnel	He is the son of Shri.P.R. Venketrama Raja, Chairman of the Company.

III. Other Information :

1	Reasons of loss or inadequate profits	The Company had made profit in the financial years 2015-16 & 2016-17. Though the inadequacy of profits may not arise, by way of abundant caution, approval of the Members is being sought for minimum remuneration for not more than three financial years during the tenure.
2	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> • Cost control measures • Pan India Market penetration • Aggressive marketing of Calcium Silicate Board. • The Company is taking continuous steps for improvement.
3	Expected increase in productivity and profits in measurable terms	• The aforesaid steps taken / to be taken by the Company are expected to improve the company's performance and profitability in the future.



IV. Disclosures :

As required, the information is 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.

The resolutions as set out in item nos. 5 and 6 of this Notice are accordingly commended for your approval.

Item No. 7

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of Company, relating to manufacture of Fibre cement Products (FCP & CSB), Cement Clinker Grinding and Cotton Yarn.

On the recommendation of the Audit Committee at its meeting held on 29.05.2017, the Board had approved the appointment of M/s. Geeyes & Co., Cost Accountants as the Cost Auditors of the Company to audit the cost records of Company, relating to manufacture of Fibre cement Products (FCP & CSB), Cement Clinker Grinding and Cotton Yarn for the Financial year 2017-18 at a remuneration of ₹ 2,50,000/- exclusive of applicable tax and out of pocket expenses.

The remuneration to be paid to the cost auditor is required to be ratified by the members in accordance with the provisions of Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

The Directors recommend the Resolution to the Members for their approval.

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

By Order of the Board,
For RAMCO INDUSTRIES LIMITED,
P.R. VENKETRAMA RAJA
CHAIRMAN

Place : Rajapalayam

Date : 04-06-2017

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

Shri P.R. Venketrama Raja, Director (DIN 00331406) had relinquished the post of Managing Director at the closing hours of 3rd June 2017 and continued to be a Director. Since his tenure in office is longest, as per the provisions of Section 152 of the Companies Act, 2013 he will be retiring in the ensuing Annual General Meeting and seeking re-election as Director, liable to retire by rotation. In terms of Regulation 36(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the following information is provided in respect of Shri.P.R.Venketrama Raja.

Shri.P.R.Venketrama Raja, aged 58 years, holds a Bachelor's Degree in Chemical Engineering and a 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. His line of experience has been in the overall managerial area. He is a Member on the Board of several companies of well diversified Ramco Group. He is also the Chairperson of Risk Management Committee of the Company. Shri P R Venketrama Raja holds 55,00,000 shares in the Company.

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

1.	The Ramco Cements Limited	Chairman
2.	Rajapalayam Mills Limited	Chairman
3.	Ramco Systems Limited	Chairman
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	Director
23.	RSL Enterprises Solutions (Pty.) Ltd., South Africa	Director
24.	Ramco Systems Canada Inc., Canada	Director
25.	Ramco Systems Fz-LLC	Director
26.	Ramco Systems Australia Pty. Limited, Australia	Director

Details of Committee memberships of Shri. P.R.Venketrama Raja, Director:

Name of the Company	Name of the Committee	Position Held (Chairman / Member)
Ramco Industries Limited	Stakeholders Relationship 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	Chairman
The Ramco Cements Limited	Nomination and Remuneration Committee	Member
The Ramco Cements Limited	Corporate Social Responsibility Committee	Member
Rajapalayam Mills Limited	Stakeholders Relationship Committee	Chairman
Rajapalayam Mills Limited	Corporate Social Responsibility Committee	Chairman
Ramco Systems Limited	Stakeholders Relationship Committee	Member
Ramco Systems Limited	Corporate Social Responsibility Committee	Chairman
Ramco Systems Limited	Rights Issue 2013 Committee	Member
Ramco Systems Limited	Allotment Committee	Member
Ramco Systems Limited	Fund Raising 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.V.Abinav Ramasubramaniam Raja as a relative may be deemed to be concerned or interested in the Resolution.