

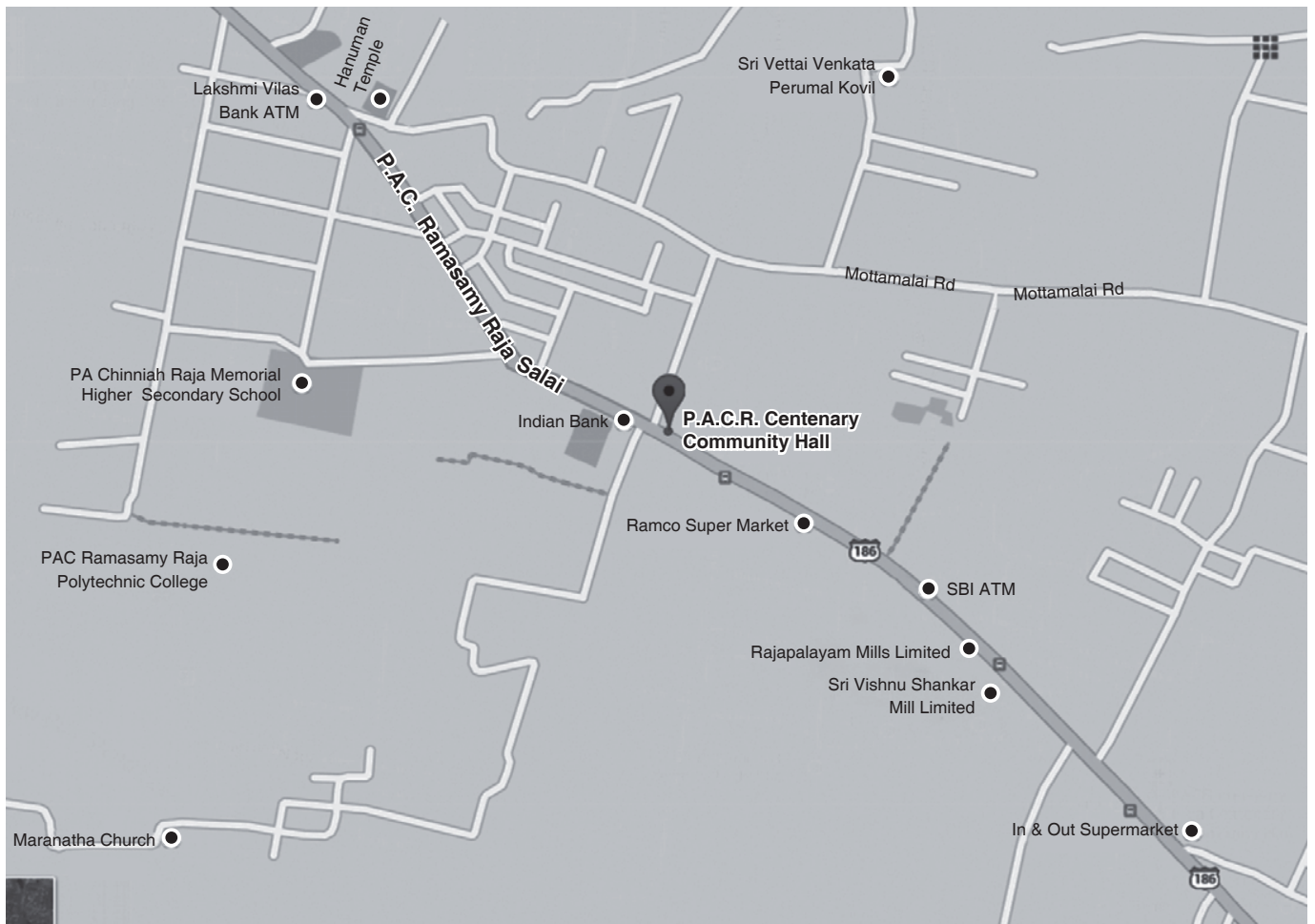
THE RAMCO CEMENTS LIMITED

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Map Showing location of venue of 58th 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

THE RAMCO CEMENTS LIMITED

NOTICE TO THE MEMBERS

Notice is hereby given that the 58th Annual General Meeting of the Company will be held at 10.15 AM 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, Tamil Nadu 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:001208S and M/s.CNGSN & Associates LLP, Chartered Accountants, holding Firm Registration No:004915S, as Auditors of the Company for the third consecutive year, viz. from the conclusion of this Annual General Meeting till the conclusion of 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 a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the Company be and is hereby accorded to the appointment of Shri.P.R.Ramasubrahmaneya Rajha (DIN:00331357) as Chairman & Managing Director of the Company for a period of 3 years with effect from 01-04-2017, at a remuneration equivalent to 5% of the net profits of the Company.

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 that the annual remuneration does not exceed 5% of the net profits of the Company 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 Chairman & Managing Director shall be paid remuneration as approved by the Nomination and Remuneration Committee which shall be the double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration aforesaid shall be exclusive of any fee paid for attending Meetings of the Board or any 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.”

By Order of the Board,
For THE RAMCO CEMENTS LIMITED,
P.R.RAMASUBRAHMANEYA RAJHA
Chairman & Managing Director

Chennai
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 and vote 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 29th 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 (www.ramcocements.in), 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:

Year	Type of Dividend	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Due Date for Transfer to IEP Fund
2008-09	Final Dividend	05-08-2009	04-08-2016	02-09-2016
2009-10	Interim Dividend	27-10-2009	26-10-2016	24-11-2016
	Final Dividend	02-08-2010	01-08-2017	31-08-2017
2010-11	Dividend	10-08-2011	09-08-2018	07-09-2018
2011-12	Interim Dividend	21-03-2012	20-03-2019	18-04-2019
	Final Dividend	02-08-2012	01-08-2019	30-08-2019
2012-13	1 st Interim Dividend	05-11-2012	04-11-2019	02-12-2019
	2 nd Interim Dividend	13-02-2013	12-02-2020	12-03-2020
	Final Dividend	29-07-2013	28-07-2020	26-08-2020
2013-14	Dividend	28-07-2014	27-07-2021	25-08-2021
2014-15	Dividend	06-08-2015	05-08-2022	01-09-2022
2015-16	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.ramcocements.in for their download.
7. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, 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 in respect of dematerialised shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company / 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, [LODR] the Company is providing members remote e-voting facility to exercise their right to vote at the 58th Annual General Meeting (AGM) and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting, either through electronic voting system or ballot 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) To log on to the e-voting website www.evotingindia.com
 - ii) To Click on "Shareholders" tab.
 - iii) Now enter your User ID as given below:
 - * 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.
 - iv) Next 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 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.

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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 in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the Company records.

If both of the above details are not recorded with the depository or Company, please enter the User ID / Folio Number (mentioned in (iii) above) in the Dividend Bank details field.

- vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also 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 resolution contained in this Notice.
- viii) Click on the relevant EVSN for THE RAMCO CEMENTS LIMITED on which you choose to vote.
- 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 a 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 and 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 AM on Monday, the 1st August 2016 to 5.00 PM 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. Friday, the 29th July 2016, may opt for remote e-voting. Voting shall not be allowed beyond 5.00 PM 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 29-07-2016.
- V. Shri.K.Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutiniser to scrutinise 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 scrutiniser, by use of ballot 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 scrutiniser 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 scrutiniser'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.

Chennai
20-05-2016

By Order of the Board,
For THE RAMCO CEMENTS LIMITED,
P.R.RAMASUBRAHMANEYA RAJHA
Chairman & Managing Director

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 4

Shri.P.R.Ramasubrahmaneya Rajha (DIN:00331357) was first appointed as Managing Director of the Company on 02-04-1970. At that time, the Company's net worth was ₹ 1.93 crores and the turnover was ₹ 2.70 crores, with Ramasamy Raja Nagar as the only unit for the Company with a capacity of 2 lacs tons per annum. Under his leadership, the Company has now grown with Cement Plants at 5 locations in three States with an aggregate grinding capacity of 12.49 million tons per annum. In addition, the Company has established Satellite Grinding Units at 4 locations with an aggregate capacity of 4 million tons per annum. The Company has also diversified in Ready Mix Concrete, Dry Mix products and Wind Energy. The Company's net worth has increased to ₹ 3,092.63 crores and the turnover to ₹ 3,687.09 crores as on 31-03-2016. The Company has a record of consistent profit and declaration of dividend. The Company has grown to be the largest cement manufacturer in South India and one of the most profitable companies in the Cement Industry.

Shri.P.R.Ramasubrahmaneya Rajha was reappointed as Managing Director of the Company by the Board of Directors at their meeting held on 20-05-2016, subject to the approval of the shareholders at the Annual General Meeting, for a further period of 3 years from 01-04-2017 to 31-03-2020 pursuant to Article 119A of the Articles of Association of the Company and in accordance

with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Terms of Remuneration:

- * 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.
- * In any financial year, where the Company has no profits or inadequacy of profits, the Chairman & Managing Director shall be paid as remuneration, the double of the applicable 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 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.

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

The reappointment and the remuneration proposed fulfil the conditions stipulated in Schedule V of the Companies Act, 2013. Further, as the Managing Director has attained the age of 70 years, his reappointment is proposed for approval by way of Special Resolution. Hence approval of the Central Government is not required.

Shri.P.R.Ramasubrahmaneya Rajha is a Director in 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

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No	Name of the Company	Nature of Interest
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	RCDC Securities and Investments Private Limited	Director
19	Rajapalayam Chamber of Commerce and Industry	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

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.



I. General Information:

- 1 Nature of Industry Cement
 2 Date of Commencement of Business 31-07-1957
 3 Financial performance based on given indicators

Year	Turnover – ₹ in crores	Net Profit – ₹ in crores	Dividend per share – in ₹
2015-16	3687.09	558.26	3.00
2014-15	3731.77	242.35	1.50
2013-14	3769.23	137.70	1.00

- 4 Foreign investments or collaborations, if any NIL

II. Information about the appointee:

1	Background Details	Shri.P.R.Ramasubrahmaneya Rajha is a Promoter and Chairman & Managing Director and has been on the Board of the Company since 1958. Age : 80 years Qualification : Bachelor's Degree in Physics No. of Shares held in the Company : 37,85,840
2	Past Remuneration	He has been paid a remuneration @ 5% of the net profits of the Company.
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 and in case of inadequacy of profits, he shall be paid as remuneration, double of the applicable limit as provided under (A) of Section II, Part II of Schedule V of the Companies Act, 2013. He will also be entitled for sitting fees for meetings of the Board or its Committees attended 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/ Pecuniary relationship directly or indirectly with the Company.	He is related to Shri.P.R.Venketrama Raja, Director 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	Not applicable, as the Company is continuously making profits.
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

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 LODR.