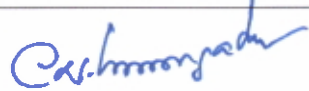


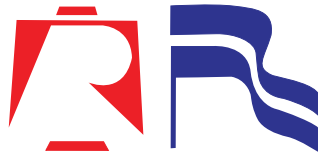
BSE Limited
National Stock Exchange of India Limited

Dear Sir,

Sub: Compliance of Clause 31 of the Listing Agreement
Ref: SEBI Circular CIR/CFD/DIL/7/2012 dtd. 13.08.2012

FORM A

1.	Name of the Company	Ramco Industries Limited
2.	Annual Financial Statement for the year ended	31 st March 2015
3.	Tyre of Audit Observation	Unqualified
4.	Frequency of Observation	Does not arise
5.	Name	Signature
	1. P.R. Venketrama Raja Vice Chairman & Managing Director	
	2. Prem G Shanker Chief Executive Officer	
	3. K. Sankaranaryanan Vice President (Finance & Accounts)	
	4. K. Srinivasan M/s.M.S.Jagannathan & Krishnaswami Chartered Accountants	
	5. C.N. Gangadaran M/s.GNGSN & Associates Chartered Accountants	
	6. R.S. Agarwal Audit Committee Chairman	



Ramco Industries Limited

ANNUAL REPORT 2014 - 2015



Chairman with Hon.Minister Rishad Badiudeen of Sri Lanka at the Mathugama Factory in Sri Lanka



Chairman with Gathering of Employees at Kotputli Plant, Rajasthan



Board of Directors

Shri P.R. Ramasubrahmaneya Rajha, B.Sc.
Chairman

Shri P.R. Venketrama Raja, B.Tech., MBA
Vice Chairman & Managing Director

Shri S.S. Ramachandra Raja, B.Sc.

Shri K.T. Ramachandran, B.E.

Shri N.K. Shrikantan Raja, B.Com.

Shri R.S. Agarwal, B.Sc., B.E.

Shri V. Santhanaraman, B.Com., CAIIB

Smt. Justice Chitra Venkataraman (Retd.), B.A., B.L.

Chief Executive Officer

Shri Prem G Shanker

Chief Financial Officer

Shri K. Sankaranarayanan

Secretary

Shri S. Balamurugasundaram

Registered Office

47, P.S.K. Nagar
RAJAPALAYAM - 626 108, Tamil Nadu

Corporate Office

“Auras Corporate Centre”, VI Floor
98-A, Dr. Radhakrishnan Road
Mylapore, CHENNAI - 600 004
Tamil Nadu
CIN No. L26943TN1965PLC005297

Website : www.ramcoindltd.com
www.ramcohilux.com

FACTORIES

I. Building Products Division

Arakkonam, Tamil Nadu
Bihiya, Bihar
Gangaikondan, Tamil Nadu
Karur, Karnataka
Kharagpur, West Bengal
Kotputli, Rajasthan
Maksi, Madhya Pradesh
Sinugra, Gujarat
Silvassa, Union Territory of Dadra & Nagar Haveli
Vijayawada, Andhra Pradesh

II. Textile Division (Cotton Yarn)

Sri Ramco Spinners, Rajapalayam, Tamil Nadu

Subsidiary Companies

Sudharsanam Investments Limited, India
Sri Ramco Lanka (Private) Limited, Sri Lanka
Sri Ramco Roofings Lanka (Private) Limited, Sri Lanka

Bankers

Canara Bank
HDFC Bank Limited
DBS Bank Limited
IDBI Bank Limited
Indian Bank
Kotak Mahindra Bank Limited
State Bank of India
Tamilnad Mercantile Bank Limited
The Karur Vysya Bank Limited
HSBC Bank
ICICI Bank Limited

Auditors

M/s. M.S. Jagannathan & N. Krishnaswami
Chartered Accountants
Unit - 5, Ground Floor, Abirami Apartments,
No.14, V.O.C. Road, Cantonment,
TIRUCHIRAPALLI - 620 001.

M/s. CNGSN & Associates LLP
Chartered Accountants
20, Raja Street, T. Nagar
CHENNAI - 600 017.

Cost Auditors

M/s.Geeyes & Co
Cost Accountants
A-3, III Floor, 56, Seventh Avenue
Ashok Nagar, Chennai - 600 083.

Secretarial Auditors

M/s.S.Krishnamurthy & Co
Company Secretaries
Old No. 17, New No. 16, Pattammal Street
Mandaveli, Chennai - 600 028.

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₹ in lakhs

FINANCIAL HIGHLIGHTS	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15
Earnings							
Sales & Other Income	47,069	54,297	57,788	70,676	81,054	69,204	76,095
Operating Profit	10,227	11,876	11,927	12,886	12,606	6,212	6,555
Cash Generation	7,701	9,754	9,858	10,624	9,787	2,846	3,866
Net Profit / (Loss) [PAT]	3,565	5,359	5,321	6,135	5,449	(600)	2,093
Assets Employed							
Net Fixed Assets	23,513	24,335	25,577	27,491	35,174	37,573	37,381
Investments	20,262	20,262	20,262	20,262	20,316	20,319	21,316
Other Net Assets net off other Liabilities	12,832	15,711	17,776	21,737	38,465	30,780	32,714
TOTAL	56,607	60,308	63,615	69,490	93,955	88,672	91,411
Financed By:							
A. Shareholders' Funds							
Share Capital	100	100	100	100	100	100	100
Bonus Shares	333	767	767	767	767	767	767
Reserves and Surplus	27,315	32,037	36,505	41,531	45,873	45,139	46,808
Deferred Tax	2,939	2,638	2,408	2,289	2,019	1,140	958
Total Shareholders' Funds(A)	30,687	35,542	39,780	44,687	48,759	47,146	48,633
B. Borrowed Funds							
Short-term and Long-term	25,920	24,766	23,835	24,803	45,196	41,526	42,778
Total Borrowings (B)	25,920	24,766	23,835	24,803	45,196	41,526	42,771
TOTAL (A) + (B)	56,607	60,308	63,615	69,490	93,955	88,672	91,411
Book value per share (₹)	631	36.95	42.10	47.90	52.91	52.06	53.99
Earnings Per Share (₹)	82	6.18	6.14	7.08	6.28	(0.69)	2.41
Dividend Per Share (₹)	15	0.85	0.90	1.10	1.10	0.25	0.30
Dividend Payout (₹ in lakhs)	650	737	780	953	953	217	260
Dividend Payout Ratio %	18	14	15	16	17	(36)	12
Operating Profit Ratio %	21.73	21.87	20.64	18.23	15.55	8.98	8.61
Gross Fixed Assets Per Share (₹)	938	51.04	52.86	60.79	62.24	80.93	83.23
Debt - Equity Ratio %	0.93	0.75	0.64	0.59	0.98	0.92	0.91
Market Price of Share (₹)							
a. As on 31st March*(Close)	375	57.40	45.95	44.75	52.70	37.60	69.65
b. high**	925	73.30	83.35	46.00	52.90	61.40	72.00
c. low**	346	48.60	41.60	44.10	50.10	29.00	69.10
P/E Ratio as at 31st March #	4.55	9.29	7.49	6.32	8.39	(54.49)	28.90
Market Capitalisation® (₹ in lakhs)	16,249	49,744	39,822	38,782	45,671	32,585	60,360

*NSE Quotations

**High & Low prices during the year ended 31st March at NSE.

@ Based on the market price as on 31st March at NSE.

From 2009-10, Figures relating to Shares are after Stock-Split (F.V. of each Share: ₹ 1/-w.e.f. 16-09-2009) and 1:1 Bonus Issue Figures have been regrouped for comparison purposes.

NOTICE TO THE MEMBERS

Notice is hereby given that the 50th Annual General Meeting of the Company will be held at 10.00 A.M on Wednesday, the 23rd September, 2015 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 Company's Audited Standalone and Consolidated Financial Statements as at/for the financial year ended 31st March 2015, including statements of Profit and Loss, Balance Sheets, Cash Flow Statements, the Auditors' Reports thereon and the Board's Report, as circulated to the members and presented at the meeting be and are hereby adopted."
2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:
 "RESOLVED that a Dividend of ₹ 0.30/-per Equity Share be and is hereby declared for the financial year ended 31st March 2015 out of the profits of the Company for that year."
3. To consider and pass the following Resolution as an ORDINARY RESOLUTION:
 "RESOLVED that Shri. N.K. Shrikantan Raja (DIN 00350696), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."
4. 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 second 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:

5. To consider and pass the following Resolution as an ORDINARY RESOLUTION:
 "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri.V.Santhanaraman (DIN 00212334) appointed by the Board of Directors as an Additional Director of the Company in the category of an Independent Director with effect from 1st October, 2014 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Shri.V.Santhanaraman for the office of a Director, be and is hereby appointed as a Director of the Company, in the category of Independent Director for a period of 5 (five) consecutive years from the date of his appointment by the Board viz. 1st October, 2014."
6. To consider and pass the following Resolution as an ORDINARY RESOLUTION:
 "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Justice Chitra Venkataraman (Retd.) (DIN. 07044099) appointed by the Board of Directors as an Additional Director of the Company in the category of an Independent Director, with effect from 24th March 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Smt. Justice Chitra Venkataraman (Retd.) for the office of a Director, be and is hereby appointed as a Director of the Company, in the Category of Independent Director for a period of 5 consecutive years from the date of her appointment viz. 24th March, 2015 "
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 service tax and out of pocket expenses to M/s Geeyes & Co., Cost Accountants for auditing the Cost Records relating to manufacture of Fibre Cement Product (FCP), Calcium Silicate Board (CSB), Cement Clinker Grinding for the Financial years 2014-15, 2015-16 and 2016-17 and for Cotton Yarn for the Financial years 2015-16 and 2016-17, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified."

8. To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to create by way of mortgage, hypothecation, lien or in any other manner on all or any of the movable and/or immovable properties of the Company wheresoever situate both present and future and /or the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of the Financial Institutions/ Banks/Trusts/Mutual Funds or any other Institutions/ Companies /Authorities / Debenture Holders / Entities in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine for securing the loans/facilities sanctioned or to be sanctioned to the company or for securing the securities or any other debt instruments etc. issued or to be issued that fall within Board’s powers, together with interest, remuneration of the trustees and/or any other Institutions/Companies/ Authorities, premium (if any) on redemption and all other costs, charges and expenses payable by the Company in terms of the trust deed and/or any other agreements/documents, etc. to be finalized and executed between the Company and the agents and trustees and/or any other Institutions or Authorities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the agents and trustees and / or any other Institutions or Authorities.”

9. To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that in terms of Clause 49 VII of the Listing Agreement with the Stock Exchanges approval be and is hereby accorded for the related party transactions in the nature of Sale of Building products during the year ended 31st March,2015 as well as those to be entered into from 01.04.2015 to 02.05.2017 arising out of the Sole Selling Agency Agreement entered with Raja Charity Trust notwithstanding that the transactions so entered into and those to be entered into individually or taken together with previous transactions during any financial year exceeds or may exceed 10% of the annual consolidated turnover of the Company as per its last audited financial statement.”

10. To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and pursuant to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and such other applicable Regulations / Guidelines, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any of the existing Committee of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured Non-Convertible Debentures including but not limited to subordinate debt, bonds, and/ or other debt securities, etc., (hereinafter collectively referred as “Securities”) on a private placement basis, listed or unlisted in one or more tranches, during the period of one year from the date of passing this Special Resolution by the Members, upto a limit of ₹ 250 crores, within the overall outstanding borrowing limits approved by the Members.

RESOLVED further that the Board of Directors of the Company (including any Committee thereof), be and are hereby authorised to determine the terms of the issue including the class of investors to whom such Securities to be issued, time, total amount to be raised by issuance of Securities, the number of Securities, tranches, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts, deeds, filings, matters and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any director(s) and/ or officer(s) of the Company, as it may in its absolute discretion deem it necessary.”

Place : Rajapalayam
Date : 5th August, 2015

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

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 instead of him/herself and the Proxy need not be a Member of the Company.

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 Register of Members and the Share Transfer Books of the Company will remain closed from 17-09-2015 to 23-09-2015 (both days inclusive).
5. A Dividend of ₹ 0.30/- per share has been recommended by the Board of Directors for the year ended 31-03-2015 and subject to the approval of the Shareholders at the ensuing Annual General Meeting, is proposed to be paid in respect of shares held in physical form to the shareholders whose names appear in the Register of Members as on 23-09-2015 and in respect of shares held in electronic form to the beneficial owners whose names appear in the list furnished by the Depositories for this purpose as on 16-09-2015. The dividend is proposed to be paid on and from the date of Annual General Meeting.
6. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend. Accordingly, dividend will be credited through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company is in compliance with SEBI's directive in this regard.
7. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial year 2007-08 (Interim) on due dates 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 unpaid and unclaimed amounts lying with the Company on the website of the Company (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
31-03-2008 Final Dividend	11-08-2008	10-08-2015	08-09-2015
31-03-2009 1 st Interim Dividend 2 nd Interim Dividend Final Dividend	23-10-2008 29-01-2009 05-08-2009	22-10-2015 28-01-2016 04-08-2016	21-11-2015 26-02-2016 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

8. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2014-15 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.
9. 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's Registrar 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.
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 clause 35B of the Listing Agreement, the Company is providing members facility to exercise their right to vote at the 50th Annual General Meeting (AGM) by electronic means 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) 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.
- (vi) Fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* 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 sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Vasudevan with sequence number 1 then enter VA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (x) Click on the relevant EVSN for Ramco Industries Limited.
 - (xi) 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.
 - (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
 - (xiii) 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.
 - (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
 - (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and signature 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. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- IV. The facility for remote e-voting shall remain open from 9.00 A.M on Sunday, the 20th September, 2015 to 5.00 P.M. on Tuesday, the 22nd September, 2015. 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. 16th September 2015, may opt for remote e-voting.
- V. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- VI. 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 16-09-2015.
- VII. 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.
- VIII. 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.
- IX. 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.

Place : Rajapalayam
Date : 5th August, 2015

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.5

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Shri. V.Santhanaraman as an Additional Director on 1st October, 2014 under Non-Executive Independent Director category.

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

He is also a Director in the following Companies:

1. Rajapalayam Mills Limited
2. The Ramaraju Surgical Cotton Mills Limited
3. GMR Infrastructure Limited
4. GMR Energy Limited
5. DQ Entertainment Plc.
6. Emco Energy Limited
7. GMR Power Corporation Limited
8. GMR Krishnagiri SEZ Limited
9. GMR Bajoli Holi Hydro Power Limited

In terms of Section 161(1) of the Companies Act, 2013 read with Article 92 of the Articles of Association of the Company, Shri.V.Santhanaraman holds office as an Additional Director up to the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a member signifying his intention to propose the appointment of Shri.V.Santhanaraman as a Director.

Shri.V.Santhanaraman is proposed to be appointed as an Independent Director for 5 consecutive years from the date of his appointment. He has furnished a declaration pursuant to section 149(6) of the Companies Act, 2013 that he meets the criteria of independence and is hence eligible for appointment as an Independent Director. In the opinion of the Board, Shri.V.Santhanaraman fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

The Board of Directors is of the opinion that his vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

A copy of the letter of appointment issued to Shri.V.Santhanaraman would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Shri.V.Santhanaraman, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice and this Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Item No.6

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Justice Smt.Chitra Venkataraman (Retd.) as an Additional Director on 24th March 2015, under Non-Executive Independent Director category.

Smt. Justice Chitra Venkataraman (Retd.) (DIN : 07044099), a graduate in Economics from Ethiraj College, Chennai, and B.L. from Law College, Chennai, started her practice at Madras High Court. She specialised in Direct and Indirect tax laws. She was appointed as Government Pleader during the period 1991 to 1995 and thereafter as the standing counsel for Income Tax for about 10 years. She was elevated as Judge of Madras High Court in the year 2005 and retired in April 2014.

She is also a Director in the following Companies:

1. The Ramco Cements Limited
2. Lakshmi Machine Works Limited

In terms of Section 161(1) of the Companies Act, 2013 read with Article 92 of the Articles of Association of the Company, Smt. Justice Chitra Venkataraman (Retd.) holds office as an Additional Director up to the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a member signifying his intention to propose the appointment of Smt. Justice Chitra Venkataraman (Retd.) as a Director.

Smt. Justice Chitra Venkataraman (Retd.) is proposed to be appointed as an Independent Director for 5 consecutive years from the date of her appointment. She has furnished a declaration pursuant to section 149(6) of the Companies Act, 2013 that she meets the criteria of independence and is hence eligible for appointment as an Independent Director. In the opinion of the Board, Smt. Justice Chitra Venkataraman (Retd.) fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the Management.

The Board of Directors is of the opinion that her vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

A copy of the letter of appointment issued to Smt. Justice Chitra Venkataraman (Retd.) would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Smt. Justice Chitra Venkataraman (Retd.), being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice and this Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Item No.7

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

On the recommendation of the Audit Committee, the Board at its meeting held on 05.02.2015 had approved the appointment of M/s.Geeyes & Co., Cost Accountants as the Cost Auditors of the Company for the Financial years 2014-15,2015-16,2016-17 to audit the Company's Cost Records relating to manufacture of Fibre Cement Product (FCP), Calcium Silicate Board (CSB), Cement Clinker Grinding, Cotton Yarn at the remuneration of ₹ 2,50,000/- per annum exclusive of service tax and out of pocket expenses.

The appointment and the remuneration of the cost auditor is required to be ratified by the members in accordance with the provisions of Section 148(3) of the Act and Rule 14 of the Rules.

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.

Item No.8

As a security for the loans sanctioned/to be sanctioned by Financial Institutions/Banks/Corporate Bodies/Others etc. the Company would be required to mortgage and/charge its movable and immovable properties both present and future.

Such creation of charge may be considered as otherwise disposing of the whole or substantially the whole of the undertaking of the Company, which would require the approval of the Members by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013.

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.

Item No.9

The Members of the Company 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 the Company's Building Products for 5 years from 03.05.2012 to 02.05.2017 at a commission of 0.75% excluding taxes and duties thereon, on the ex-factory value of Building Products sold in India, by passing a special resolution as per the provisions of Companies Act, 1956.

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. Since the Sale transactions were on arm's length basis and in the ordinary course of Company's business approval of the members is not required under Section 188(1) of the Companies Act, 2013. However, in terms of revised Clause 49 VII of the Listing Agreement with effect from 1st October, 2014 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. During the year ended 31.03.2015 the sale of Building products made based on the orders procured by them amounted to ₹ 531.21 crore which was 65.18 % of the consolidated turnover for the year 2013-14 amounts to "Material transaction" with the related party and hence requires approval of shareholders of the Company through a Special Resolution. Voting by Related Parties on the Special Resolution will be governed by Clause 49(VII)(E) of the Listing Agreement.

The volume of orders procured by them for the Company's Building products has been continuously increasing year after year, leading into increase in Turnover and Profits of the Company. The Company expects further increase in the Orders through Raja Charity Trust

in the coming years and hence future sales are also likely to be Material Transactions in terms of the listing agreement. Hence the approval of Members is sought, for such sale transactions during 2014-15 as well as those sale transactions that may be entered into for the remaining period of the agreement with the RCT i.e. from 1.04.2015 to 02.05.2017.

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.

Item No.10

As per the provisions of Section 42 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, a company accepting subscriptions for Secured, Redeemable, Non-Convertible Debentures ("SRNCDs") on a private placement basis, is required to obtain the approval of the members by way of a Special Resolution.

The approval of the Members is being sought by way of a Special Resolution to enable the Company to borrow for financing on-going capital expenditure and general corporate purposes by way of SRNCDs, sub-ordinated bonds and other debt securities on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the members, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the SRNCDs, sub-ordinated bonds and other debt securities.

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.

Place : Rajapalayam
Date : 5th August, 2015

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

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

Shri.N K Shrikantan Raja (DIN 00350693), a Commerce graduate, has been Director of the Company since 1986 extending valuable guidance.

He is also a Director in the following Companies:-

- 1 The Ramaraju Surgical Cotton Mills Limited
- 2 Sri Yannarkay Services Limited
- 3 Sandhya Spinning Mill Limited
- 4 Sudharsanam Investments Limited
- 5 Sri Vishnu Shankar Mill Limited
- 6 Sri Harini Textiles Limited

He holds 1,20,140 shares in Ramco Industries Limited.

BOARD'S REPORT

Your Directors have pleasure in presenting their 50th Annual Report and the Audited Accounts of the Company for the year ended 31st March 2015.

FINANCIAL RESULTS

	For the Year ended 31.03.2015 ₹ in lakhs	For the Year ended 31.03.2014 ₹ in lakhs
Total Revenue	76,095	69,204
Operating Profit : Profit before Interest, Depreciation and Tax (PBITD)	6,556	6,212
Less : Interest	3,703	3,366
Profit before Depreciation and Tax (PBDT)	2,853	2,846
Less : Depreciation	1,889	4,325
Add : Exceptional items	1,013	-
Net Profit/ Loss before Tax (PBT)	1,977	(1,479)
Less: Provision for Taxation - Current	296	-
- Deferred	(116)	(879)
MAT Credit Entitlement	(296)	-
Net Profit / Loss after Tax (PAT)	2,093	(600)
Add : Balance Profit from last year	1,682	2,535
	3,775	1,935
Less : Depreciation adjustment on transition to Schedule II of the Companies Act,2013 on Fixed Assets (Net of Deferred Tax)	126	-
Surplus for Appropriation	3,649	1,935
Appropriations :		
1. Transfer to General Reserve	300	
2. Dividend	260	216
3. Tax on Dividend	53	37
Balance carried over to Balance Sheet	3,036	1682
TOTAL	3,649	1,935

SHARE CAPITAL

The paid-up capital of the Company is ₹ 8,66,63,060 /- consisting of 8,66,63,060 shares of ₹ 1/- each.

DIVIDEND

Your Directors have pleasure in recommending a Dividend of ₹ 0.30 per Equity Share of ₹ 1/- each as part of continuous dividend record of the Company.

TAXATION

An amount of ₹ 2.96 crore towards Current Tax, ₹ 1.16 crore towards reversal of Deferred Tax and ₹ 52.93 lakhs towards Dividend Tax has been provided for the year under review. The Company's entitlement of MAT credit of ₹ 2.96 crore has been recognised in the books during the year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

REVIEW OF OPERATIONS AND CURRENT TRENDS

A. BUILDING PRODUCTS DIVISION:

PRODUCT	PRODUCTION Qty. in M.T.		SALES Qty. in M.T.		TURNOVER ₹ in Lakhs	
	31.03.15	31.03.14	31.03.15	31.03.14	31.03.15	31.03.14
Fibre Cement Sheets	5,43,218	3,97,064	5,20,226	4,41,285	53,267	44,664
Calcium Silicate Boards	21,244	14,451	16,525	12,851	3,532	2,965

(a) Fibre Cement (FC) Sheets :

During the year under review, Sales quantity of FC Sheets grown by around 18% compared to previous year. Revival in demand pattern was observed mainly in Western, Northern and Eastern parts of the country. The demand pattern in the South remained sluggish. Increase in volume could be attributed to reasonably good monsoon in the year resulting in good crops which are buoyant facts for good retail sales. However net realisation decreased due to high transport costs for movements of materials from Plants located in South India to high demand areas in the west and east of the Country.

Union Government's initiatives on Rural development and Prime Minister's Swachh Bharat Abhiyan scheme will be boost for fibre cement products and trend may continue.

(b) Calcium Silicate Boards (CSBs) :

Efforts are taken to increase the utilization Capacity of new State-of-the-art plant of Calcium Silicate Boards at Rajasthan with persistent steps to improve the market of CSB in domestic and abroad. While there has been increase in production compared to last year, Sales also have been increased compared to last year.

(c) Cement Clinker Grinding (CCG) Plant at Kharagpur, West Bengal :

The Plant had produced 1,37,867 M.T. of Cement during the year under review as against 1,40,765 M.T. of Cement during the previous year.

Similarly, Sale of Cement also decreased from 1,40,868 M.T during the last year to 1,37,398 M.T. during 2014-15.

(d) Fibre Cement Pressure Pipes:

Operations of Pressure Pipes continued to be under pressure owing to the sluggish market. The Union Government's infrastructure initiatives are expected to increase the sale of this product.

B. WIND MILLS:

During the Financial Year 2014-15, the Wind energy was low compared to last year, from the existing 15 Wind Mills.

Position regarding Wind Mills was as follows:-

Total Capacity Installed	: 16.73 MW
Total Units generated	: 244 Lakh Units (P.Y: 253 Lakh Units)
Income earned (by generation/sale of power)	: ₹ 1339 Lakhs (P.Y: ₹ 1327 Lakhs)

C. COTTON YARN DIVISION - SRI RAMCO SPINNERS:

Production and Sales:

During the year 2014-15, the Unit had produced 30.28 Lakh Kgs. of Cotton Yarn as compared to 32.60 Lakh Kgs. produced during the previous year. The Unit had registered its sale of Yarn at 30.81 Lakh Kgs. (including traded yarn) during the year under review as against 33.29 Lakh Kgs. during 2013-14.

During the year under review, the performance of the Cotton yarn division was severely affected due to high cotton cost, price fall for yarn in export market, continuation of power cut and high power cost.

The reduction in yarn selling price and the increase in costs have contributed to reduction in profits for the year 2014-15, compared to the previous year.

With the moderation in cotton prices & stability in yarn prices, your Directors are hopeful in achieving satisfactory results during the year 2015-16.

D. OVERSEAS OPERATIONS OF SUBSIDIARIES - SRI RAMCO LANKA (PRIVATE) LIMITED AND SRI RAMCO ROOFINGS LANKA (PRIVATE) LIMITED, SRI LANKA :

The production of FC plant of Sri Ramco Roofings Lanka (Private) Limited (SRRLPL), which commenced commercial production in 2012, was 49,729 M.T. and Sales was 48,776 M.T. during the year under review, compared to 52,207 M.T. and 52,724 M.T. of last year.

Due to sluggish market conditions, there was drop in Net Sales of Sri Ramco Lanka (Private) Limited, during the year under review. This was partially offset by supplies effected from Sri Ramco Roofings Lanka (Private) Limited. At a Consolidated level of both the Companies, the Net Sales were SLR 30,872 lakhs (INR 14,408 lakhs) as against SLR 31,710 lakhs (INR 14,729 lakhs) during the corresponding previous year.

In accordance with Rule 5 of Companies (Accounts) Rules, 2014, a statement containing the salient features of the Financial Statements of the subsidiary is attached in Form AOC-1 as Annexure -1 to the Board's Report.

The Company proposes to transfer an amount of ₹ 300 lakhs to the General Reserves. An amount of ₹ 3036 lakhs is proposed to be retained in the statement of Profit and Loss.

CONSOLIDATED FINANCIAL STATEMENTS:

As per provisions of Section 129(3) of the Companies Act, 2013 and Clause 32 of the Listing Agreement, Companies are required to prepare Consolidated Financial Statements of its subsidiaries and Associates to be laid before the Annual General Meeting of the Company. Accordingly the Consolidated financial Statements incorporating the accounts of Subsidiary Companies viz. (a) M/s. Sudharsanam Investments Limited, (b) Sri Ramco Lanka (Private) Limited, Sri Lanka and (c) Sri Ramco Roofings Lanka (Private) Limited, Sri Lanka and Associate Companies viz. (a) The Ramco Cements Limited, (b) Ramco Systems Limited along with Auditors' Report thereon, forms part of this Annual Report.

In the month of April 2015, Ramco Systems Limited had gone for Qualified Institutional Placement and consequent to allotment of 51,18,100 equity shares of ₹ 10/- each to Qualified Institutional Buyers on 29-04-2015, its share capital had increased from ₹ 24.42 crores to ₹ 29.54 crores. Due to this, our share of investment in the capital of Ramco Systems Limited has decreased from 22.39% to 18.51%. Because of this, Ramco Systems Limited had ceased to be our Associate Company with effect from 29-04-2015, in accordance with Section 2(76) of the Companies Act, 2013.

The consolidated net profit of the Company amounted to ₹ 36.22 crore for the year ended 31st March, 2015 as compared to ₹ 20.93 crore of the previous year, on a standalone basis.

DIRECTORS:

Shri.P.R Venketrama Raja, was re-appointed as Vice Chairman and Managing Director of the Company for a period of three years starting from 01-04-2014 at the Annual General Meeting held on 28-07-2014.

Shri.R.S.Agarwal, Shri.M.B.N.Rao and Shri.K.T.Ramachandran were also appointed as Independent Directors of the Company for a period of five years starting from 01-04-2014, at the AGM held on 28-07-2014.

Shri V. Santhanaraman (DIN:00212334) has been co-opted on 01.10.2014 as an Additional Director under Independent Category. He will hold the Office till the date of the forthcoming Annual General Meeting.

In compliance with Clause 49 (II) (A) (1) of the Listing agreement, Smt. Justice Chitra Venkataraman (Retd.) (DIN:07044099) has been co-opted on 24.03.2015 as an Additional Director under Independent Category. She will hold the Office till the date of the forthcoming Annual General Meeting.

Notices in writing have been received from a Member signifying his intention to propose the appointments of Shri V. Santhanaraman and Smt. Justice Chitra Venkataraman (Retd.) as Directors under Independent Director Category at the Annual General Meeting to hold office for 5 consecutive years with effect from the date of their appointment viz. 1.10.2014 and 24.03.2015 respectively without being subject to retirement by rotation.

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Shri N.K.Shrikantan Raja (DIN : 00350693) retires by rotation and is eligible for re-election.

Shri M B N Rao, resigned from the Board with effect from 27th March, 2015. The Directors wish to place on record the valuable guidance and services rendered by him during his tenure.

Pursuant to Rule 8 (5) (iii) of Companies (Accounts) Rules, 2014 it is reported that, other than the above, there have been no changes in the Directors or Key Managerial Personnel during the year.

The Company has received necessary declarations from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

All the three members of the Audit Committee are Independent Directors. Pursuant to Section 177(8) of the Companies Act, 2013 it is reported that there has not been an occasion, where the Board had not accepted any recommendation of the Audit Committee.

In accordance with Section 178(3) of the Companies Act, 2013 and based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved a policy relating to appointment and remuneration of Directors, Key Managerial Personnel and Other Employees. The objective of the Nomination and Remuneration Policy is to ensure that the level and composition of remuneration is reasonable, the relationship of remuneration to performance is clear and appropriate to the long term goals of the Company.

As required under Clause 49(II)(B)(7) of the Listing Agreement, the details of the Familiarisation Programme for Independent Directors is available at the Company's website, at the following link at <http://www.ramcoindltd.com/Familiarisation.aspx>

BOARD EVALUATION

Pursuant to Section 134(3)(p) of the Companies Act, 2013, and Clause 49(II)(B)(6)(b)(iii) of the Listing Agreement, Independent Directors have evaluated the quality, quantity and timeliness of the flow of information between the Management and the Board, Performance of the Board as a whole and its Members and other required matters. Pursuant to Clause 49(II)(B)(5) of the Listing Agreement, the Nomination and Remuneration Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which will be based on attendance, expertise and contribution brought in by the Independent Director at the Board Meeting, which shall be taken into account at the time of reappointment of Independent Director.

MEETINGS

The Board of Directors met four times during this financial year, the details of meetings of the Board and its various Committees are given in the Corporate Governance Report.

PUBLIC DEPOSITS:

The Company had fixed deposits amounting to ₹ 7.85 lakhs at the beginning of the year. The Company has decided not to accept fresh deposits from 01.04.2014 and to avail the option provided under Section 74 of the Companies Act, 2013 to repay all the existing deposits by complying with the formalities required in this regard. Accordingly during the year, the Company had repaid all the fixed deposits amounting to ₹ 7.85 lakhs together with the accrued interest thereon.

ORDERS PASSED BY THE REGULATORS

Pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 it is reported that no significant and material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

INTERNAL FINANCIAL CONTROLS

In accordance with Section 134(5)(e) of the Companies Act, 2013, the Company has Internal Financial Controls Policy by means of Policies and Procedures commensurate with the size & nature of its operations and pertaining to financial reporting. In accordance with Rule 8(5)(viii) of Companies (Accounts) Rules, 2014, it is hereby confirmed that the Internal Financial Controls are adequate with reference to the financial statements.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186(4) of the Companies Act, 2013 are given in the notes to the Financial Statements.

AUDITS

STATUTORY AUDIT

At the 49th Annual General Meeting held on 28.07.2014 M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants and M/s. CNGSN & Associates LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company for three consecutive years being their remaining eligible period in terms of Rule 6 of Companies (Audit and Auditors) Rules, 2014. The matter relating to their appointment for the second year of their term is being placed before the Members for ratification at the ensuing Annual General Meeting in accordance with requirements of Section 139(1) of the Companies Act, 2013.

The Auditors have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Companies Act, 2013 and that they are not disqualified for re-appointment.

The report of the Statutory Auditors for the year ended 31st March, 2015 does not contain any qualification, reservation or adverse remark.

COST AUDIT

The Board of Directors had approved the appointment of M/s. Geeyes & Co., Cost Accountants as the Cost Auditors of the Company to audit the Company's Cost Records relating to manufacture of Fibre Cement Products (FCP & CSB), Cement Clinker Grinding for three years, viz. 2014-15, 2015-16 and 2016-17 and Cotton Yarn for two years viz. 2015-16 and 2016-17.

The appointment and the remuneration of the cost auditor is required to be ratified by the members in accordance with the provisions of Section 148(3) of the Act and Rule 14 of Companies (Audit and Auditors) Rules, 2014. Accordingly, the matter is being placed before the Members for ratification at the ensuing Annual General Meeting.

The Cost Audit Report for the financial year 2013-14 due to be filed with Ministry of Corporate Affairs by 27-09-2014, had been filed on 04-09-2014. The Cost Audit Report for the financial year 2014-15 is due to be filed within 180 days from the closure of the financial year and will be filed within the stipulated period.

SECRETARIAL AUDIT

M/s S. Krishnamurthy & Co., Company Secretaries, has been appointed to conduct the Secretarial Audit of the Company. Pursuant to the provisions of Section 204 (1) of the Companies Act, 2013 the Secretarial Audit Report submitted by the Secretarial Auditors for the year ended 31st March, 2015 is attached as Annexure - 2. The report does not contain any qualification, reservation or adverse remark. As regards the observation, steps are taken for despatch of documents within stipulated time.

EXTRACT OF ANNUAL RETURN

In accordance with Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of Companies (Management and Administration) Rules 2014, an extract of the Annual Return in Form MGT -9 is attached herewith as Annexure -3

CORPORATE GOVERNANCE

The Company has complied with the requirements regarding Corporate Governance as stipulated in Clause 49 of the Listing Agreement. As required under Clause 49(X) of the Listing Agreement, a report on Corporate Governance being followed by the Company is attached as Annexure -4. As required under Clause 49(XI) of the Listing Agreement, a Certificate from the Statutory Auditors of the Company confirming the compliance is attached as Annexure -5 to this Report.

CORPORATE SOCIAL RESPONSIBILITY POLICY:

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors have constituted a Corporate Social Responsibility (CSR) Committee and adopted a CSR Policy which is based on the philosophy that “As the Organisation grows, the Society and Community around it also grows.”

The Company has undertaken various projects in the areas of education, health, rural development, water and sanitation, promotion and development of traditional arts, protection of national heritage, livelihood enhancement projects etc., largely in accordance with Schedule VII of the Companies Act, 2013.

The CSR obligation pursuant to Section 135(5) of the Companies Act, 2013, for the year 2014-15 is ₹ 82 lakhs. As against this, the Company has spent ₹ 94 lakhs on CSR.

The Annual Report on CSR activities as prescribed under Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as Annexure -6.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In accordance with Section 177(9) and (10) of the Companies Act, 2013 and Clause 49 (II) (F) of the Listing Agreement, the Company has established Vigil mechanism as per the Whistle Blower Policy of the Company. The detail of the Whistle Blower Policy is hosted on the Company's website at “<http://www.ramcoindltd.com/Shareholders/Policies>”.

RISK MANAGEMENT POLICY

Pursuant to the requirements of Section 134 (3) (n) of the Companies Act, 2013, the Company has designed and implemented the Risk Management Policy. The policy envisages identification of risk and procedures for assessment and minimisation of risk thereof.

RELATED PARTY TRANSACTIONS

The transactions with related parties entered into by the Company are periodically placed before the Audit Committee for its approval. The particulars of contracts entered into by the Company during the year as per Form AOC 2 is enclosed as Annexure - 7

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. Since the Sale transactions were on arm's length basis and in the ordinary course of Company's business approval of the members is not required under Section 188(1) of the Companies Act, 2013. However, in terms of revised Clause 49 VII of the Listing Agreement with effect from 1st October, 2014 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. During the year ended 31.03.2015 the sale of Building products made based on the orders procured by them amounted to ₹ 531.21 crore which was 65.18 % of the consolidated turnover for the year 2013-14 amounts to “Material transaction” with the related party and hence approval of shareholders of the Company is being sought by Special Resolution. Except the above said transaction, no transaction with the related party is material in nature, in accordance with Company's “Related Party Transaction Policy” and Clause 49 VII(C) of the Listing Agreement. In accordance with AS-18, the details of transactions with the related parties are set out in Note No. 18 (f) to the Balance Sheet.

As required under Clause 49(VIII) (A) (2) of the Listing Agreement, the Company's Related Party Transaction Policy is disclosed in the Company's Website and its weblink is - “<http://www.ramcoindltd.com/Shareholders/Policies>”.

FUTURE OUTLOOK

The present Government's policies are expected to give a big push to the economic activities. The thrust given in the Union Budget 2015-16 for development of Infrastructure activities such as Housing, Roads and Highways, Ports, Development of Smart Cities, etc. is expected to accelerate the growth of the infrastructure industry. The investments in infrastructure are expected to give a boost to the construction activities. The moderate inflation will encourage investments in housing sector. The Government's commitment to reforms and its initiatives relating to “Make in India” and ease of doing business are expected to make the GDP grow in excess of 8%. All these will positively impact the demand for Building Products in future. As all our plants are fully equipped and modernized with supporting logistics facilities, our Company will be able to take full advantage of the economic momentum in the coming years.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to Rule 8(3) of Companies (Accounts) Rules, 2014 the information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo is attached as Annexure - 8

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The disclosures in terms of provisions of Section 136(1), 197(12) of the Companies Act, 2013 read with Rule 5(1), (2) & (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, relating to remuneration are provided in Annexure - 9.

INDUSTRIAL RELATIONS

Industrial relations continue to be cordial and harmonious at all the Units. Employees at all levels are extending their fullest co-operation for the various cost reduction measures of the Company.

SHARES

The Company's shares are listed in BSE Limited and National Stock Exchange of India Limited and the Annual Listing Fees have been paid for the F.Y. 2015-16.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Directors confirm that

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) They had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) They had prepared the annual accounts on a going concern basis;
- (e) They had laid down internal financial controls to be followed by the Company and that such financial controls are adequate and were operating effectively.
- (f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RESEARCH AND DEVELOPMENT EFFORTS

During the year under review, the Company continued its Research & Development efforts in respect of conventional and non-conventional Fibres and in Production Technology for manufacture of Fibre Cement Sheets/Calcium Silicate Boards.

ACKNOWLEDGEMENT

The Directors are grateful to the various Departments and agencies of the Central and State Governments for their help and co-operation. They are thankful to the Financial Institutions and Banks for their continued help, assistance and guidance. The Directors wish to place on record their appreciation of employees at all levels for their commitment and their contribution.

On behalf of the Board of Directors
For RAMCO INDUSTRIES LIMITED

P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN

Place : Rajapalayam
Date : 5th August, 2015

Annexure - 1

FORM AOC - 1

[Pursuant to Section 129(3) of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014]
Statement containing Salient features of the financial statement of subsidiaries / associate companies

PART A - SUBSIDIARY COMPANIES

₹ In Lakhs
Foreign Currency - in Lakhs

Particulars		1	2
Name of the Subsidiary Company	Currency	Sri Ramco Lanka (Private) Limited	Sudharsanam Investments Limited
Company incorporated in		Sri Lanka	India
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries			
Share capital	INR	1,419.59	425.00
	SLR	2,429.04	-
Reserves & surplus	INR	7,791.40	260.69
	SLR	19,585.38	-
Total assets	INR	11,946.86	1,288.24
	SLR	27,834.18	-
Total Liabilities	INR	2,735.87	602.55
	SLR	5,819.76	-
Investments	INR	NIL	1,286.25
Turnover / Total Income	INR	16,181.22	29.83
	SLR	34,671.57	-
Profit before taxation	INR	2,105.70	29.65
	SLR	4,438.28	-
Provision for Taxation	INR	370.69	-
	SLR	794.28	-
Profit after taxation	INR	1,735.00	29.65
	SLR	3,644.00	-
Proposed Dividend	INR	106.90	-
	SLR	230.00	-
Percentage of Shareholding		99.99%	100%
As on 31.03.2015 : 1 SLR = ` 0.4701			

Note: Figures of Sri Ramco Lanka (Private) Limited includes the figures of its subsidiary Sri Ramco Roofing Lanka (Private) Limited incorporated in Sri Lanka.

Part “B” : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of the Associate	The Ramco Cements Limited	Ramco Systems Limited
1.	Latest audited Balance Sheet date	31.03.2015	31.03.2015
2.	Shares of Associate/Joint Ventures held by the company on the year end Number	4,93,12,420	54,67,376
	Amount of Investment in Associates/ Joint Venture - ₹ in Lakhs	7,102.10	13,216.19
	Extent of Holding %	20.72	22.41
3.	Description of how there is significant influence	Note A	Note A
4.	Reason why the associate venture is not consolidated	-	-
5.	Networth attributable to shareholding as per the latest audited Balance Sheet - ₹ in Lakhs	2,60,181.00	26,685.10
6.	Profit/Loss for the year		
	(i) Considered in Consolidation - ₹ in Lakhs	5,099.81	283.98
	(ii) Not Considered in Consolidation		

1. Names of associates or joint ventures which are yet to commence operations - NIL
2. Names of the associates or joint ventures which have been liquidated or sold during the year - NIL

Note A: There is significant influence due to percentage (%) of the Share Capital

As per our Report Annexed

For M/s.M.S. JAGANNATHAN &
N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 001208S
K.SRINIVASAN
Partner
Membership No.: 021510
Place: Chennai
Date : 29th May, 2015

For M/s.CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 004915S
C.N.GANGADARAN
Partner
Membership No.: 011205

For and on behalf of the Board

P.R. RAMASUBRAHMANEYA RAJHA
Chairman

K.SANKARANARAYANAN
Chief Financial Officer

S. BALAMURUGASUNDARAM
Company Secretary

Form No. MR-3

Secretarial Audit Report for the financial year ended 31st March 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,

Ramco Industries Limited, [CIN: L26943TN1965PLC005297]

47, P.S.K. Nagar, Rajapalayam - 626 108

We have conducted a secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by M/s. **RAMCO INDUSTRIES LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts/statutory compliances and expressing our opinion thereon.

We are issuing this report based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company, forms and returns filed, compliance related action taken by the Company during the financial year ended on 31st March 2015 and also after 31st March 2015 but before the issue of this report and the information provided by the Company, its officers, agents and authorized representatives during our conduct of secretarial audit.

We hereby report that in our opinion, during the audit period covering the **financial year ended on 31st March 2015**, (hereinafter referred to as "the year"), the Company has complied with the statutory provisions listed hereunder and also has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. The members are requested to read this report along with our letter of even date annexed to this report as **Annexure - A**.

1. We have examined the books, papers, minute books and other records maintained by the Company and the forms and returns filed during the year according to the applicable provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
 - (ii) The Companies Act, 1956 and the rules made thereunder.
 - (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
 - (iv) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder.
 - (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
 - (vi) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; and
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (vii) The Listing Agreements entered into by the Company with:
 - (a) BSE Limited;
 - (b) National Stock Exchange of India Limited; and
 - (c) Madras Stock Exchange Limited
2. We are informed that, for the financial year ended on 31st March 2015:
 - (i) The company was not required to maintain books, papers, minute books, forms and returns filed or other records according to the provisions of the following SEBI Acts:
 - (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (ii) There are no other laws specifically applicable to the company, the books, papers, minute books, forms and returns of which were required to be examined by us for the purpose of this report.
3. We have not examined compliance with the Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India as they become applicable only from 1st July 2015.
4. During the period under review, to the best of our knowledge and belief and according to the information and explanations given to us, the Company has complied with the provisions of the Acts, Rules, Regulations and Agreements mentioned under paragraph 1 above, to the extent applicable, subject to the observations placed in **Annexure B** to this report.
5. We further report that:
- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Board has appointed a woman director on 24th March 2015. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - (ii) During the year:
 - (a) Adequate notice was given to all directors to schedule the Board Meetings.
 - (b) Notice of Board Meetings were sent at least seven days in advance.
 - (c) Agenda and detailed notes on agenda are sent less than seven days before the meeting, since there was no statutory requirement to send them seven days in advance of the meeting.
 - (iii) A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings. Majority decision is carried through. We are informed that there were no dissenting members' views on any of the matters during the year that were required to be captured and recorded as part of the minutes.
 - (iv) There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
 - (v) The details of specific events/ actions during the audit period which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards are given below:
 - (a) The members have at the annual general meeting held on 28th July 2014, passed the following special resolutions:
 - ✱ Under section 180(1)(c) of the Act empowering the Board of Directors to borrow moneys provided that the amounts borrowed and outstanding at any point of time does not exceed ₹ 125 Crores, apart from temporary loans from Company's bankers in the ordinary course of business; and
 - ✱ Under section 14 of the Act, to alter Article 16A of the Articles of Association of the Company.

For S Krishnamurthy & Co.
Company Secretaries

K. Sriram
Partner
Membership No: F6312
Certificate of Practice No: 2215

Place: Chennai
Date : 3rd August 2015

Annexure - A to Secretarial Audit Report of even date

To

The Members,

Ramco Industries Limited, [CIN: L26943TN1965PLC005297]

47, P.S.K. Nagar, Rajapalayam - 626 108

Our Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31st March 2015 is to be read along with this letter.

1. Maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management of the Company. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this report, we have also taken into consideration the compliance related action taken by the Company after 31st March 2015 but before the issue of this report.
4. We have considered compliance related actions taken by the Company based on independent legal/ professional opinion obtained as being in compliance with law, wherever there was scope for multiple interpretations, especially since the financial year ended 31st March 2015 was the first full financial year in which the Companies Act, 2013 became operational and also on account of the listing agreement with the stock exchanges undergoing major amendments from 1st October 2014.
5. We have verified the records on a test basis to see whether the correct facts are reflected in the secretarial records. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
8. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S Krishnamurthy & Co.
Company Secretaries

K. Sriram

Partner

Membership No: F6312

Certificate of Practice No: 2215

Place: Chennai

Date : 3rd August 2015

Annexure - B to Secretarial Audit Report of even date

Sl. No.	Observation
1.	In respect of 2 cases, the share certificates lodged for transfer were dispatched within 33 and 19 days respectively of the date of lodgment, instead of 15 days as stipulated under Clause 3(c) of the listing agreement.
2.	One transmission cum dematerialisation request confirmed after registration of transmission, within 32 days of receipt of demat documents by the RTA.

Form No. MGT-9
**EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i	CIN	L26943TN1965PLC005297
ii	Registration Date	27.01.1965
iii	Name of the Company	RAMCO INDUSTRIES LIMITED
iv	Category/Sub-Category of the Company	Public Limited Company
v	Address of the Registered Office and contact details	47,P.S.K.NAGAR RAJAPALAYAM - 626 108
vi	Whether listed Company	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Cameo Corporate Services Limited, Subramanian Building, No: 1, Club House Road, CHENNAI - 600 002 Tel. : 044-2846 0390

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company :

No	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Fibre Cement Sheets	3270	72
2	Cotton Yarn	13111	16

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable section
1.	Sudharsanam Investments Limited	U 65993TN1998PLC040821	Subsidiary	100.00	2(87)(ii)
2.	Sri Ramco Lanka (Private) Limited, Srilanka	P V 4683	Subsidiary	99.99	2(87)(ii)
3.	Sri Ramco Roofings Lanka (Private) Limited, Srilanka	P V 75389	Subsidiary	1.27	2(87)(ii)
4.	The Ramco Cements Limited	L26941TN1957PLC003566	Associate	20.72	2(6)
5.	Ramco Systems Limited	L72300TN1997PLC037550	Associate	22.41	2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	23428161	0	23428161	27.03	23433161	0	23433161	27.04	0.01
b) Central Govt)	0	0	0	0.00	0	0	0	0.00	0.00
C) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	23296660	0	23296660	26.88	23296660	0	23296660	26.88	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0	0.00
Sub-total (A)(1)	46724821	0	46724821	53.92	46729821	0	46729821	53.92	0.01
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0	0.00
e) Any other	0	0	0	0.00	0	0	0	0	0.00
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A) = A(1) + A(2)	46724821	0	46724821	53.92	46729821	0	46729821	53.92	0.01
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	36472	9000	45472	0.05	108924	9000	117924	0.14	0.08
b) Banks / FI	5389838	4000	5393838	6.22	1832416	4000	1836416	2.12	-4.10
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e. Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	2000	2000	0.00	15000	2000	17000	0.02	0.02
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1)	5426310	15000	5441310	6.28	1956340	15000	1971340	2.27	-4.00
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	1939332	17000	1956332	2.26	2785593	17000	2802593	3.23	0.98
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	11784150	1404540	13188690	15.22	14026996	1430740	15457736	17.84	2.62
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	11700139	5385180	17085319	19.71	11780404	5283900	17064304	19.69	-0.02

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
Clearing Member	88393	0	88393	0.10	90272	0	90272	0.10	0.00
Hindu Undivided Families	1416025	0	1416025	1.63	1537092	0	1537092	1.77	0.14
Non Resident Indians	751670	0	751670	0.87	1009402	0	1009402	1.16	0.30
Trusts	10500	0	10500	0.01	500	0	500	0.00	-0.01
Sub-total (B)(2)	27690209	6806720	34496929	39.81	31230259	6731640	37961899	43.80	4.00
Total Public Shareholding (B) = (B)(1) + (B)(2)	33116519	6821720	39938239	46.08	33186599	6746640	39933239	46.08	-0.01
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	79841340	6821720	86663060	100.00	79916420	6746640	86663060	100.00	0.00

ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
Ramco Management Pvt. Ltd.	1805800	2.08	0	1805800	2.08	0	0.00
The Ramaraju Surgical Cotton Mills Ltd.	135880	0.16	0	135880	0.16	0	0.00
Rajapalayam Mills Limited	7920680	9.14	0	7920680	9.14	0	0.00
Ramco Agencies Pvt. Ltd.	22200	0.03	0	22200	0.03	0	0.00
Ramco Pvt. Ltd.	39600	0.05	0	39600	0.05	0	0.00
Shri P.R. Ramasubrahmanya Rajha	2882621	3.33	0	2882621	3.33	0	0.00
Smt. Ramachandra Raja Chittammal	1053880	1.22	0	1053880	1.22	0	0.00
Smt. P.V. Srisandhya	42400	0.05	0	42400	0.05	0	0.00
Shri P.V. Abinav Ramasubramaniam Raja	40000	0.05	0	40000	0.05	0	0.00
Smt. Saradha Deepa	5500000	6.35	0	5500000	6.35	0	0.00
Shri P.R. Venketrama Raja	5500000	6.35	0.81	5500000	6.35	0.81	0.00
Smt. P.V. Nirmala	60000	0.07	0	60000	0.07	0	0.00
Shri N.R.K. Ramkumar Raja	174640	0.20	0	174640	0.20	0	0.00
Smt. Nalina Ramalakshmi	5580000	6.44	0	5580000	6.44	0	0.00
Shri S.R. Srirama Raja	243000	0.28	0	243000	0.28	0	0.00
Smt. R Sudarsanam	2351620	2.71	0	2356620	2.72	0	0.01
The Ramco Cements Ltd.	13372500	15.43	0	13372500	15.43	0	0.00
Total	46724821	53.92	0.81	46729821	53.92	0.81	0.01

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No	Shareholding	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year (01.04.2014)	46724821	53.92	-	-
2	Increase in Shareholding by Purchase	5000		-	-
3	At the end of the year (31.03.2015)			46729821	53.92*

* Promoters' Shareholding % remains same after purchase of 5,000 shares by one of the Promoters.

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs & ADRs)

Sl No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014)/ end of the year (31-03-2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	United India Insurance Company Ltd.	3773178	4.35	01.04.2014				
				13.06.2014	-12820	Sale	3760358	4.34
				04.07.2014	-75000	Sale	3685358	4.25
				11.07.2014	-25000	Sale	3660358	4.22
				08.08.2014	-118583	Sale	3541775	4.09
				14.08.2014	-63574	Sale	3478201	4.01
				22.08.2014	-146278	Sale	3331923	3.84
				29.08.2014	-140000	Sale	3191923	3.68
				05.09.2014	-147443	Sale	3044480	3.51
				12.09.2014	-125703	Sale	2918777	3.37
				19.09.2014	-145740	Sale	2773037	3.20
				30.09.2014	-113029	Sale	2660008	3.07
				10.10.2014	-83527	Sale	2576481	2.97
				17.10.2014	-72975	Sale	2503506	2.89
				24.10.2014	-64577	Sale	2438929	2.81
				31.10.2014	-88226	Sale	2350703	2.71
				07.11.2014	-105000	Sale	2245703	2.59
				14.11.2014	-175000	Sale	2070703	2.39
				21.11.2014	-175000	Sale	1895703	2.19
				28.11.2014	-98392	Sale	1797311	2.07
				05.12.2014	-131276	Sale	1666035	1.92
				12.12.2014	-124032	Sale	1542003	1.78
				19.12.2014	-17508	Sale	1524495	1.76

SI No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04- 2014)/ end of the year (31-03- 2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				09.01.2015	-59053	Sale	1465442	1.69
				16.01.2015	-90000	Sale	1375442	1.59
				23.01.2015	-110485	Sale	1264957	1.46
				30.01.2015	-135659	Sale	1129298	1.30
				06.02.2015	-125090	Sale	1004208	1.16
				13.02.2015	-175000	Sale	829208	0.96
				20.02.2015	-114569	Sale	714639	0.82
				27.02.2015	-128032	Sale	586607	0.68
				06.03.2015	-125270	Sale	461337	0.53
				13.03.2015	-109223	Sale	352114	0.41
		231690	0.27	20.03.2015	-120424	Sale	231690	0.27
2	Govindlal M Parikh/ Chinmay G Parikh	2491407	2.88	01.04.2014				
				29.08.2014	92561	Purchase	2583968	2.98
				05.09.2014	86338	Purchase	2670306	3.08
				31.10.2014	24673	Purchase	2694979	3.11
				06.03.2015	18443	Purchase	2713422	3.13
		2904627	3.35	27.03.2015	191205	Purchase	2904627	3.35
3	General Insurance Corporation of India	1616660	1.87	01.04.2014				
				25.07.2014	-10000	Sale	1606660	1.85
				28.07.2014	-22531	Sale	1584129	1.83
				01.08.2014	-19978	Sale	1564151	1.80
		1516660	1.75	08.08.2014	-47491	Sale	1516660	1.75
4	K.T. Rukmani Anni	1590200	1.84	01.04.2014			1590200	1.84
5	Chinmay G Parikh/ Govindlal M Parikh	835709	0.96	01.04.2014				
				23.05.2014	-112895	Sale	722814	0.83
				06.06.2014	-20000	Sale	702814	0.81
				13.06.2014	-10000	Sale	692814	0.80
				31.10.2014	-24000	Sale	668814	0.77
		618814	0.71	07.11.2014	-50000	Sale	618814	0.71
6	Sandhya G Parikh/ Govindlal M Parikh	779302	0.90	01.04.2014			779302	0.90
7	Govindlal M Parikh	696000	0.80	01.04.2014			696000	0.80
8	Krishnasamy Kamaya Naicker S	556500	0.64	01.04.2014			556500	0.64
9	Krishnamurthy V	493200	0.57	01.04.2014			493200	0.57

Sl No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04- 2014)/ end of the year (31-03- 2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
10	Ravikumar Ramkishore Samwalka	465539	0.54	01.04.2014			465539	0.54
11	Shailesh Manoharlal Shah/ Kalpana Shailesh Shah	0	0	01.04.2014				
				05.09.2014	58060	Purchase	58060	0.07
				10.10.2014	300000	Purchase	358060	0.41
				31.12.2014	37440	Purchase	395500	0.46
				09.01.2015	500	Purchase	396000	0.46
				06.02.2015	28500	Purchase	424500	0.49
				13.02.2015	25000	Purchase	449500	0.52
		479000	0.55	31.03.2015	29500	Purchase	479000	0.55
12	Shailesh M Shah/ Kalpana S Shah	358060	0.42	01.04.2014				
				05.09.2014	-58060	Sale	300000	0.35
		0	0	10.10.2014	-300000	Sale	0	-

v) Shareholding of Directors and Key Managerial Personnel

Sl No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014) / end of the year (31-03- 2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
DIRECTORS :								
1	Shri P.R. Ramasubrahmaneya Rajha	2882621	3.33	N.A.	N.A.	N.A.		
		2882621	3.33	N.A.	N.A.	N.A.	2882621	3.33
2	Shri P.R. Venketrama Raja	5500000	6.35	N.A.	N.A.	N.A.		
		5500000	6.35	N.A.	N.A.	N.A.	5500000	6.35
3	Shri S.S. Ramachandra Raja	407680	0.47	N.A.	N.A.	N.A.		
		407680	0.47	N.A.	N.A.	N.A.	407680	0.47
4	Shri K.T. Ramachandran	220000	0.25	N.A.	N.A.	N.A.		
		220000	0.25	N.A.	N.A.	N.A.	220000	0.25
5	Shri N.K. Shrikantan Raja	120140	0.14	N.A.	N.A.	N.A.		
		120140	0.14	N.A.	N.A.	N.A.	120140	0.14

Sl No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014) / end of the year (31-03- 2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
6	Shri R.S. Agarwal	132	0.00				0	0.00
		0	0.00		-132	Transfer	0	0.00
7	Shri V. Santhanaraman	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL
8	Smt. Justice Chitra Venkataraman (Retd.)	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL
Key Managerial Personnel								
1	Shri Prem G Shanker	10893	0.01	N.A.	N.A.	N.A.		
		10893	0.01	N.A.	N.A.	N.A.	10893	0.01
2	Shri K. Sankaranarayanan	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL
3	Shri S. Balamurugasundaram	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in lakhs)

	Secured Loan excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year				
(i) Principal Amount	29395.95	9987.64	37.36	39420.95
(ii) Interest Due but not paid	119.68	90.66	-	210.34
(iii) Interest accrued but not due	-	-	-	-
Total of (i+ii+iii)	29515.63	10078.31	37.36	39631.29
Change in Indebtedness during the Financial year				
Addition	6097.24	1006.00	-	7103.24
Reduction	6148.23	9.95	37.36	6195.54
Net change	-50.99	996.05	-37.36	907.70
Indebtedness at the end of the Financial year				
(i) Principal Amount	29388.01	10993.64	-	40381.65
(ii) Interest Due but not paid	76.63	80.72	-	157.35
(iii) Interest accrued but not due	-	-	-	-
Total of (i+ii+iii)	29464.64	11074.36	-	40539.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director (MD), Whole-time Directors (WTD) and/or Manager :

(In Rupees)

Sl. No.	Particulars of Remuneration	Name of VCMD	Name of WTD	Name of Manager	Total Amount
		Shri P.R.Venketrama Raja	-	-	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1,12,50,000	-	-	1,12,50,000
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Others - Retirement benefits	7,77,600	-	-	7,77,600
	Total (A)	1,20,27,600	-	-	1,20,27,600
	Ceiling as per the Act	See Note below			

Note : Shri P R Venketrama Raja is also the Vice Chairman & Managing Director of Ramco Systems Ltd (RSL) and his total remuneration shall not exceed 5% of net profit of the Company or RSL whichever is higher. In case of no profit or inadequate profit he shall be paid the maximum remuneration as permissible under Section II Part II of Schedule V of Companies Act, 2013 after deducting payment made by RSL.

B. Remuneration to other Directors :

(In Rupees)

Sl. No.	Particulars of Remuneration	Name of the Directors							Total Amount
		Shri P.R. Rama-subrahmaneya Rajha	Shri S.S. Ramachandra Raja	Shri K.T. Ramachandran	Shri N.K. Shri kantan Raja	Shri R.S. Agarwal	Shri M.B.N. Rao	Shri V. Santhanaraman	
1	Independent Directors								
	Fee for attending Board/ Committee Meetings	-	-	2,07,500	-	2,55,000	1,40,000	50,000	6,52,500
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	-	-	2,07,500	-	2,55,000	1,40,000	50,000	6,52,500
2	Other Non Executive Directors								
	Fee for attending Board/ Committee Meetings	1,27,500	75,000	-	1,50,000	-	-	-	3,52,500
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	Total (2)	1,27,500	75,000	-	1,50,000	-	-	-	3,52,500
	Total (B) = (1+2)	1,27,500	75,000	2,07,500	1,50,000	2,55,000	1,40,000	50,000	10,05,000
	Overall Ceiling as per the Act	Only sitting fees is being paid to Directors which is not included in the ceiling as per Section 197(2) of the Act.							
	Total Managerial Remuneration (A+B)								1,30,32,600

C. Remuneration to Key Managerial Personnel other than MD/Manager/WT

(In Rupees)

Sl.No.	Particulars of remuneration	Key Managerial Personnel		
		Shri Prem G Shanker, Chief Executive Officer	Shri K. Sankaranarayanan, Vice President (Finance & Accounts)	Shri S. Balamurugasundaram, Company Secretary & General Manager (Legal)
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,12,37,227	44,93,937	15,72,009
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - As % of profit - Others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	1,12,37,227	44,93,937	15,72,009

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of Cos. Act, 1956	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any [give details]
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

Place: Rajapalayam
Date : 5th August, 2015

On behalf of the Board of Directors
For RAMCO INDUSTRIES LIMITED
P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN

ANNEXURE - 4 TO BOARD'S REPORT

REPORT ON CORPORATE GOVERNANCE

Pursuant to Annexure XII to the Listing Agreement

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company firmly believes that Good Corporate Governance inspires and strengthens investors' confidence, enhances the value of all the Stakeholders of the Company viz., Shareholders, Creditors, Customers and Employees and also aware that Corporate Governance is integral to the existence of the Company.

With this belief, the Company, since inception, assiduously follows its self-determined goals on Corporate Governance and strives to achieve these objectives through set of systems procedures, Policies, Practices and high standards in dealings and following business ethics in all its activities. The Company is conscious of the fact that observance of good Corporate Governance principles would go a long way in maintaining the relationship with various Stakeholders in a transparent and honest manner.

The Company believes in continuous up-gradation of technology to improve the quality of its production and productivity to achieve newer and better products for total customer satisfaction. The Company lays great emphasis on team building and motivation. The Company has strong faith in innate and infinite potential of human resources. It believes in the creative abilities of the people who work for the Company and believes in investing in their development and growth as foundation for strong and qualitative growth of the Organization.

If there is no customer, there is no business. Customers' continued satisfaction and sensitivity to their needs are the Company's source of strength and security.

The Company also believes that as the Organization grows, the society and the community around it should also grow.

2. BOARD OF DIRECTORS

The Board of Directors of the Company is headed by the Chairman, Shri P.R. Ramasubrahmaneya Rajha. Shri P.R. Venketrama Raja is the Vice-Chairman and Managing Director. The Board consists of eminent persons with considerable professional expertise in various fields such as Administration, Banking, Law, Finance, Engineering etc. The Board has 8 Directors out of which 6 Directors are Non-Executive, including 4 Independent Directors. Independent Directors constitute 50% of the total strength of the Board of Directors as required under the Code of Corporate Governance. There is no pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the Company. The Board reviews and approves strategy and oversees the actions and performance of the Management periodically for enhancing the stakeholders' value.

During the year under review, four Board Meetings were held, one each on 22.05.2014, 27.07.2014, 06.11.2014 and 05.02.2015.

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

Sl. No	Name of the Director	Directorship*	No. of Board Meetings attended	Attendance at last AGM
1.	Shri P.R.Ramasubrahmaneya Rajha (Chairman - Non-Executive)	PD	4	Yes
2.	Shri P.R. Venketrama Raja (Vice-Chairman & Managing Director)	PD	4	Yes
3.	Shri S.S. Ramachandra Raja	NED	3	Yes
4.	Shri K.T. Ramachandran	NEID	3	No
5.	Shri N.K. Shrikantan Raja	NED	4	Yes
6.	Shri R.S. Agarwal	NEID	4	Yes
7.	Shri M.B.N. Rao*	NEID	3	Yes
8.	Shri V.Santhanaraman**	NEID	2	-
9.	Smt. Justice Chitra Venkataraman ***	NEID	0	-

* Resigned on 27.03.2015

** Co-opted as Director on 01.10.2014

*** Co-opted as Director on 24.03.2015

PD - Promoter Director; NED - Non-Executive Director; NEID - Non-Executive Independent Director

Other Directorships

The Number of other Boards or Board Committees in which the Director is a Member or Chairperson as on 31-03-2015 is given below:

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

* Public Limited Companies, other than Ramco Industries Limited.

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

REMUNERATION OF DIRECTORS

The Non-Executive Directors are paid Sitting Fee of ₹ 25,000/- per meeting for attending the Board and Committees thereof, except for Share Transfer Committee Meeting from 22.05.2014 for which no sitting fee is payable.

Name of the Director	(₹)			No. of Shares held
	Sitting Fee	Remuneration	Commission	
Shri.P.R.Ramasubrahmaneya Rajha	1,27,500	Nil	Nil	28,82,621
Shri.P.R.Venketrama Raja	Nil	1,12,50,000*	Nil	55,00,000
Shri.S.S.Ramachandra Raja	75,000	Nil	Nil	4,07,680
Shri.K.T.Ramachandran	2,07,500	Nil	Nil	2,20,000
Shri.N.K Shrikantan Raja	1,50,000	Nil	Nil	1,20,140
Shri.R.S.Agarwal	2,55,000	Nil	Nil	132
Shri.V.Santhanaraman	50,000	Nil	Nil	Nil
Smt. Justice Chitra Venkataraman (Retd.)	Nil	Nil	Nil	Nil

There is no pecuniary relationship or transactions of Non-Executive Directors vis-a-vis the Company.

*After deducting the remuneration paid by Ramco Systems Limited

The appointment and remuneration to Managing Director is governed by the resolution passed by the shareholders at the Annual General Meeting held on 28-07-2014 and the remuneration is equivalent to 5% of the Net Profits of the Company and in case of inadequacy of profits, as per Section II, Part II of Schedule V of the Companies Act, 2013.

Disclosure of relationships between directors inter-se

(Pursuant to Clause 49 (VIII) (E) (2) of the Listing agreement)

Shri.P.R.Ramasubrahmaneya Rajha, Chairman is the father of Shri.P.R.Venketrama Raja, Vice Chairman and Managing Director.

3. AUDIT COMMITTEE

The terms of reference of the Audit Committee include:

- To review the reports of Internal Audit Department;
- To review the Auditors' Report on the financial statements;
- To review the strength and weakness of the internal controls and to provide recommendations relating thereto.
- To generally assist the Board to discharge their functions more effectively.

In addition, the Audit Committee would discharge the roles and responsibilities as prescribed by the Listing Agreement and Companies Act, 2013.

Composition :

The Audit Committee consists of the following Directors:

Sl. No.	Name of the Director	No. of Meetings attended
1.	Shri R.S. Agarwal, Chairman of the Committee	4
2.	Shri K.T. Ramachandran	3
3.	Shri M.B.N. Rao*	3
4.	Smt. Justice Chitra Venkataraman (Retd.) **	0

* Resigned on 27.03.2015

** Co-opted as Member on 24.03.2015

No. of Meetings held during the year : Four

Date of Meetings : 21.05.2014, 27.07.2014, 05.11.2014 and 04.02.2015

The Statutory Auditors, Chief Executive Officer, Chief Financial Officer and Head of Internal Audit Department are invitees to the Audit Committee Meetings. The Company Secretary acts as the Secretary to the Committee.

All the three members of the Audit Committee are Independent Directors as against the requirement of 2/3rd under the Code of Corporate Governance.

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee discharges the functions as envisaged for it by the Companies Act, 2013, the Listing Agreement and functions as mandated by the Board of Directors from time to time. The Nomination and Remuneration Policy is to ensure that the level and composition of remuneration is reasonable, the relationship of remuneration to performance is clear and appropriate to the long term goals of the company.

The complete details about the terms of reference for Nomination and Remuneration Committee and Nomination and Remuneration Policy are available at Company's website.

Composition :

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

* Co-opted as Member on 22.05.2014

No. of Meetings held during the year : Three

Date of the Meetings : 21.05.2014, 29.09.2014 and 24.03.2015

The details of remuneration paid to Directors are given in Form MGT-9, forming part of annexure to Board's Report.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Name of Non-Executive Director heading the Committee	Shri P.R. Ramasubrahmaneya Rajha
Name and Designation of Compliance Officer	Shri S. Balamurugasundaram Company Secretary and GM (Legal)
No. of complaints received during the year	1
Number not solved to the Satisfaction of shareholders	0
Number of pending complaints	Nil

No. of Meeting held during the year : One

Date of the Meeting : 19.01.2015

6. GENERAL MEETINGS

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

Year ended	Date	Time	Venue
31.03.2012	02.08.2012	11.00 A.M.	P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai Rajapalayam 626 108 (Tamil Nadu)
31.03.2013	29.07.2013	11.45 A.M.	- do -
31.03.2014	28.07.2014	11.00 A.M.	- do -

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

Date of the AGM	Subject Matter of the Special Resolution
28-07-2014	To amend the Articles of Association, for enabling appointment of Managing Director as Chairperson of the Company as well.
	Re-appointment of Shri.P.R.Venketrama Raja as Vice Chairman and Managing Director for a period of three years effective from 01-04-2014.
	To authorise the Company to borrow which may not exceed ₹ 125 crore over and above the aggregate of the paidup capital and its free reserves of the Company.
	To authorize the Board of Directors to contribute bonafide charitable funds etc., not exceeding ₹ 6 crore or 5% of its three years average net profit whichever is greater.
	To maintain the Register of Members and other Statutory Registers at the Company's Corporate Office at Chennai
29.07.2013	No Special Resolution was passed.
02.08.2012	No Special Resolution was passed.

- iii. No resolution on matters requiring postal ballot were passed during the year under review.
iv. No Special Resolution is proposed to be conducted through Postal Ballot.

7. DISCLOSURES

- i. There was no materially significant related party transactions made by the Company that may have potential conflict with the interests of the Company at large.
- ii. There are no instances of non-compliance by the Company and no penalties or strictures were imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to Capital Markets, during the last three years.
- iii. The Company has a Whistle Blower Policy, available at the Company's website and it is affirmed that no personnel has been denied access to the Audit Committee.
- iv. The Company has complied with the Mandatory requirements of Clause 49 of the Listing Agreement. The status of adoption of the Non-Mandatory requirements, pursuant to Annexure - XIII is given below:
- a. The Company's financial statements are unqualified for the year 2014-15.

8. MEANS OF COMMUNICATION

The Un-audited Quarterly and Half yearly Financial Results and Audited Annual Results were published in English in Financial Express (All editions) and in Tamil in Makkal Kural (All editions in TN). All the Financial Results were also faxed/e-mailed immediately to the three Stock Exchanges where the Shares of the Company are listed and also displayed on the Company's website www.ramcoindltd.com.

9. GENERAL SHAREHOLDER INFORMATION

i	Annual General Meeting	On 23-09-2015 at 10.00 a.m. at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam 626 108 (Tamil Nadu)
ii	Financial Year	2014-15
iii	Date of Book Closure	17-09-2015 to 23-09-2015 (both days inclusive)
iv	Dividend Payment date	Date of the AGM
v	Listing on Stock Exchanges	BSE Limited National Stock Exchange of India Limited
vi	Stock Code BSE Limited National Stock Exchange of India Limited	532369 RAMCOIND EQ
vii	Market Price Data	Enclosed as Annexure - A
viii	Performance in Comparison to broad based indices	
ix	Registrar and Transfer Agents	M/s. Cameo Corporate Services Limited, Subramanian Building, No: 1, Club House Road, CHENNAI 600 002. (Telephone No. : 044-2846 0390; Fax No.: 044-28460129)
x	Share Transfer System	For shares held in electronic mode, transfers are effected under the depository system of NSDL and CDSL. For shares held in physical mode certificates are to be submitted to the Company alongwith the required security transfer forms. The Company effects the transfers within 15 days, if the documents are found in order and the certificates are sent to the transferees. In the case of defective documents, the same are returned with the reasons to the transferees within 15 days.
xi	Distribution of Shareholding	Enclosed in Annexure - B
xii	Dematerialisation of Shares & liquidity	As on 31 st March, 2015, 92.21% of the Company's Shares have been dematerialized. Regarding liquidity of our Company's shares, the details are available in Annexure - A
xiii	Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, date and likely impact on equity	Nil

xiv. PLANT LOCATIONS :

(a) Building Products Division : (i) Fibre Cement Sheet Units :	1. Arakkonam, Tamil Nadu 2. Karur, Karnataka 3. Maksi, Madhya Pradesh 4. Silvassa, U.T. of Dadra & Nagar Haveli 5. Kharagpur, West Bengal 6. Ibrahimpatnam, Vijayawada, A.P. 7. Sinugra Village, Anjar Taluk, Gujarat 8. Gangaikondan, Tirunelveli Dist., Tamil Nadu 9. Bihiya, Bhojpur District, Bihar
(ii) Fibre Cement Pressure Pipes unit:	Maksi, Madhya Pradesh
(iii) Calcium Silicate Board unit :	Arakkonam, Tamil Nadu /Kotputli, Rajasthan
(iv) Cement Clinker Grinding unit :	Kharagpur, West Bengal
(b) Textile Division : Cotton Yarn Spinning unit	Rajapalayam, Tamil Nadu
(c) Wind farm Division :	1. Tirunelveli and Coimbatore Districts, Tamil Nadu 2. Chitradurga and Hassan Districts, Karnataka 3. Kutch District, Gujarat

xv. Address of Corporate Office for Correspondence for Shareholder enquiries

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

xvi. Unclaimed Suspense Account
(pursuant to Clause 5(A) (ii) of the Listing Agreement)

During the year, the Company has transferred 85,800 nos. of unclaimed shares of ₹ 1/- each held in physical form, to the credit of Ramco Industries Limited unclaimed suspense Account in dematerialized form. No shareholder has approached the Company during the year for transfer of shares from the suspense account. The voting rights of these shares shall remain frozen till the rightful owner of such shares claims the shares.

DECLARATION

As provided under Clause 49 (II) (E) (2) of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year ended 31st March 2015.

Place : Chennai
Date : 20th May, 2015

P. R. VENKETRAMA RAJA
Vice Chairman & Managing Director

To

The Board of Directors
Ramco Industries Limited
Rajapalayam.

Certification under Clause 49 (IX) of the Listing Agreement

We hereby certify that -

- a. We have reviewed the financial statements and the cash flow statement of Ramco Industries Limited for the year ended 31.3.2015 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we confirm that there are no deficiencies in the design or operation of such internal controls.
- d. There were no instances on account of the following, which were required to be indicated to the Auditors' and the Audit Committee:
 - i. Significant changes in the internal control over the financial reporting;
 - ii. Significant changes in accounting policies which may have been disclosed in notes to the financial statements;
 - iii. Significant fraud of which we have become aware.

K.Sankaranarayanan
Chief Financial Officer

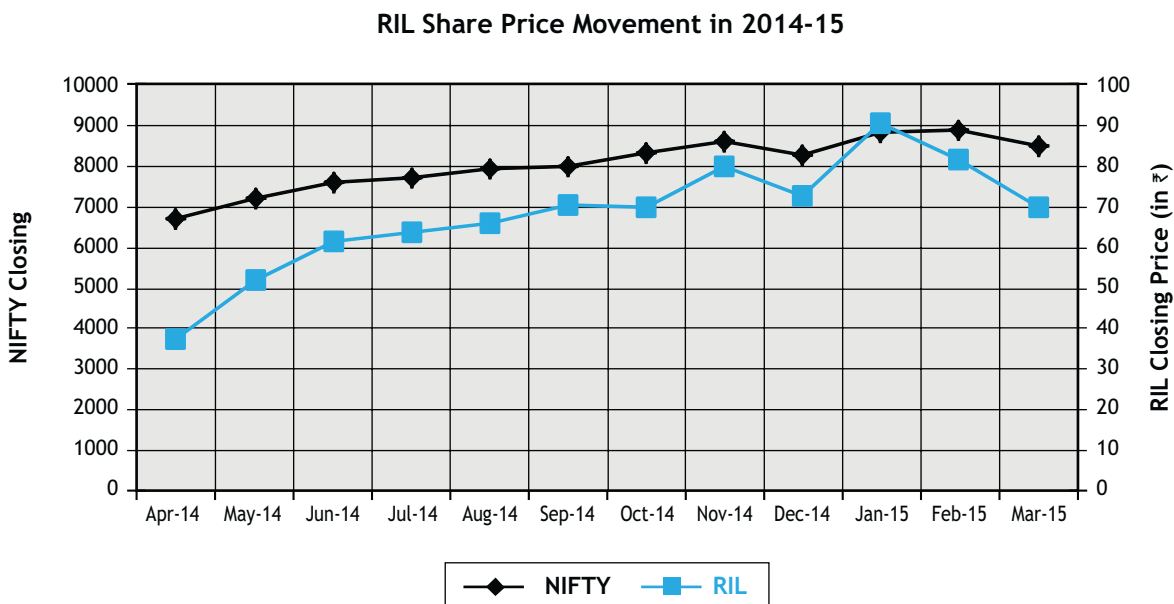
Prem G Shanker
Chief Executive Officer

P.R. Venketrama Raja
Vice Chairman & Managing Director

STATISTICAL DATA - Share Price - High & Low - Traded Volume (During April, 2014 to March, 2015 in NSE and BSE)

Month	NSE			BSE		
	High Price	Low Price	Qty.Traded	High Price	Low Price	Qty.Traded
April, 2014	42.60	36.25	5,13,417	42.50	36.45	1,33,728
May, 2014	59.10	36.00	30,43,208	59.00	36.00	10,60,426
June, 2014	68.95	52.50	27,19,439	69.00	53.20	8,63,279
July, 2014	71.15	58.60	20,21,481	71.20	58.50	8,13,797
August, 2014	73.25	54.55	27,59,033	72.85	54.00	10,04,414
September, 2014	84.50	66.00	32,55,106	84.70	66.00	12,69,034
October, 2014	75.00	62.65	11,91,927	74.75	63.00	4,28,532
November, 2014	94.20	69.70	87,46,160	94.40	69.50	31,64,825
December, 2014	85.90	64.85	25,52,128	85.90	65.00	9,10,725
January, 2015	103.40	70.75	93,43,276	103.75	70.55	37,57,437
February, 2015	99.80	76.75	40,67,537	98.65	76.85	13,98,414
March, 2015	87.90	61.55	31,98,145	87.85	60.70	15,05,239

Share Price Movement - RIL vis-à-vis NSE's NIFTY



Annexure - B

Pattern of Shareholding as on 31.03.2015

Description	No. of Share-holders	%	No. of Shares (₹ 1/- each)	% to Capital
A. PROMOTERS HOLDING				
Promoter & Promoter Group	17	0.13	4,67,29,821	53.92
B. NON-PROMOTERS HOLDING				
1. Mutual Funds & UTI	8	0.06	1,17,924	0.14
2. F.Is / Banks	7	0.05	18,36,416	2.12
3. Central/State Govt/s; VCF; Ins. Companies	0	0	0	0
4. Foreign Institutional Investors	2	0.02	17,000	0.02
5. Bodies Corporate	411	3.17	28,02,593	3.23
6. Individual Shareholders holding nominal Share Capital :				
i. Up to ₹ 1.00 Lac	11,821	91.13	1,54,57,736	17.84
ii. In excess of ₹ 1.00 Lac	48	0.37	1,70,64,304	19.69
7. Others-HUF/NRI/Clearing Members etc.	657	5.07	26,37,266	3.04
Grand Total	12,971	100.00	8,66,63,060	100.00

Distribution of Shareholding as on 31.03.2015

Range (No. of Shares of ₹ 1 each)	No. of Share holders	%	No: of Shares (₹ 1/- each)	%
Upto - 500	9,182	70.79	15,17,598	1.75
501 to 1000	1,496	11.53	13,19,563	1.52
1001 to 2000	833	6.42	13,92,500	1.61
2001 to 3000	296	2.28	7,82,806	0.90
3001 to 4000	224	1.73	8,40,753	0.97
4001 to 5000	168	1.30	8,01,491	0.92
5001 to 10000	331	2.55	25,01,264	2.89
10001 & above	441	3.40	7,75,07,085	89.44
Total	12,971	100.00	8,66,63,060	100.00

Category of Shareholding as on 31.03.2015

Category	No. of Share Holders	%	No. of Shares held	%
Dematerialised Form :				
NSDL	8,075	62.26	5,84,90,615	67.49
CDSL	4,605	35.50	2,14,25,805	24.72
Physical Form	291	2.24	67,46,640	7.79
Total	12,971	100.00	8,66,63,060	100.00

Annexure - 5
AUDITORS' CERTIFICATE

This is to certify that we, the Auditors of M/s. RAMCO INDUSTRIES LIMITED, Rajapalayam, have reviewed the compliance by the Company of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchanges and report that all the conditions contained therein have been complied with by the Company.

For M/s. M.S. JAGANNATHAN & N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 0012085
K.SRINIVASAN
Partner
Membership No.: 021510
Place : Chennai
Date : 29th May, 2015

For M/s. CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 004915S
C.N.GANGADARAN
Partner
Membership No.: 011205

Annexure - 6
ANNUAL REPORT ON CSR ACTIVITIES

- 1 A brief outline of the Company's CSR Policy
The objective of the CSR Policy is to
 - a. Ensure an increased commitment at all levels in the organisation, to operate its business in an economically, socially & environmentally sustainable manner, while recognising the interests of all its stakeholders.
 - b. To directly or indirectly take up programmes that benefit the communities in & around its work locations and results, over a period of time, in enhancing the quality of life & economic well being of the local populace.
 - c. To generate, through its CSR initiatives, a community goodwill for the Company and help reinforce a positive & socially responsible image of the Company as a corporate entity.
 Weblink to the CSR Policy: <http://www.ramcoindltd.com/shareholders/policies>
- 2 The Composition of the CSR Committee:
 1. Shri.P.R.Ramasubrahmaneya Rajha, Chairman of the Committee
 2. Shri.P.R.Venketrama Raja, Member
 3. Shri.R.S.Agarwal, Member
- 3 Average net profit of the Company for last three financial years - ₹ 41.00 crore
- 4 Prescribed CSR Expenditure - ₹ 82 lakhs (2% of the amount as in item 3 above)
- 5 Details of CSR spent during the financial year
 - a. Total amount spent for the financial year - ₹ 94 lakhs
 - b. Amount unspent, if any - Nil
 - c. Manner in which the amount spent during the financial year is detailed below:

(₹ in lakhs)

1	2	3	4	5	6	7
S. No	CSR project or activity identified & Sector in which the project is covered	Projects or Programs	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency
		Substantial amount has been spent in most of the districts in the States where our plants are situated	Actuals	Direct Expenditure		Spent Directly
1	Eradication of Hunger, poverty, malnutrition making available safe drinking water, promotion of healthcare, including preventive healthcare	-- do --	8.22	-- do --		8.22
2	Promoting education, including Special Education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	-- do --	19.45	-- do --		19.45

1	2	3	4	5	6	7
S. No	CSR project or activity identified & Sector in which the project is covered	Projects or Programs	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency
		Substantial amount has been spent in most of the districts in the States where our plants are situated	Actuals	Direct Expenditure		Spent Directly
3	Promoting Gender equality, empowering women, setting up homes and hostels for women and orphans etc	-- do --	0.20	-- do --		0.20
4	Ensuring Environmental Sustainability, ecological balance, protection of flora and fauna, animal welfare etc.,	-- do --		-- do --		
5	Protection of national Heritage, Art and Culture, promotion and development of traditional arts, restoration of building and sites of historical importances	-- do --	0.55	-- do --		0.55
6	Measures for the benefit of Armed forces	-- do --		-- do --		
7	Training to promote rural sports, national recognised sports, paraolympic sports etc.,	-- do --	7.54	-- do --		7.54
8	Contribution to Chief Minister / Prime Minister Relief Fund	-- do --		-- do --		
9	Rural Development Projects	-- do --	58.04	-- do --		58.04
	Total					94.00

The CSR Committee Confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company.

Sd/-
P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN

Sd/-
PREM G SHANKER
CHIEF EXECUTIVE OFFICER

Annexure - 7

Form AOC-2

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

- Details of contracts or arrangements or transactions not at arm's length basis - NIL
- Details of material contracts or arrangement or transactions at arm's length basis -

M/s. Raja Charity Trust who has been appointed as Sole Selling Agent by the Company has received commission of ₹ 398.40 lakhs for the sales made through them of ₹ 53,120.58 lakhs during the year 2014-15 (as approved by Shareholders in the EGM held on 19.03.2012).

On behalf of the Board of Directors
For RAMCO INDUSTRIES LIMITED

P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN

Place: Rajapalayam
Date : 5th August, 2015

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In terms of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the following information is furnished for the year ended 31.03.2015.

A. CONSERVATION OF ENERGY (pertaining to Building Products Division)	
(a) the Steps taken or impact on conservation of energy	Increase of productivity with reduction of energy /unit output ratio.
(b) the steps taken by the Company for utilising alternate sources of energy	Utilisation of wind mill energy & using Biomass as fuel for boiler instead of oil.
(c) The capital investment on energy conservation equipments	NIL
B. TECHNOLOGY ABSORPTION	
(i) Efforts made in Technology Absorption	Substitutes were developed for imported Fibre and Cement, and development of new products
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	Improvement in quality, reduction in RM cost, development of Cement boards, Development of new Non Asbestos products (trial stage) to compete with more expensive corrugated sheets and flat boards in the market, development of printed HILUX boards (trial stage)
(iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)	NIL
(a) The details of technology imported	NIL
(b) The year of Import	NIL
(c) Whether the technology been fully absorbed	NIL
(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NIL
(iv) The expenditure incurred on Research and Development	NIL

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In terms of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the following information is furnished for the year ended 31.03.2015.

A. CONSERVATION OF ENERGY (pertaining to Cotton Yarn Division)	
a) The Steps taken or impact on conservation of energy	The Practice of computing monthly UKG (40's converted) being continued to monitor monthly fluctuation. Internal Energy Audit and conservation measure is being adopted periodically. The air leakage in the compressor pipelines and in the machines are checked monthly once and deviation are corrected by using pump up test. Installed super low loss chokes for lighting and regularly replacing the conventional chokes. Installation of LED fitting is under progress and there is scope for energy savings.
b) The steps taken by the Company for utilising alternate sources of energy	Already the Company had invested on windmills to generate green energy for their captive consumption
c) The capital investment on energy conservation equipments	Nil
B. TECHNOLOGY ABSORPTION	
(i) Efforts made in Technology Absorption	1. In "A" unit, Rieter RSB-D22 draw frame with double delivery has been installed and two completely independent working levelling systems and to achieve the excellent quality. 2. In "C" unit Rieter Blow room Line, Nestling Blue -i Scan contamination Detector machine has been installed. This machine reduce white colour polypropylene effectively removed by air jets. 3. In "A" unit carding servicing room, flat checking dial gauge was installed to check the variation of flats easily and to achieve the excellent quality. 4. In "A" Unit spinning hall, Hybrid air cooler was installed to avoid the hot pocket in spinning motor side and to improve the RH% and working performance in this area. 5. In "A" Unit yarn conditioning plant, yarn carriers were purchased to make it easy to stock the cone from yarn carriers and to improve work method and production. 6. In "C" unit Savio polar-I link coner machine, Uster Quantum Clearer-III was installed and to clear the white pp contamination effectively from yarn. 7. In "A" Unit near RF 11, 4 nos of Suction fan mounted to reduce the online classimat cuts and avoiding the fibre floating get into the yarn.
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	There is saving in energy cost due to the above measures taken. Improved product being offered for Indian and International Yarn Market with less man power
(iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)	Nil
a) The details of technology imported	Nil

b) The year of Import	Nil
c) Whether the technology been fully absorbed	Not Applicable
d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not Applicable
(iv) The expenditure incurred on Research and Development	Not Applicable
C. FOREIGN EXCHANGE EARNINGS AND OUTGO (pertaining to Cotton Yarn Division)	
(a) Foreign exchange earned in terms of actual inflows during the year	₹ 956.66 Lakhs
(b) Foreign exchange outgo in terms of actual outflows during the year	₹ 761.69 Lakhs

Annexure - 9
I. Disclosures relating to remuneration under Section 197(12) of the Companies Act, 2013, read with Rule 5(1), (2) and (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. & ii. The ratio of the remuneration of each director to the median remuneration of the employees of the company and the percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year 2014-15.

Name of the Director / KMP and Designation	Remuneration of the Director/ KMP for financial year 2014-15 ₹ in lakhs	% increase in remuneration in the financial year 2014-15	Ratio of Remuneration of each Director/ to median remuneration of employees	Comparison of remuneration of the KMP against the performance of the Company
Shri P.R.Ramasubrahmaneya Rajha, Chairman	1.28	70.00	0.67:1	
Shri P.R. Venketrama Raja, VCMD	120.28	871.57	62.65:1	The Profit Before Tax increased by 233.69% and Profit After Tax increased by 449.14% in FY 2014-15
Shri S.S. Ramachandra Raja	0.75	25.00	0.39:1	
Shri K.T. Ramachandran	2.08	98.00	1.08:1	
Shri N.K. Shrikantan Raja	1.50	233.00	0.78:1	
Shri R.S. Agarwal	2.55	89.00	1.33:1	
Shri V. Santhanaraman	0.50	N.A.	N.A.	
Smt. Justice Chitra Venkataraman (Retd.)	Nil	N.A.	N.A.	
Shri Prem G Shanker (Chief Executive Officer)	112.37	8.56	58.53:1	The Profit Before Tax increased by 233.69% and Profit After Tax increased by 449.14% in FY 2014-15
Shri K. Sankaranarayanan (Chief Financial Officer)	44.94	7.61	23.41:1	
Shri S. Balamurugasundaram (Company Secretary)	15.72	8.07	8.19:1	

iii. The median remuneration of the employees during the financial year was ₹ 1,92,146/- and the percentage increase in the median remuneration was 12%.

iv. There were 1,275 permanent employees on the rolls of the Company, as on 31st March 2015.

- v. Explanation on the relationship between average increase in remuneration and the company's performance:
There was no relationship between the average increase in remuneration and the Company's performance, as except Bonus and Incentives the rest of the components of the remuneration are not directly linked to the performance of the Company.
- vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company :
The total remuneration of Key Managerial Personnel increased by 8.01% (i.e.) from ₹ 13.66 Crores in 2013-14 to ₹ 17.30 Crores in 2014-15, whereas the Profit before tax increased by 233.69% and Profit after tax increased by 449.14% in financial year 2014-15.
- vii. a. Variations in the market capitalisation of the Company : The market capitalisation of ₹ 325.85 Crores as on 31st March 2014 had increased to ₹ 603.60 Crores as on 31st March 2015, showing an increase of 85%.
b. Price earning ratio: The price earning ratio of the Company was 28.78 as at 31st March 2015 and was (54.49) as at 31st March 2014.
c. Percentage increase or decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year: The Company has not come out with public issue. However, a Shareholder investing ₹ 10/- in the share capital of the Company at the time of incorporation, would have received ₹ 1674.99 as dividend. The said investment of ₹ 10/- would have risen to a value of ₹ 9402.75 as on 31-03-2015.
- viii. Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2014-15 was 7.30% and the increase in the managerial remuneration for the same financial year was 8.01%.
- ix. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company - Provided under i & ii above.
- x. VCMD's remuneration is 5% of the profits of the Company, calculated in accordance with Section 198 of the Companies Act, 2013 and in case of inadequate profits, remuneration is based on Section II Part II of Schedule V of the Companies Act, 2013.
- xi. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - Not applicable.
- xii. It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other employees.

II. Disclosures relating to remuneration under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) Employed throughout the financial year 2014-15 and was in receipt of remuneration, in the aggregate, not less than ₹ 60 lakhs

Sl. No.	Name	Designation	Remuneration (₹ in lakhs)	Qualification and Experience	Date of commencement of employment	Age (Yrs.)	Last employment
1.	Shri P.R. Venketrama Raja	VCMD	120.28	B.Tech., MBA	28.06.1993 (as VCMD)	54	N.A.
2.	Prem G Shanker	CEO	112.37	B.Tech., MS (30)	9.10.2008	52	Texmo Industries, Coimbatore

- (ii) Employed for a part of the financial year 2014-15 and was in receipt of remuneration, at a rate which, in the aggregate, not less than ₹ 5 lakhs per month

- NIL -

NOTES :

- All appointments are contractual.
- None of the employees mentioned above is related to any director of the Company except Shri P.R. Venketrama Raja, Vice Chairman & Managing Director who is related to Shri P.R. Ramasubrahmaneya Rajha, Chairman.
- No employee was in receipt of remuneration in excess of that drawn by Vice Chairman & Managing Director.
- VCMD's remuneration includes contribution to PF and after deduction of salary paid by M/s. Ramco Systems Limited, as approved by Shareholders on 28.7.2014.
- Remuneration to others include salary, variable performance pay, allowances, contribution to Provident Fund and Superannuation Fund, taxable value of perks and leave encashment but excludes gratuity.

On behalf of the Board of Directors
For RAMCO INDUSTRIES LIMITED

Place: Rajapalayam
Date : 5th August, 2015

P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN

INDEPENDENT AUDITORS' REPORT

To The Members of Ramco Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Ramco Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015 and its Profit and its Cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - 2.1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - 2.2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- 2.3. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- 2.4. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- 2.5. On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- 2.6. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - 2.6.1. The details of the pending litigations and its impact on the Financial statements have been disclosed in the Note No.25.1.II to 25.1.VII and Note No.25.6
 - 2.6.2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - 2.6.3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For M/s. M.S. JAGANNATHAN & N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 0012085

K.SRINIVASAN
Partner
Membership No.: 021510

Place : Chennai
Date : 29th May, 2015

For M/s. CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 0049155

C.N.GANGADARAN
Partner
Membership No.: 011205

ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to item no. 1 of paragraph 'Report on Other Legal and Regulatory Requirements'.

In our opinion and to the best of knowledge and belief and as per the information and explanation given to us and on the basis of books and records examined by us in the normal course of audit, we report that:

1. Fixed Assets

- 1.1. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2. The management at reasonable intervals has physically verified the fixed assets of the company and no material discrepancies were noticed on such verification.

2. Inventories

- 2.1. Management has conducted physical verification of its inventory at reasonable intervals.
- 2.2. The procedure for physical verification of inventory followed by the management is reasonable and is adequate in relation to the size of the company and the nature of its business.
- 2.3. On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

3. Loans and Advances

- 3.1. The Company has granted loan to a party listed in the Register maintained under Section 189 of the Companies Act, 2013. The maximum outstanding at any time during the year ₹ 631.31 lakhs (PY ₹ 663.89 lakhs) and the amount outstanding as on 31-Mar-15 is ₹ 602.45 lakhs (PY ₹ 631.33 lakhs).
- 3.2. The payment of the Principal amounts and the Interest wherever applicable are regular.

4. There are no overdue amounts in respect of the loans granted to the parties listed in the Register maintained under Section 189 of the Act. There are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.
5. The company has not accepted any deposits within the meaning of Companies (Acceptance of Deposits) Rules 2014, from the public during the year. The Deposits accepted by the Company before the commencement of the Companies Act 2013 have been repaid as per the provisions of Section 74 of the Act. No order has been passed by the Company Law Board or the National Company Law Tribunal or by any court or by any other Tribunal against the Company.
6. The Company is maintaining the accounts and records which have been specified by the Central Government under of Section 148(1) of the Companies Act, 2013.
7. Undisputed and disputed taxes and duties
 - 7.1. The company is regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they become payable.
 - 7.2. The Disputed Statutory dues aggregating to ₹ 3843.38 Lakhs (P.Y ₹ 2000.44 Lakhs) that have not been deposited on account of matters pending before appropriate authorities are as under:

Sl No.	Name of the Statute	Forum where dispute is pending	Amount (₹ In lakhs)
1	Income Tax Act	Deputy Commissioner	15.25
		Commissioner Appeal	2712.83
		High Court	399.06
2	CST Act	Appellate Authority	0.69
		Assistant/Deputy/Joint Commissioner Appeal	110.66
		Tribunal Court	18.45
3	Entry Tax Act	Assistant/Deputy/Joint Commissioner Appeal	9.41
4	Sales Tax Act	Appellate Authority	72.45
5	VAT Act	Appellate Authority	1.71
		Assistant/Deputy/Joint Commissioner Appeal	24.38
		Tribunal Court	50.32
6	Central Excise Act and Cenvat Credit Rules	Appellate Authority	65.28
7	Electricity Act	High Court	362.89
Total			3843.38

- 7.3. The amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
8. The company does not have any accumulated losses at the end of the financial year and has not incurred any cash losses during the financial year and in the immediately preceding financial year.
9. The Company has not defaulted in repayment of dues to financial institutions or banks and the Company has not issued any debenture during the year.
 - 9.1. Based on the information and explanation given to us, the terms and conditions of the guarantee given by the Company to others {[Ramco Systems Limited - Guarantee given ₹ 3550.00 Lakhs (P.Y ₹ 6550.00 Lakhs) - Loans outstanding ₹ 440.27 lakhs

(P.Y ₹ 4260.42 Lakhs)], [Sri Harini Textiles Limited - Guarantee given ₹ 3629.00 Lakhs (PY ₹ 3629.00 lakhs), Loans outstanding ₹ 1747.25 lakhs (P.Y. ₹ 2233.61 Lakhs)]} to secure loans availed from banks by the respective Companies, are not prejudicial to the interest of the Company.

9.2. The Company has raised Term loans during the year and these have been applied for the purposes for which they were raised.

9.3. No material fraud on or by the Company has been noticed or reported during the course of audit.

For M/s M.S. JAGANNATHAN & N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 001208S

K.SRINIVASAN
Partner
Membership No.: 021510

Place : Chennai
Date : 29th May, 2015

For M/s. CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 004915S

C.N.GANGADARAN
Partner
Membership No.: 011205

BALANCE SHEET AS AT 31ST MARCH 2015

	Note No.	As at 31.03.2015		As at 31.03.2014	
		₹ in lakhs		₹ in lakhs	
I EQUITY AND LIABILITIES					
SHARE HOLDERS' FUND					
Share Capital	1	866.63		866.63	
Reserves and Surplus	2	46,808.04	47,674.67	45,138.96	46,005.59
NON-CURRENT LIABILITIES					
Long-term Borrowings	3	10,907.45		17,420.31	
Deferred Tax Liability (Net)	4	958.30		1,139.65	
Other Long-term Liabilities	5	2,396.15		2,105.31	
Long-term Provisions	6	341.02	14,602.92	295.42	20,960.69
CURRENT LIABILITIES					
Short-term Borrowings	7	20,715.24		17,361.31	
Trade Payables		3,694.98		1,966.58	
Other Current Liabilities	8	13,605.28		9,022.37	
Short-term Provisions	9	350.47	38,365.97	281.35	28,631.61
TOTAL			100,643.56		95,597.89
II ASSETS					
NON-CURRENT ASSETS					
FIXED ASSETS					
Tangible Assets	10	36,989.39		36,867.55	
Intangible Assets	11	50.87		130.07	
Capital Work-in-Progress		340.40		575.13	
Non-Current Investments	12	21,315.67		20,319.16	
Long-term Loans and Advances	13	1,956.65		1,350.57	
Other Non-Current Assets		311.62	60,964.60	1,304.71	60,547.19
CURRENT ASSETS					
Inventories	14	25,984.43		22,094.70	
Trade Receivables	15	6,934.37		6,523.81	
Cash and Cash Equivalents	16	728.90		1,272.53	
Short-term Loans and Advances	17	3,838.89		2,929.56	
Other Current Assets		2,192.37	39,678.96	2,230.10	35,050.70
TOTAL			100,643.56		95,597.89
Significant Accounting Policies					
Contingent Liabilities and commitments	25(1)				
Notes on Financial Statements	25				

The accompanying notes form an integral part of the financial statements

As per our Report Annexed

For M/s.M.S. JAGANNATHAN &
N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 0012085
K.SRINIVASAN
Partner
Membership No.: 021510
Place: Chennai
Date : 29th May, 2015

For M/s.CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 0049155
C.N.GANGADARAN
Partner
Membership No.: 011205

For and on behalf of the Board
P.R. RAMASUBRAHMANEYA RAJHA
Chairman
K.SANKARANARAYANAN
Chief Financial Officer
S. BALAMURUGASUNDARAM
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015

INCOME	Note No.	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
Revenue from operations	18	73,496.73	66,862.51
Other Income	19	2,598.30	2,341.71
Total Revenue		<u>76,095.03</u>	<u>69,204.22</u>
EXPENDITURE			
Cost of materials consumed	20	47,343.51	41,096.34
Cost of Resale materials		112.58	161.99
Change in inventories of Finished Goods and Work in Progress	21	(1,307.89)	2,247.31
Employee benefit expenses	22	5,369.58	4,713.92
Finance costs	23	3,702.71	3,365.82
Depreciation and amortisation expenses	10	1,889.24	4,324.95
Other expenses	24	18,021.89	14,772.46
Total Expenses		<u>75,131.62</u>	<u>70,682.79</u>
Profit / (Loss) before exceptional and extraordinary items and tax		963.41	(1,478.57)
Exceptional Items { Refer Note: 25 (point no: 4) }		1,013.26	-
Profit / (Loss) before Tax		<u>1,976.67</u>	<u>(1,478.57)</u>
Tax expense			
Current Tax		295.77	-
Deferred Tax		(116.42)	(878.91)
MAT Credit		(295.77)	-
Profit / (Loss) for the year		<u>2,093.09</u>	<u>(599.66)</u>
Earnings per equity share - Basic & diluted (in ₹)		2.42	(0.69)
Face Value of Equity share		₹ 1	₹ 1
Significant Accounting Policies			
Notes on Financial Statements	25		

The accompanying notes form an integral part of the financial statements
As per our Report Annexed

For M/s.M.S. JAGANNATHAN &
N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 0012085
K.SRINIVASAN
Partner
Membership No.: 021510
Place: Chennai
Date : 29th May, 2015

For M/s.CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 0049155
C.N.GANGADARAN
Partner
Membership No.: 011205

For and on behalf of the Board
P.R. RAMASUBRAHMANEYA RAJHA
Chairman
K.SANKARANARAYANAN
Chief Financial Officer
S. BALAMURUGASUNDARAM
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2015

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
A Cash flow from operating activities		
Net profit after tax as per Profit and Loss Statement	2,093.09	(599.66)
Adjusted for		
Provision for taxation		
Current tax	-	-
Deferred tax	(116.42)	(878.91)
Loss on sale of assets	14.12	24.82
Depreciation	1,889.24	4,324.95
Dividend Income	(779.92)	(603.59)
Profit on sale of assets	(0.76)	(3.72)
Profit on sale of shares	(1,349.91)	-
Interest income	(46.41)	(70.63)
Interest paid	3,702.71	3,365.82
Royalty receipts	(1,431.14)	(1,314.32)
	<u>1,881.51</u>	<u>4,844.42</u>
Operating profit before working capital changes	3,974.60	4,244.76
Adjusted for		
Trade and other receivables	(410.56)	350.36
Inventories	(3,889.73)	6,571.22
Trade payables	1,728.40	(261.41)
Other Current Assets	121.49	1,126.58
Other current Liabilities	4,703.19	(3,717.44)
	<u>2,252.79</u>	<u>4,069.31</u>
Cash (used in) / generated from operations	6,227.39	8,314.07
Taxes paid	(65.00)	(350.00)
Net cash (used in) / generated from operating activities	6,162.39	7,964.07
B Cash flow from Investing activities		
Purchase of fixed assets	(2,411.41)	(16,579.27)
Sale of fixed assets	275.15	18.54
Sale of shares	1,353.40	-
Interest income	46.41	70.63
Dividend income	779.92	603.59
Changes in Capital Work-in-Progress	234.73	9,815.65
Advance for long-term purpose	(606.08)	1,271.90
Investment subsidy	15.00	119.31
Purchase of investment	(1,000.00)	(3.21)
Royalty receipts	1,431.14	1,314.32
Net cash (used in) / from investing activities	118.26	(3,368.54)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2015 Contd...

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
C Cash flow from financing activities		
Proceeds from long-term borrowing	(6,512.86)	(1,730.48)
Proceeds from other Long-term liabilities	290.84	111.61
Proceeds from short-term borrowings	3,353.93	634.47
Dividend paid	(253.48)	(201.44)
Finance cost	(3,702.71)	(3,365.82)
Net cash from / (used in) Financing activities	(6,824.28)	(4,551.66)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(543.63)	43.87
Cash and cash equivalents as at the beginning of the year	1,272.53	1,228.66
Cash and Cash equivalents as at end of the year	<u>728.90</u>	<u>1,272.53</u>

For M/s.M.S. JAGANNATHAN &
N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 0012085
K.SRINIVASAN
Partner
Membership No.: 021510
Place: Chennai
Date : 29th May, 2015

For M/s.CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 0049155
C.N.GANGADARAN
Partner
Membership No.: 011205

For and on behalf of the Board
P.R. RAMASUBRAHMANEYA RAJHA
Chairman
K.SANKARANARAYANAN
Chief Financial Officer
S. BALAMURUGASUNDARAM
Company Secretary

Auditors' Certificate

To
The Board of Directors
Ramco Industries Limited, Chennai-4

We have examined the above cash flow statement of Ramco Industries Limited. The Statement has been prepared based on and in agreement with the corresponding Profit and Loss account and Balance Sheet of Ramco Industries Limited covered by our report of 29th May 2015 to the members of the Company

For M/s M.S. JAGANNATHAN & N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 0012085
K.SRINIVASAN
Partner
Membership No.: 021510
Place : Chennai
Date : 29th May, 2015

For M/s. CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 0049155
C.N.GANGADARAN
Partner
Membership No.: 011205

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

1.	SHARE CAPITAL	As at 31st March, 2015		As at 31st March, 2014	
		Numbers	₹ in lakhs	Numbers	₹ in lakhs
	Authorised Share Capital:				
	Equity Shares of ₹ 1/- each	20,00,00,000	2,000.00	20,00,00,000	2,000.00
	Issued, Subscribed and Paid up:				
	Equity Shares of ₹ 1/- each	8,66,63,060	866.63	8,66,63,060	866.63

1.1 The reconciliation of the number of shares outstanding is set out below

Particulars	As at 31st March, 2015	As at 31st March, 2014
Equity Shares at the beginning of the year	8,66,63,060	8,66,63,060
Equity Shares at the end of the year	8,66,63,060	8,66,63,060

1.2 The details of Shareholders holding more than 5% shares :

Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares	% held	No. of Shares	% held
The Ramco Cements Ltd	1,33,72,500	15.43	1,33,72,500	15.43
Rajapalayam Mills Limited	79,20,680	9.14	79,20,680	9.14
Shri.P.R.Venketrama Raja	55,00,000	6.35	55,00,000	6.35
Smt.Nalina Ramalakshmi	55,80,000	6.44	55,80,000	6.44
Smt.Saradha Deepa	55,00,000	6.35	55,00,000	6.35
	3,78,73,180	43.70	3,78,73,180	43.70

1.3 Of the above, 4,33,31,530 equity shares were allotted in the year 2009-10 as fully paid Bonus Shares by capitalisation of General Reserves.

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31st March, 2015 ₹ in lakhs		As at 31st March, 2014 ₹ in lakhs	
2. RESERVES AND SURPLUS				
2.1 Capital Reserve				
As per last Balance Sheet	1,530.02		1,410.71	
Add : Received during the year	15.00	1,545.02	119.31	1,530.02
2.2 Securities Premium Reserve				
As per last Balance Sheet	209.53		209.53	
		209.53		209.53
2.3 General Reserve				
As per last Balance Sheet	41,717.55		41,717.55	
Add: Transferred from Profit and Loss Account	300.00	42,017.55	-	41,717.55
2.4 Profit and Loss Account				
Balance as per last Balance Sheet	1,681.86		2,535.00	
Less: Depreciation Adjustment as per Companies Act 2013	191.02		-	
Add: Reversal of Deferred Tax Liability for above	64.93		-	
Add: Profit for the year	2,093.09		(599.66)	
Balance available for appropriations	3,648.86		1,935.34	
Less: Appropriations				
Proposed Dividend on Equity Shares	259.99		216.66	
Tax on Dividend	52.93		36.82	
Transferred to General Reserve	300.00		-	
		3,035.94		1,681.86
TOTAL		46,808.04		45,138.96

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31.03.2015 ₹ in lakhs	As at 31.03.2014 ₹ in lakhs
3 LONG-TERM BORROWINGS		
Secured:		
Term Loan from Banks {Refer: Note 25 (point no:10 a)}	10,907.45	15,432.27
Unsecured:		
Term Loan from Banks	-	1,988.04
Deposits from Public	-	-
	<u>10,907.45</u>	<u>17,420.31</u>
4 DEFERRED TAX LIABILITY (NET)		
<u>Deferred Tax Liabilities</u>		
Related to Fixed Assets	1,290.41	1,186.98
<u>Deferred Tax Assets</u>		
Disallowances under the Income Tax Act, 1961.	(332.11)	(47.33)
	<u>958.30</u>	<u>1,139.65</u>
5 OTHER LONG-TERM LIABILITIES		
Security Deposit from Customers	2,396.15	2,105.31
	<u>2,396.15</u>	<u>2,105.31</u>
6 LONG-TERM PROVISIONS		
Provision for gratuity	-	31.34
Provision for Leave encashment	341.02	264.08
	<u>341.02</u>	<u>295.42</u>
7 SHORT-TERM BORROWINGS		
Secured:		
Loan from banks {Refer : Note 25 (point no: 10 b)}	20,715.24	17,323.95
Unsecured:		
Loan from banks	-	-
Deposits from Public	-	8.80
Deposits from Directors	-	28.56
	<u>20,715.24</u>	<u>17,361.31</u>
8 OTHER CURRENT LIABILITIES		
Current Maturities of Long-term Debt - Secured {(Refer Note: 25 (point no: 10 a)}	6,770.92	4,639.32
Current Maturities of Long-term Debt - Unsecured	1,988.04	-
Interest accrued on Fixed Deposit but not due	-	0.75
Unpaid dividends	22.28	23.16
Statutory Duties and Taxes recovery repayable	896.97	675.89
Advance received from Customers	803.11	1,096.70
Other Liabilities	3,123.96	2,586.55
	<u>13,605.28</u>	<u>9,022.37</u>
9 SHORT-TERM PROVISIONS		
Provision for Leave encashment	37.55	27.87
Provision for Proposed Dividend	312.92	253.48
Provision for Taxation	-	-
	<u>350.47</u>	<u>281.35</u>

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Figures in ₹ lakhs)

10. TANGIBLE ASSETS

	GROSS BLOCK				DEPRECIATION AND AMORTISATION					NET BLOCK	
Particulars	As At 01-APR-2014	Additions	Withdrawals/ Adjustments	As At 31-MAR-2015	As At 01-APR-2014	Adjustments to General Reserve	For the year 2014-2015	Withdrawals/ Adjustments	As At 31-MAR-2015	As At 31-MAR-2014	
LAND - FREEHOLD	1,761.72		40.48	1,721.24	-				-	1,761.72	
LAND - LEASE HOLD	1,419.80			1,419.80	37.01		15.93		52.94	1,382.79	
BUILDINGS	15,461.06	930.75	(39.90)	16,431.71	3,817.40	50.85	439.79		4,308.04	11,643.66	
RAILWAY SIDINGS	20.68			20.68	19.65		-		19.65	1.03	
PLANT & MACHINERY	43,431.69	1,101.69	25.42	44,507.96	25,840.89	57.16	793.71	24.74	26,667.02	17,590.80	
ELECTRICAL MACHINERY	6,188.56	202.15		6,390.71	2,437.40	26.26	474.29		2,937.95	3,751.16	
FURNITURE	272.87	121.74		394.61	114.32	12.91	17.69		144.92	158.55	
OFFICE EQUIPMENTS	201.23	18.33		219.56	133.41	11.76	23.24		168.41	67.82	
VEHICLES	466.92	22.92	35.25	454.59	250.08	7.94	39.25	24.73	272.54	216.84	
AIRCRAFT IN JOINT VENTURE #	360.49		360.49	-	67.31		16.45	83.76	-	293.18	
	69,585.02	2,397.58	421.74	71,560.86	32,717.47	166.88	1,820.35	133.23	34,571.47	36,867.55	
CAPITAL WORK-IN-PROGRESS	515.94	2,222.04	2,397.58	340.40						575.13	

The Company owned 1/6th share in the jointly owned Aircraft was sold during the year.

Pursuant to implementation of depreciation methodology as per Companies Act 2013, the value of assets whose life exhausted as on 01.04.2014 has been adjusted to General Reserve.

The impact of change in accounting policy consequent to implementation of Depreciation methodology based on useful life of Assets is disclosed in Note No. 8.

11. INTANGIBLE ASSETS

	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
Particulars	As At 01-APR-2014	Additions	Withdrawals/ Adjustments	As At 31-MAR-2015	As At 01-APR-2014	Adjustments to General Reserve	For the year 2014-2015	Withdrawals/ Adjustments	As At 31-MAR-2015	As At 31-MAR-2014
COMPUTER SOFTWARE	584.54	13.83		598.37	454.47	24.14	68.89		547.50	130.07
	584.54	13.83	-	598.37	454.47	24.14	68.89	-	547.50	130.07
GRAND TOTAL	70,169.56	2,411.41	421.74	72,159.23	33,171.94	191.02	1,889.24	133.23	35,118.97	36,997.62
Previous Year	52,706.82	1,753.83	496.95	53,963.70	25,965.04		3,317.63	101.91	29,180.76	26,741.78

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31.03.2015 ₹ in lakhs	As at 31.03.2014 ₹ in lakhs
12 NON-CURRENT INVESTMENTS		
<u>INVESTMENTS - Quoted</u>		
I Investments in Equity Instruments - Associates		
Shares in The Ramco Cements Ltd:		
4,93,12,420 Equity shares of ₹ 1/- each fully paid-up	5,815.85	5,815.85
Shares in Rajapalayam Mills Ltd:		
8,47,360 Equity Shares of ₹ 10/- each fully paid-up	411.09	411.09
Shares in Ramco Systems Ltd:		
54,67,376 Equity shares of ₹ 10/- each fully paid up	13,216.19	12,216.19
6,45,161 shares invested in rights issue at ₹ 155 per share		
TOTAL	19,443.13	18,443.13
II Investments in Equity Instruments - Others		
Shares in Indian Bank		
1,391 Equity shares of ₹ 10/- each fully paid-up	1.27	1.27
Shares in HDFC Ltd:		
1,79,200 Equity Shares of ₹ 2/- each fully paid-up (1,31,000 shares sold during the period)	4.78	8.27
Shares in HDFC Bank Ltd:		
5,500 Equity Shares of ₹ 2/- each fully paid-up	0.11	0.11
Shares in DHFL Vysya Housing Finance Ltd.		
30,000 Equity Shares of ₹ 10/-each fully paid-up	3.00	3.00
	9.16	12.65
<u>INVESTMENTS - Unquoted</u>		
III Investments in Equity Instruments - Associates		
50,000 Equity shares of ₹ 10/- each fully paid-up in Ontime Industrial Services Ltd	5.00	5.00
3,25,000 Equity shares of ₹ 1/- each fully paid up in Ramco Windfarms Ltd	3.25	3.25
	8.25	8.25
IV Investments in Equity Instruments - Subsidiaries		
42,50,000 Equity Shares of ₹ 10/- each fully paid-up in Sudharsanam Investments Limited	425.00	425.00
2,30,00,000 Equity Shares of SLR 10/- each fully paid-up in		
Sri Ramco Lanka (Private) Ltd, Srilanka	1,365.32	1,365.32
12,90,000 Equity Shares of SLR 10/- each fully paid-up in		
Sri Ramco Roofing Lanka (Private) Ltd, Srilanka	54.27	54.27
TOTAL	1,844.59	1,844.59
V Investment in Government or Trust Securities		
National Savings Certificates	0.52	0.52
VI Investments in Mutual Funds		
1,00,000 units of ₹ 10/- each in HDFC Balanced Fund	10.00	10.00
VII Investment Others		
Shares in Ramco Industries Employees Co-operative Stores Ltd, Arakkonam	0.02	0.02
GRAND TOTAL	21,315.67	20,319.16
Aggregate amount of quoted investments :		
At cost	19,452.29	18,455.78
At Market value	190,634.69	120,579.57
Aggregate amount of unquoted investments at cost	1,863.38	1,863.38

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31.03.2015 ₹ in lakhs	As at 31.03.2014 ₹ in lakhs
13 LONG-TERM LOANS AND ADVANCES		
Secured and considered good		
Advances towards Capital goods	751.48	236.08
Security deposit	580.88	462.59
Unsecured and Considered good		
- related parties	602.45	631.33
- others	21.84	20.57
	<u>1,956.65</u>	<u>1,350.57</u>
14 INVENTORIES		
Raw materials	10,134.11	8,871.79
Raw Materials in Transit	1,091.07	-
Work in progress	2,231.40	2,040.83
Finished goods	11,950.70	10,521.20
Finished goods in Transit	-	51.09
Stores and spares	577.15	609.79
{for valuation: Refer: Note no 9 of accounting policy}	<u>25,984.43</u>	<u>22,094.70</u>
15 TRADE RECEIVABLES		
Trade receivables outstanding for more than 6 months, unsecured considered doubtful	311.77	164.93
Trade receivables outstanding for more than 6 months, provision	(311.77)	(164.93)
Trade receivables outstanding for more than 6 months, unsecured, considered good	-	138.75
Trade receivables, unsecured considered good	6,559.59	6,016.09
Trade receivables unsecured considered good - Related Parties	374.78	368.97
	<u>6,934.37</u>	<u>6,523.81</u>
16 CASH AND CASH EQUIVALENTS		
Cash on Hand	15.43	9.97
Balance With Bank Current account	680.57	1,229.77
Margin Money	10.42	9.63
Balance with Bank - Unpaid Dividend Warrant Account	22.48	23.16
	<u>728.90</u>	<u>1,272.53</u>
17 SHORT-TERM LOANS AND ADVANCES		
Unsecured and Considered good:		
Advance Income Tax and Tax Deducted at source	758.55	616.96
Tax Credit - Indirect Taxes	1,015.41	1,205.51
Advance - Supplies	1,697.36	748.62
Advance - Expenses	99.82	22.55
Prepaid Expenses	267.75	335.92
	<u>3,838.89</u>	<u>2,929.56</u>

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
18 REVENUE FROM OPERATIONS		
Sale Revenue	80,628.99	72,878.86
Less: Excise Duty	(7,921.34)	(6,874.44)
Net Revenue	72,707.65	66,004.42
Industrial promotion assistance	559.79	600.68
Income from Wind power generation {Net of inter-divisional transfer of ₹ 1100.95 lakhs (Previous year ₹ 1069.92)}	229.29	257.41
	<u>73,496.73</u>	<u>66,862.51</u>
19 OTHER INCOME		
Interest Income	46.41	70.63
Dividend Income	565.59	587.63
Dividend Income from Subsidiaries	214.33	15.96
Other Miscellaneous Income	340.83	342.20
Carbon Credit	-	10.97
Royalty Received	1,431.14	1,314.32
	<u>2,598.30</u>	<u>2,341.71</u>
20 COST OF MATERIALS CONSUMED		
Chrysotile Fibre	22,753.21	18,666.80
Cement	10,834.92	7,788.53
Clinker	3,245.68	3,244.39
Cotton	6,451.62	8,353.70
Other Additives	4,058.08	3,042.92
	<u>47,343.51</u>	<u>41,096.34</u>
21 (INCREASE) / DECREASE IN STOCK		
Closing Stock of Finished Goods	11,950.70	10,572.30
Closing Stock of Process Stock	2,231.40	2,040.83
	<u>14,182.10</u>	<u>12,613.13</u>
Opening Stock of Finished Goods	10,572.30	15,126.85
Opening Stock of Process Stock	2,040.83	293.98
	<u>12,613.13</u>	<u>15,420.83</u>
(Increase) / Decrease	(1,568.97)	2,807.70
ED on stock variance	261.08	(560.39)
(Increase) / Decrease	<u>(1,307.89)</u>	<u>2,247.31</u>
22 EMPLOYEE BENEFIT EXPENSES		
Salaries and wages	4,721.96	4,023.08
Contribution to and provision for		
- Provident Fund	352.85	301.12
- Gratuity Fund	(61.68)	45.24
- Superannuation Fund	27.77	37.51
Staff welfare	328.68	306.97
	<u>5,369.58</u>	<u>4,713.92</u>

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
23 FINANCE COSTS		
Interest on Bank Borrowings	2,993.71	2,820.18
Others	268.77	285.95
Exchange rate variation	440.23	259.69
	<u>3,702.71</u>	<u>3,365.82</u>
24 OTHER EXPENSES		
Manufacturing		
Stores Consumed	1,416.82	957.61
Power & Fuel (net off power from Wind Mills)	4,358.72	4,527.94
Repairs & Maintenance - Building	82.34	84.69
Repairs & Maintenance - General	206.36	191.25
Repairs & Maintenance - Plant & Machinery	1,770.65	1,521.97
Administration		
Insurance	95.35	102.27
Travelling expenses	489.55	532.24
Rates & Taxes	993.34	506.77
Rent	130.33	113.77
Managerial Remuneration	112.50	13.20
Printing & Stationery	51.58	41.17
Communication Expenses	82.07	90.77
Corporate Social Responsibility	96.39	139.98
Legal & Consultancy Expenses	375.33	256.55
Loss on Sale of Assets	14.12	20.87
Repairs & Maintenance - Vehicle / Aircraft	440.94	380.30
Directors Sitting fees	11.29	5.73
Audit Fees & Expenses	16.73	16.30
Selling and Distribution Expenses		
Agency Commission	398.40	343.95
Advertisement Expenses	262.46	130.69
Discounts	1,514.51	1,308.00
Bad and Doubtful Debts	273.79	162.06
Transportation and Handling Expenses	4,058.97	2,594.01
Miscellaneous Expenses	769.35	730.37
	<u>18,021.89</u>	<u>14,772.46</u>

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Significant Accounting Policies

1. Basis of preparation and presentation of financial statements

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with Generally Accepted Accounting Principles {"GAAP"} in compliance with the provisions of the Companies Act, 2013 and the Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2014, prescribed by the Central Government (as amended). However, certain claims are accounted for as and when admitted by the appropriate authorities.

2. Use of Estimates

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the year, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of the financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, provision for doubtful debts/ advances, future obligations in respect of retirement benefit plans etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

3. Revenue recognition

i. Revenue from sale of goods is recognized when all significant risks and rewards of ownership is transferred to the buyer under the terms of the contract and we retain no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exist regarding the amount of consideration that will be derived from sale of the goods.

Sales exclude excise duty and sales tax.

ii. Industrial Promotion Assistance (IPA) is recognized when the Company's right to receive the same is established with reasonable certainty.

iii. Other income is accounted on accrual basis as and when the right to receive arises.

iv. Dividend income is accounted in the period in which the right to receive the same is established.

v. Interest income on deposits is recognized at the agreed rate on time proportion basis.

vi. Income from Wind mills:

a. Under wheeling and banking arrangement:

Units generated from windmills are adjusted against the consumption of power at our factories. The monetary value of the power generated at wind farms that are consumed at factories are not recognised as revenue because it is inter-divisional transfer.

The value of unadjusted units as on the Balance Sheet date has been included under Other Current Assets.

b. Under Power purchase agreement:

Units generated from windmills are sold to State Electricity Board at agreed rates and the income is included in Income from Wind power generation.

4. Tangible Fixed assets

Fixed assets are stated at original cost less accumulated depreciation, accumulated amortisation and cumulative impairment.

Pre-operative expenses including administrative and other general overhead expenses which are specifically attributable to the project, incurred up to the date of commencement of commercial operation are capitalized as a part of the cost of the fixed asset.

Gains or losses arising from disposal of fixed assets, measured as the difference between the net disposal proceeds and the carrying amount of such assets, are recognised in the statement of profit and loss.

5. Depreciation

i. Own Assets

Depreciation has been provided based on Straight-line basis as per the useful life prescribed in Schedule II of the Companies Act, 2013.

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Depreciation on additions/ deductions is calculated pro-rata from / to the month of additions/ deductions.

ii. Leasehold Land

Land acquired under long-term lease is classified under “tangible assets” and is amortised over the primary lease period.

6. Intangible Assets and Amortisation

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets are amortized over their estimated useful life on Straight-line method as follows:

- Computer Software - Over a period of 3 years

Amortisation on impaired assets is adjusted in the future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

Internally generated software, if any, is not capitalized and the expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

7. Impairment of assets

As at each Balance Sheet date, the carrying amount of asset is tested for impairment so as to determine:

- i. the provision for impairment loss, if any; and
- ii. the reversal of impairment loss recognized in previous periods, if any,

Impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- a) in the case of an individual asset, at the higher of the net selling price and the value in use; and
- b) in the case of a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

(Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life.)

8. Investments

- i. All Investments being non-current and non-trade are valued at cost.
- ii. The carrying amount of long-term investments is determined on an individual investment basis.
- iii. As at the balance sheet date, provision for diminution is made to recognize the decline other than temporary, in the value of investments.

9. Inventories

- i. Raw-materials, stores, spares and packing materials etc. are valued at cost, computed on a moving weighted average basis including the cost incurred in bringing the inventories to their present location and condition or net realizable value whichever is lower.
- ii. Work-in-progress is valued at weighted average cost, including the cost of conversion with systematic allocation of production and administration overheads.
- iii. Finished goods are valued at cost or net realizable value whichever is lower. Cost includes cost of conversion and other costs incurred in bringing the inventory to their present location and condition including excise duty.

10. Foreign currency transactions and forward contracts

- i. The reporting currency of the Company is Indian Rupee.
- ii. Foreign currency transactions are recorded on initial recognition in the reporting currency, using the exchange rate at the date of the transaction. At each Balance Sheet date, foreign currency monetary items are reported using the closing rate.

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

- iii. The exchange differences on settlement/ restatement are included in pre-operative expenses up to the date of commercial operation and recognised as income or expense thereafter in the period in which they arise.
- iv. Forward contracts, other than those entered into to hedge foreign currency risk on unexecuted firm commitments or highly probable forecast transactions, are treated as foreign currency transactions and accounted accordingly as per Accounting Standard (AS) 11 "The Effects of Changes in Foreign Exchange Rates". Exchange differences arising on such contracts are recognized in the period in which they arise. Gains and losses arising on account of roll over/cancellation of forward contracts are recognized as income/expenses of the period in which such roll over/cancellation takes place. The premium paid/ received on a foreign currency forward contract is accounted as expenses/income over the period of the contract.

11. Employee Benefits

a. Short-term employee benefits :

Short-term employee benefits viz., Salaries, Wages, are recognized as an expense at the undiscounted amount in the profit and loss account for the year in which the related service is rendered.

b. Post Employment Benefits :

i. Defined Contribution plans :

Contributions to Provident fund and Superannuation fund are recognized as an expense in the profit and loss account for the year in which the employees have rendered services. The Company contributes to Provident fund administered by the Government on a monthly basis at 12% of employee's basic salary. The Company also contributes for superannuation a sum equivalent to 15% of the employee's eligible annual basic salary subject to a maximum of ₹ 1 Lac per annum and is remitted to "Ramco Industries Limited Superannuation Scheme" administered by trustees and managed by Life Insurance Corporation of India. The balance amount, if any, is paid as salary at the option of the company. There are no other obligation other than the above defined contribution plan.

ii. Defined Benefit Plan :

Gratuity:

The Company has its own approved Gratuity Fund. It is in the form of lump sum payments to vested employees on resignation, retirement and death while in employment or on termination of employment of an amount equivalent to 15 Day's basic salary payable for each completed year of service. Vesting occurs upon completion of 5 years of continuous service. The Company makes annual contributions to "Ramco Industries Limited Employees Gratuity Fund" administered by Trustees and managed by Life Insurance Corporation of India, based on the Actuarial Valuation by an independent external actuary as at the Balance sheet date using the "projected unit credit method".

Leave Encashment :

The Company has a policy of providing encashment of unavailed leave for its employees. The obligation for the leave encashment is recognised based on an independent external actuarial valuation at the Balance Sheet date. The expense is recognized at the present value of the amount payable determined based on actuarial valuation using "projected unit credit method".

c. Long-term employee benefits :

The obligation for long-term employee benefits such as long-term compensated absences is recognized in the similar manner as in the case of defined benefit plans as mentioned in (b) (ii) above.

d. Employee Separation Costs :

Compensation to employees who have opted for retirement under the voluntary retirement scheme of the Company is charged to Profit and Loss Statement in the year of exercise of option by the employee.

12. Lease

Lease rentals are expensed off with reference to the lease terms.

13. Borrowing costs

Specific borrowing costs that are directly attributable to the acquisition and construction of qualifying assets are capitalized as part of the cost of those assets as per AS 16. All other borrowing costs are charged to revenue.

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

14. Research and Development Expenditure

Expenditure on Research & Development of revenue nature incurred by the Company is charged to statement of Profit and Loss account under the respective revenue heads, while those of capital nature are treated as fixed assets, under respective asset heads.

15. Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/ appeals.

Minimum Alternate Tax (MAT) credit is recognized as an asset to the extent there is convincing evidence that the company will pay normal income tax during the specified period. When the MAT credit becomes eligible to be recognized as an Asset viz., "MAT credit entitlement", the same is created by way of credit to the Statement of Profit and loss and shown as "MAT credit Recognition".

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets relating to unabsorbed depreciation/business losses are recognized and carried forward to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Other deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

16. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is possible that there will be an outflow of resources. Un-provided contingent liabilities are disclosed in the accounts by way of notes. Contingent assets are not recognized.

17. Segment Accounting

- i. The Company identifies business segment as the primary segment as per AS-17. Under the primary segment, there are three reportable segments viz., Building products, Textile and Power generation from Windmills. These were identified considering the nature of the products, the differing risks and returns. The valuation of inter segment transfers are based on prevailing market prices.
- ii. Costs are allocated to the respective segment based upon the actual incidence of respective cost. Unallocated items include general corporate income and expenses which are not allocated to any business segment.
- iii. The Company prepares its segment information in conformity with accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

18. Subsidies and Government Grants

Revenue related grants are recognised on accrual basis wherever there is reasonable certainty and are disclosed under "Revenue from operations".

Receivables of such grants are shown under "Other current asset".

Capital related grants is accounted as "Capital Reserve" under Reserves and Surplus upon fulfillment of conditions attached thereto and is not adjusted against Fixed Assets.

Interest Subsidy under Technology Upgradation Fund Scheme (TUF) is credited to the Interest on borrowings under the head "Finance costs".

19. Earnings Per Share

Earnings per share (EPS) is calculated by taking into account, the net profit after tax, divided by the weighted average number of Equity Shares outstanding as on the Balance Sheet date.

20. Operating cycle for current/non-current classification

Operating cycle for the business activities of the Company is taken as twelve months for classification of its assets and liabilities into current/non-current.

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

25. NOTES ON ACCOUNTS:

	As at 31.03.2015 ₹ in lakhs	As at 31.03.2014 ₹ in lakhs
1. I. Contingent Liabilities and commitments		
a. Contingent Liabilities		
i. Claims against the Company / disputed liabilities not acknowledged as debts (Refer to notes II to VI below)	4,845.42	2,000.44
ii. Guarantees given to Banks to avail loan facilities by Group Companies :		
a. Ramco System Ltd	3,550.00	6,550.00
b. Sri Harini Textiles Ltd	3,629.00	3,629.00
b. Commitments		
i. Guarantees given by Bankers on behalf of Company	374.09	344.05
ii. Capital Contracts:		
a. Estimated amount of contracts remaining to be executed on capital account and not provided for:	914.06	438.41
b. Unexpired Letters of Credit for purchase of Capital goods and raw materials	58.42	181.45
II. Income Tax Assessment has been completed upto the accounting year ended 31st March, 2011 i.e. Assessment Year 2011-12 and demand raised by the Income Tax department amounting to ₹ 256.64 lakhs. With this, the total demand received upto the Assessment year 2011-12 is ₹ 3,971.06 lakhs (previous year ₹ 1,751.40 lakhs). The total demand has been disputed by the company and the company has preferred appeals before appellate authorities in respect of various disallowances in assessments and the appeals are pending. In the opinion of the Management, there may not be any tax liability with regard to the said disallowances. Based on the nature of claim disputed, no provision has been considered necessary.		
III. Sales Tax and Central Excise demands amounting to ₹ 494.60 lakhs (Previous year ₹ 249.04 lakhs) have been disputed by the Company and necessary appeals have been filed. Based on the nature of claim disputed, no provision has been considered necessary.		
IV. In respect of the electricity matters relating to our Textile Division, the Company has filed appeals / writ petition for ₹ 305.81 lakhs against various subject matter of the appeal and the same is pending with Tamilnadu Electricity Regulatory Commission (TNERC) / Honourable High Court / Honourable Supreme Court for resolution. The Company is confident of resolving the matter in its favour and hence no provision is made in the books of accounts.		
V. The Company had received two letters from Tamilnadu Generation and Distribution Corporation Limited (TANGEDCO) in the year 2000 and 2003 respectively claiming an amount totalling to ₹ 27.41 lakhs towards alleged violation of the terms and conditions of supply of electricity. The Company has deposited a sum of ₹ 16.87 lakhs on various dates under protest and filed writ petition before the Honourable High Court of Madras in the year 2003 and the same has been admitted. During the year, there was no development in the matter. The management is confident of resolving the matter in its favour and hence no provision is made in the books of account.		
VI. The Company had received a letter dated 04.11.2009 from Tamilnadu Generation and Distribution Corporation Limited (TANGEDCO) withholding an amount of ₹ 46.54 lakhs pending resolution of Power Tariff Concession applicability to fibre cement sheet plant at Arakonam. This amount was withheld against our dues towards power sold to Tamil Nadu Electricity Board covered under the power purchase agreement. The Company preferred an appeal against TANGEDCO in the year 2009 and the matter is pending with the Honourable High Court of Madras. During the year, there was no development in the matter. The management is confident of collecting the withheld amount and no provision is made in the books of account.		
VII. Under Tamil Nadu Electricity Regulatory Commission (Renewable Energy Purchase Obligations) Regulations 2010, consumers owning grid connected captive power generating plants and open access consumers with a sanctioned demand of more than 2 MVA are obligated to consume a minimum of 0.5% of their energy requirements from solar sources. The non-complainants are required to purchase Renewable Energy Certificates (REC) from markets @ 1 REC per 1,000 units of shortage or deposit an equivalent amount in a separate designated fund. Even though the Company is consuming wind energy generated from its own wind farms, it has been excluded for reckoning the obligatory consumption, since the Company has wheeling and banking arrangement with TNEB. Aggrieved, the Company including other affected producers have approached the Honourable Madras High Court and obtained an interim stay against the implementation of the said regulation.		

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

VIII The Company had put up a plant in Silvassa in The Union Territory of Daman, Diu, Dadra and Nagar Haveli in the year 1998 and availed VAT and CST exemption for the period of 15 years ending on March 2013 based on a certificate of exemption given by appropriate authority in exercise of powers conferred on it by relevant provision of the CST Act, 1956. This power of granting exemption was withdrawn with retrospective effect by an amendment in Finance Act 2002 and the sales tax department has followed it up by issuing a circular for compulsory production of concessional sales tax forms for availing CST exemption. The differential sales tax liability for the year 1998 to the year 2002 works out to ₹ 37 Crores. However, the Company was not in receipt of any demand from the appropriate authority. Aggrieved by the department circular and as an additional precaution, the Company had filed an appeal with Bombay High Court and the Bombay High Court has quashed the circular issued by the Commercial tax department, Silvassa, The Union Territory of Daman, Diu, Dadra and Nagar Haveli thereby allowing continuance of CST exemption even after amendment of relevant provision of CST Act, 1956 by the Finance Act, 2002. But the department of Commercial Tax, Silvassa has preferred an appeal against the Bombay High Court order before the Honourable Supreme Court and the adjudication and the court hearing is in process pending final disposal by the Honourable Supreme Court.

Based on the decision of Bombay High Court and interpretations of other relevant provisions, the Company has been legally advised that there will not be any demand likely to be raised or if the demand is raised is likely to be deleted or substantially reduced and accordingly no provision is considered necessary.

IX The Company received a notice from the Department of Revenue Intelligence (DRI) for an amount of ₹ 32.4 lakhs excluding interest and penalty pertaining to the year 2009-10 for short payment of customs duty to the extent of utilization of DEPB Scrips purchased in the open market by the Company and which were originally obtained by the ultimate export firms fraudulently as alleged by the DRI. The Company had denied the allegations made in the notice in so far as they relate to the Company's role is concerned and also the obligation to pay the duty demanded in the notice vide its letter dated August 4, 2014. There has been no development further to our letter dated August 4, 2014. The Management is confident of resolving the matter in favour of the Company and hence no provision is considered necessary.

X The Company received a notice from Gangaikondan Sub-Registrar office demanding a short payment of stamp duty of ₹ 2.57 lakhs in connection with registration of Company's land at Gangaikondan, Tirunelveli district, Tamil Nadu and have appropriately recorded the deficiency of the stamp duty payment in the encumbrance certificate of the Land records maintained by Sub-Registrar office. The Company has represented the matter with the Sub-Registrar citing payment of stamp duty correctly as per the guide line rate prevailing then. The Company is confident of resolving the matter in its favour and hence no provision is considered necessary.

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
2. Auditor's remuneration (including service tax) and expenses : (₹ in Lakhs)		
a. Statutory Auditors :		
i. for Statutory audit	7.98	7.87
ii. for Taxation matters	1.14	0.84
iii. for certification work	1.71	1.72
iv. for reimbursement of expenses	2.24	3.17
b. Cost auditor :		
i. for Cost audit	3.66	2.70
	16.73	16.30
3. The Company had announced Voluntary Retirement Scheme (VRS) for the employees of Arakonam Manufacturing Division during the year under review. A sum of ₹ 336.34 (Previous year ₹ nil) has been paid during the year and debited to the Profit and Loss Statement under the head "Employee Benefit Expense" and shown under "Exceptional item" in the Profit and Loss Statement.		
4. The Exceptional items in the Statement of Profit and Loss Account is net off the following:-		
- Profit on Sale of Investment in Shares - ₹ 1,349.91 lakhs (Previous Year ₹ Nil)		
- Expenditure on Voluntary Retirement Scheme - ₹ 336.64 lakhs (Previous Year ₹ Nil)		
5. The Company has entered into an arrangement to enter into an agreement with the group company M/s. The Ramco Cements Limited to share the cost of development of the facilities and accordingly debited ₹ 1.94 crores during the year (previous year ₹ Nil) and shown as a deduction from the gross block of its fixed assets on provisional basis. Final adjustments, if any, in this regard will be accounted for as and when the costs are determined.		

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

6. The Government of West Bengal enacted “The West Bengal Tax on Entry of goods into Local Areas Act, 2012” and writ petitions were filed by others challenging the validity of the said Act. The Calcutta High Court held that the said Act was unconstitutional. Aggrieved, the Government has preferred an appeal before the Division Bench and obtained an interim direction to continue the Assessment proceedings only. Though the company has not received any demand, it has filed a petition to join in the case.
7. Trade receivables include due from Overseas Subsidiary Company viz., Sri Ramco Lanka (Private) Limited, Sri Lanka to the extent of ₹ 194.61 lakhs (previous year ₹ 191.68 lakhs) and Sri Ramco Roofing Lanka (Private) Limited (wholly owned subsidiary of Sri Ramco Lanka (Private) Limited) to the extent of ₹ 175.45 lakhs (previous year ₹ 177.28 lakhs). Maximum amount outstanding during the year from Sri Ramco Lanka (Private) Ltd is ₹ 324.84 lakhs (previous year ₹ 1,109.32 lakhs) and Sri Ramco Roofing Lanka (Private) Limited is ₹ 564.11 lakhs (previous year ₹ 1,016.32 lakhs)
8. Pursuant to the notification of Schedule II to the Companies Act, 2013 for computation of depreciation with effect from 1st April 2014, the Company revised the useful life of its assets to align the useful life with those specified in Schedule II of the Act. Accordingly, the carrying values of the fixed assets which has completed their useful life as on 1st April, 2014 have been charged off against the General reserve amounting to ₹ 191.01 Lakhs after netting off deferred tax of ₹ 64.93 lakhs. Due to this change in accounting policy, the depreciation for the year ended 31st March, 2015 is lower by ₹ 3,041.17 lakhs when compared to the calculation of depreciation under the Companies Act, 1956.
9. The Company’s Shares are listed in Madras Stock Exchange Ltd*, National Stock Exchange of India Ltd and BSE Ltd and the listing fees in respect National Stock Exchange and BSE for the Financial year 2015-2016 have been paid.

* Listing in MSE had been delisted as MSE ceased to be a stock exchange with effect from 14th May, 2015.

10. a. The breakup of Secured long-term borrowings are as under:
 ₹ 6,973.82 lakhs (Previous year ₹ 15,432.27) is secured by *pari-passu* first charge on the fixed assets and *pari-passu* second charge on the current assets of the company.
 ₹ 3,933.63 lakhs (Previous year ₹ Nil) is secured by *pari-passu* first charge on movable fixed assets of the company.
- b. The breakup of Secured short-term borrowings from banks are as under:
 ₹ 11,709.64 lakhs (previous year ₹ 9,324.35 Lakhs) secured by *pari-passu* first charge on stocks of raw materials, work-in-progress, stores, spares and finished goods and book debts and second charge on fixed assets.
 ₹ 9,005.60 lakhs (previous year ₹ 7,999.60 Lakhs) secured by *pari-passu* first charge on stocks of raw materials, work-in-progress, stores, spares and finished goods and book debts.

The Maturity profile of the Long-term Borrowings as on 31.03.2015 is as follows:

Term Loan from Banks (Secured)

(₹ In lakhs)

Non-Current												Current	
	2016-17		2017-18		2018-19		2019-20		2020-21		Total	2015-16	
Rate of Interest	instalments	₹ lakhs	instalments	₹ lakhs	instalments	₹ lakhs	instalments	₹ lakhs	instalments	₹ lakhs	₹ lakhs	instalments	₹ lakhs
10.50%	11	1,674.63	12	1,830.88	10	1,411.54	4	625.00	1	156.25	5,698.30	6	955.88
11.25%	4	1,041.70	4	1,562.51	4	1,354.20	1	312.29			4,270.70	4	416.80
11.45%	2	416.68									416.68	4	833.33
11.75%	4	521.77									521.77	4	529.40
12.50%											-	3	66.87
5.62%											-	1	3,842.40
9.78%											-	1	126.24
TOTAL	21	3,654.78	16	3,393.39	14	2,765.74	5	937.29	1	156.25	10,907.45	23	6,770.92

The premium of forward exchange contracts not intended for trading or speculative purpose is amortised and charged as expense over the period of the contract. During the year under review, a sum of ₹ 17.88 lakhs (Previous year ₹ 162.85 lakhs) has been amortised for adjustment in the subsequent period and a sum of ₹ 440.23 lakhs (Previous year ₹ 259.69 lakhs) has been charged off and debited to the Statement of Profit and Loss under “exchange rate variation” and disclosed under “finance costs”.

The Company has not utilized Short-term Loans for Long-term purposes.

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

11. As per Accounting Standard 15 (revised 2005) "Employee benefits", the disclosures of employee benefits as defined in Accounting Standard are given below :

Amount Recognized in Balance Sheet	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
Present Value of Funded Obligations	756.14	887.10
Fair Value of Plan Assets	(787.49)	(855.75)
Present Value of Unfunded Obligations	-	-
Unrecognized Past Service Cost	-	-
Amount not Recognized as an Asset (limit in Para 59(b))	-	-
Net Liability	(31.35)	(31.35)
Amounts in Balance Sheet		
Liability	-	31.35
Assets	31.35	-
Net Liability is bifurcated as follows:		
Current	-	-
Non Current	(31.35)	31.35
Net Liability	(31.35)	31.35
Expense Recognized during the year		
Current Service Cost	67.84	63.63
Interest on Defined Benefit Obligation	86.90	67.06
Expected Return on Plan Assets	(75.73)	(61.42)
Net Actuarial Losses / (Gains) Recognized in Year	(140.69)	(42.05)
Past Service Cost	-	-
Losses / (Gains) on "Curtailements & Settlements"	-	-
Losses / (Gains) on "Acquisition / Divestiture"	-	-
Effect of the limit in Para 59(b)	-	-
Total, Included in "Employee Benefit Expense"	(61.68)	27.22
Actual Return on Plan Assets	70.23	72.32
Reconciliation of Benefit Obligations and Plan Assets For the Period		
Change in Defined Benefit Obligation		
Opening Defined Benefit Obligation	887.10	848.07
Current Service Cost	67.84	63.63
Interest Cost	86.90	67.06
Actuarial Losses / (Gain)	(146.20)	(31.15)
Past Service Cost	-	-
Actuarial Losses / (Gain) due to Curtailment	-	-
Liabilities Extinguished on Settlements	-	-
Liabilities Assumed on Acquisition / (Settled on Divestiture)	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	(139.50)	(60.51)
Closing Defined Benefit Obligation	756.14	887.10

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
Change in Fair Value of Assets		
Opening Fair Value of Plan Assets	855.75	752.18
Expected Return on Plan Assets	75.73	61.42
Actuarial Gain / (Losses)	(5.51)	10.89
Assets Distributed on Settlements	-	-
Contributions by Employer	1.02	91.77
Assets Acquired on Acquisition / (Distributed on Divestiture)	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	(139.50)	(60.51)
Closing Fair Value of Plan Assets	787.49	855.75
Expected Employer's Contribution Next Year	40.00	-

Investment details as on 31.03.2015

Category of Assets (% Allocation)

Government of India Securities	0%	0%
Corporate Bonds	0%	0%
Special Deposit Scheme	0%	0%
Equity Shares of Listed Companies	0%	0%
Property	0%	0%
Insurer Managed Funds	100%	100%
Others	0%	0%
Grand Total	100%	100%

Amount recognised in the current year and previous four years :

	Period Ended				
	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11
Defined Benefit Obligation	756.14	887.10	848.07	840.67	782.09
Plan Assets	787.49	855.75	752.18	861.27	782.86
Surplus / (Deficit)	31.35	(31.35)	(95.89)	(20.60)	(1.00)
Exp. Adj. on Plan Liabilities	(208.32)	(36.23)	19.42	(23.01)	-
Exp. Adj. on Plan Assets	(5.50)	10.89	15.56	8.10	-

Principal Actuarial Assumptions (Expressed as Weighted Averages)

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
Discount Rate (p.a.)	7.95%	9.10%
Expected Rate of Return on Assets (p.a.)	8.00%	8.85%
Salary Escalation Rate (p.a.)	6.00%	6.00%

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
12. Details of Leave Encashment plan (Un-funded) are as follows :		
Amount Recognized in Balance Sheet		
Present Value of Funded Obligations	-	-
Fair Value of Plan Assets	-	-
Present Value of Unfunded Obligations	378.58	291.95
Unrecognized Past Service Cost	-	-
Amount not Recognized as an Asset (limit in Para 59(b))	-	-
Net Liability	378.58	291.95
Amounts in Balance Sheet		
Liability	378.58	291.95
Assets	-	-
Net Liability is bifurcated as follows:		
Current	37.55	-
Non Current	341.03	291.95
Net Liability	378.58	291.95
Expense Recognized during the year		
Current Service Cost	86.44	14.55
Interest on Defined Benefit Obligation	34.43	22.72
Expected Return on Plan Assets	-	-
Net Actuarial Losses / (Gains) Recognized in Year	11.71	4.33
Past Service Cost	-	-
Losses / (Gains) on "Curtailments & Settlements"	-	-
Losses / (Gains) on "Acquisition / Divestiture"	-	-
Effect of the limit in Para 59(b)	-	-
Total, Included in "Employee Benefit Expense"	132.58	41.60
Actual Return on Plan Assets	-	-
Reconciliation of Benefit Obligations and Plan Assets For the Period		
Change in Defined Benefit Obligation		
Opening Defined Benefit Obligation	291.95	303.86
Current Service Cost	86.44	14.55
Interest Cost	34.43	22.72
Actuarial Losses / (Gain)	11.71	4.33
Past Service Cost	-	-
Actuarial Losses / (Gain) due to Curtailment	-	-
Liabilities Extinguished on Settlements	-	-
Liabilities Assumed on Acquisition / (Settled on Divestiture)	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	(45.95)	(53.51)
Closing Defined Benefit Obligation	378.58	291.95

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
Change in Fair Value of Assets		
Opening Fair Value of Plan Assets	-	-
Expected Return on Plan Assets	-	-
Actuarial Gain / (Losses)	-	-
Assets Distributed on Settlements	-	-
Contributions by Employer	45.95	53.51
Assets Acquired on Acquisition / (Distributed on Divestiture)	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	(45.95)	(53.51)
Closing Fair Value of Plan Assets	-	-
Expected Employer's Contribution Next Year	37.55	-

Investment details as on 31.03.2015

Category of Assets (% Allocation)

Government of India Securities	0%	0%
Corporate Bonds	0%	0%
Special Deposit Scheme	0%	0%
Equity Shares of Listed Companies	0%	0%
Property	0%	0%
Insurer Managed Funds	0%	0%
Others	0%	0%
Grand Total	0%	0%

Amount recognised in the current year and previous four years :

	Period Ended				
	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11
Defined Benefit Obligation	378.58	291.95	303.86	372.84	260.43
Plan Assets	-	-	-	-	-
Surplus / (Deficit)	(378.58)	(291.95)	(303.86)	(372.84)	260.43
Exp. Adj. on Plan Liabilities	(21.56)	(25.22)	-	(173.82)	-
Exp. Adj. on Plan Assets	-	-	-	-	-

Principal Actuarial Assumptions (Expressed as Weighted Averages)

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
Discount Rate (p.a.)	7.95%	9.10%
Expected Rate of Return on Assets (p.a.)	0.00%	0.00%
Salary Escalation Rate (p.a.)	6.00%	6.00%

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

13. The Company is eligible for Incentive under the “West Bengal Incentive Scheme 2000” in respect of its Fibre Cement Plant and Clinker Grinding Unit at Kharagpur in the State of West Bengal. No amount was received as incentive during the year under review. (Previous year ₹ 99.02 lakhs)

The company is eligible for incentives under the “Bihar Industrial Incentive Policy 2006” in respect of its Fibre Cement Plant at Bihiya in the State of Bihar. During the year under review,

- A sum of ₹ 559.79 lakhs (previous year ₹ 501.66 lakhs) accrued as Industrial Promotion Assistance is credited to Profit and Loss account.
 - A sum of ₹ 15 lakhs (Previous year ₹ 100 lakhs on investment in Plant and Machinery) received as Capital Subsidy on Investment in Land and credited to Capital Reserve Account.
 - No amount was received as Incentive grant for investment in Diesel Generating Set (Previous year ₹ 19.31 lakhs)
14. Out of units of 255.64 Lakhs units (PY 264.95 Lakhs units) generated net of wheeling and banking at wind farms -
- a) 70.32 Lakhs units (Previous year 74.60 Lakhs units) were sold to concerned State Electricity Board for ₹ 229.29 Lakhs (Previous year ₹ 257.41 Lakhs), shown under “Income from Wind Power generation”.
 - b) 177.38 Lakhs units (Previous year 178.36 Lakhs units) were consumed at our plants. The monetary value of such units for ₹ 1,100.95 Lakhs (Previous year ₹ 1,069.92 Lakhs) is not recognised as it is inter-divisional transfer.
 - c) 7.94 lakhs units (Previous year 11.99 lakhs units) remain unadjusted and eligible for adjustment in the subsequent periods and its monetary value of ₹ 31.06 lakhs (PY: ₹ 53.01 lakhs) has been included in “Other Current Assets”.

15. Earnings Per Share:

Basic and diluted Earnings per share (EPS) computed in accordance with Accounting Standard (AS 20)

Particulars	For the year ended	
	31.03.2015 ₹ In Lakhs	31.03.2014 ₹ In Lakhs
Net Profit after Tax (A)	2093.09	(599.66)
No. of Shares (B)	866,63,060	866,63,060
Basic and Diluted earnings per share of ₹ 1 each (A/B)	2.42	(0.69)

16. The Company has taxable income for the year computed under section 115JB of the Income Tax Act, 1961 (Minimum Alternate Tax). Accordingly, provision for income tax has been made for the year.
17. The Company is required to spend gross CSR expenditure of ₹ 82 lakhs for the year 2014-15 in accordance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. As against this, the company has spent ₹ 94 lakhs in the following categories :

Categories	(Fig. in ₹ Lakhs)	
	2014-15	2013-14
Rural Development Projects	58.04	77.07
Promotion of Education	19.45	10.88
Eradication of Hunger	8.22	18.44
Protection of National Heritage Art and Culture	0.55	1.30
Promotion of Nationally recognized Sports, Rural Sports & Paraolympics Sports	7.54	24.95
Contribution for setting up of Homes and Hostels for Women and Orphans	0.20	0.10
Measure for the benefit of armed forces	-	0.45
Total	94.00	133.19

The previous year figures were re-grouped / re-stated based on comparable criteria.

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

18. Additional information as required by Schedule VI of the Companies Act, 1956.

₹ In Lakhs

(a) CIF Value of Imports	Year ended 31.03.15	Year ended 31.03.14
Raw Material	21,982.97	15,297.32
Spares	20.56	18.08
Capital Goods	323.41	2,845.19

(b) Expenditure in Foreign Currency on account of Travelling & other matters 150.27 191.45

(c) Number of Non-resident Shareholders 181 142

(d) Value of Consumption of Imported and indigenous raw material and spares

	Year ended 31.03.15		Year ended 31.03.14	
	₹ in lakhs	%	₹ in lakhs	%
Raw Material				
Imported	23,987.08	51%	16,126.30	39%
Indigenous	23,356.43	49%	24,970.04	61%
	<u>47,343.51</u>		<u>41,096.34</u>	
Spares				
Imported	41.08	2%	20.85	2%
Indigenous	1,375.74	98%	936.76	98%
	<u>1,416.82</u>		<u>957.61</u>	

(e) Earnings in Foreign Currency

Export of Goods	1,356.08	3,498.78
Royalty Income	1,431.14	1,314.32
Dividend from Srilankan Subsidiary	214.33	15.96

(f) Related Party Disclosure

As per Accounting Standard (AS 18) issued by the Institute of Chartered Accountants of India, the Company's related parties are given below:

a. Subsidiary Companies:

1. Sudharsanam Investments Ltd - India
2. Sri Ramco Lanka (Private) Ltd., Srilanka
3. Sri Ramco Roofings Lanka (Private) Ltd., Srilanka (Wholly owned subsidiary of Sri Ramco Lanka (Private) Limited)

b. Key Management Personnel and relatives:

P.R. Ramasubrahmaneya Rajha, Chairman
P.R. Venketrama Raja, Vice Chairman and Managing Director
Prem G Shanker, Chief Executive Officer
K. Sankaranarayanan, Chief Financial Officer
S. Balamurugasundaram, Company Secretary

c. Enterprises over which the above persons exercise significant influence and with which the Company has transactions during the year.

Rajapalayam Mills Limited
The Ramco Cements Limited
Ramco Systems Limited
The Ramaraju Surgical Cotton Mills Limited
Sri Vishnu Shankar Mill Limited

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Sandhya Spinning Mill Limited
 Thanjavur Spinning Mill Limited
 Sri Harini Textiles Limited
 Ramco Windfarms Limited
 Sri Harini Media Pvt Limited
 Rajapalayam Textile Limited
 Madurai Trans Carrier Limited

Public Trust

- Raja Charity Trust
- P A C Ramasamy Raja Education Charity Trust
- Abinava Vidyatheertha Seva Trust
- P.A.C.R. Sethurammal Charity Trust

Related Party Transactions during the year 2014-15 and amount due to or due from related parties

Sl. No	Related Party	Transaction During		Amount due to	Amount Due from
		2014-15	2013-14	2014-15	2014-15
		₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
1	The Ramco Cements Limited			2.79 (NIL)	0.58 (NIL)
	Sales	292.18	52.75		
	Purchase of Goods	2,928.04	3,034.82		
	Purchase of Electrical Energy	219.47	120.28		
	Share of Common cost in fixed asset transferred to	194.00	-		
	Dividend Paid	33.43	147.10		
	Dividend Received	493.12	493.12		
	Assets Held Jointly				
	Aircraft : Jointly Free Hold	-	16.67%		
	Aircraft - Jointly Lease Hold	16.67%	16.67%		
2	Rajapalayam Mills Limited			- (NIL)	- (NIL)
	Sales	272.55	221.16		
	Purchase of Goods	94.71	1,481.41		
	Dividend Paid	19.80	87.13		
	Dividend Received	21.18	8.47		
	Job Work Done to	24.20	17.58		
	Job Work Done by	4.20	75.89		
3	Rajapalayam Textile Limited			- (NIL)	- (NIL)
	Sales	376.43	-		
	Purchase	313.88	-		
	Job Work Done to	1.08	-		
4	The Ramaraju Surgical Cotton Mills Limited	-		- (NIL)	0.15 (NIL)
	Sales	351.41	308.89		
	Purchase of Goods	2.40	79.29		
	Job Work Done to	0.55	0.88		
	Dividend Paid	0.34	1.49		

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Sl. No	Related Party	Transaction During		Amount due to	Amount Due from
		2014-15	2013-14	2014-15	2014-15
		₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
5	Sri Vishnu Shankar Mill Limited			- (NIL)	- (NIL)
	Sales	217.01	317.61		
	Purchase of Goods	211.07	563.49		
	Purchase of Asset	-	935.16		
	Job Work Done to	34.47	0.69		
	Job Work Done by	71.29	-		
6	Sandhya Spinning Mill Limited			- (NIL)	- (NIL)
	Sales	260.61	761.80		
	Sale of Asset	-	1.59		
	Job Work Done to	-	1.42		
	Purchase of Goods	0.14	0.09		
7	Thanjavur Spinning Mill Limited			- (NIL)	- (NIL)
	Sales	356.56	411.58		
	Purchase of Goods	298.41	257.41		
	Job Work Done to	5.98	0.35		
8	Sri Harini Textiles Limited			- (NIL)	- (NIL)
	Sales	6.04	89.23		
9	Ramco Systems Limited			- (5.62)	- (0.97)
	Sales	-	0.97		
	Software related services	66.66	72.16		
	Subscription to Share Capital Rights issue	1,000.00	-		
10	Ramco Windfarms Limited			- (NIL)	- (NIL)
	Purchase of Electrical Energy	124.08			
11	Sri Harini Media Pvt Limited			- (NIL)	- (NIL)
	Advertisement Expenses Paid	4.20	3.85		
12	Sri Ramco Lanka Private Limited			- (NIL)	194.61 (191.68)
	Sales	41.68	52.87		
	Service Income - Royalty	704.45	600.12		
	Dividend Received	214.33	14.36		
13	Sri Ramco Roofings Lanka Private Limited				175.45 (177.28)
	Sales	59.72	34.89		
	Service Income - Royalty	726.70	714.20		
14	Sudharsanam Investments Limited				602.45 (631.33)
	Loan Repaid	28.88	32.53		

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Sl. No	Related Party	Transaction During		Amount due to	Amount Due from
		2014-15	2013-14	2014-15	2014-15
		₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
15	Sri. P.R. Ramasubhramaneya Rajha			-	-
	Sitting Fees	1.28	0.75		
	Dividend Paid	7.21	31.71		
16	Sri. P.R. Venketrama Raja			-	-
	Managerial Remuneration	112.50	13.20		
	Dividend Paid	13.75	60.50		
17	Madurai Trans Carrier Limited			-	-
	Sale of Jointly Owned Aircraft	304.38	-	(NIL)	(NIL)
18	Corporate Guarantees - Issued				
	Ramco Systems Limited	3,550.00	6,550.00		
	Sri Harini Textiles Limited	3,629.00	3,629.00		
19	Transaction with Public Trusts				
A	Raja Charity Trust	-	-	20.01 (NIL)	3.55 (5.44)
	Sales	30.28	44.19		
	Agency Commission paid to	398.40	343.95		
	Cost of Services Received	124.33	166.99		
B	P A C Ramasamy Raja Education Charity Trust				0.44 (NIL)
	Sales	2.56	2.51		
C	Sri Abinava Vidhyatheertha Seva Trust			-	-
	Sales	1.43	0.85		
	Lease Rent Received	0.03	0.03		
	Donation	-	6.60		
D	PACR Sethurammal Charity Trust			-	-
	Sales	-	1.35		
	Purchase of Goods	10.97	-		

Note: Figures within bracket represents previous year

19. The lease rentals recognised on non-cancellable operating lease of aircraft on Joint venture basis in the statement of profit and loss account grouped in Note No.24 under the head Vehicle / Aircraft Maintenance are as detailed below:

Particulars	2014-15 (₹ in lakhs)	2013-14 (₹ in lakhs)
Lease Payments	138.36	115.25
Contingent rent (Usage Charges)	201.02	192.07

Operating Lease obligations payable for future periods from the Balance sheet date:

Particulars	2014-15 (₹ in lakhs)	2013-14 (₹ in lakhs)
Not Later than one Year	117.88	115.00
Later than one year and not later than five years	137.53	250.00
Later than five years	-	-

20. There are no dues to Micro and Small Enterprises as at 31.03.2015 (Previous Year : ₹ Nil). This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.



NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

21. SEGMENTWISE REVENUE, RESULTS AND CAPITAL EMPLOYED

₹ in lakhs

As required under Accounting Standard (AS17), the Segmentwise Revenue, Results and Capital employed are furnished below:-

Particulars	Building Products		Textiles		Windmill		Others		Consolidated	
	Year Ended 31.3.2015	Year Ended 31.3.2014	Year Ended 31.3.2015	Year Ended 31.3.2014	Year Ended 31.3.2015	Year Ended 31.3.2014	Year Ended 31.3.2015	Year Ended 31.3.2014	Year Ended 31.3.2015	Year Ended 31.3.2014
1. Revenue/Income from operations										
External Customers	61,985.77	52,729.70	11,653.91	14,166.06	1,330.24	1,352.88	2,226.06	2,025.50	77,195.98	70,274.14
Inter-segment	-	-	-	-	(1,100.95)	(1,069.92)	-	-	(1,100.95)	(1,069.92)
Total Revenue	61,985.77	52,729.70	11,653.91	14,166.06	229.29	282.96	2,226.06	2,025.50	76,095.03	69,204.22
2. Results:										
Segment results										
Unallocated Corporate Expenses										
Operating Profit/ (Loss)	1,533.95	(1,475.13)	626.65	728.05	780.70	622.36	1,958.15	1,408.37	4,899.45	1,283.65
Interest expenses									3,702.71	3,365.82
Interest Income/ Dividend income									779.92	603.59
Income Tax - Current (MAT)									295.77	-
- Deferred									(116.42)	(878.91)
- MAT credit entitlement									(295.77)	
Profit from Ordinary activities									2,093.08	(599.67)
Extraordinary Profit/Loss										
Net Profit									2,093.08	(599.67)
3. Other Information										
Segment Assets	56,845.83	53,584.44	10,248.48	11,308.49	2,067.67	2,261.93	30,723.04	27,826.06	99,885.02	94,980.92
Unallocated corporate assets										
Total Assets	56,845.83	53,584.44	10,248.48	11,308.49	2,067.67	2,261.93	30,723.04	27,826.06	99,885.02	94,980.92
Segment Liabilities	55,622.96	54,820.35	10,147.40	10,000.48	1,362.21	1,784.99	(14,163.66)	(18,049.77)	52,968.91	48,556.05
Unallocated corporate liabilities										
Total Liabilities	55,622.96	54,820.35	10,147.40	10,000.48	1,362.21	1,784.99	(14,163.66)	(18,049.77)	52,968.91	48,556.05
Capital Expenditure	1,679.16	15,341.72	165.93	374.49	-	126.93	566.32	350.20	2,411.41	16,193.34
Depreciation	1,430.30	2,838.75	338.67	1,125.38	114.89	359.12	5.38	1.70	1,889.24	4,324.95
Non - cash expenses other than depreciation	-	-	-	-	-	-	-	-	-	-

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

22. Previous year's figures have been regrouped / restated wherever necessary so as to make them comparable with that of the current year.
23. Figures have been rounded off in Lakhs with two decimal.

For M/s.M.S. JAGANNATHAN &
N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 001208S
K.SRINIVASAN
Partner
Membership No.: 021510
Place: Chennai
Date : 29th May, 2015

For M/s.CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 004915S
C.N.GANGADARAN
Partner
Membership No.: 011205

For and on behalf of the Board
P.R. RAMASUBRAHMANEYA RAJHA
Chairman

K.SANKARANARAYANAN
Chief Financial Officer

S. BALAMURUGASUNDARAM
Company Secretary

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

INDEPENDENT AUDITORS' REPORT

To The Members of Ramco Industries Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of M/s. RAMCO INDUSTRIES LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

1. We did not audit the financial statements / consolidated financial statements of a subsidiary, whose financial statements / financial information reflect total assets of ₹ 11,946.86 lakhs as at 31st March, 2015 and total revenues of ₹ 16,181.22 lakhs and the net cash flows amounting to ₹ 240.71 lakhs for the year ended on that date, as considered in the consolidated financial statements.

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

2. The financial statements / financial information of a subsidiary, were audited by one of us of which the accompanying consolidated financial statements reflect total assets of ₹ 1,288.24 lakhs as at 31st March 2015, total revenues of ₹ 29.83 lakhs and net cash flows amounting to ₹ 0.81 lakhs during the year.
3. The financial statements / financial information of an associate, were audited by one of us of which the accompanying financial statements reflect the share of profit of the group is ₹ 283.98 Lakhs for the year ended 31st March 2015.
4. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies and associate companies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - 2.1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - 2.2. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - 2.3. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - 2.4. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - 2.5. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies, none of the directors of the Group companies, its associate companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - 2.6. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - 2.6.1 The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates - Refer Note 4.1.II to 4.1.VII in the consolidated financial statements.
 - 2.6.2 The Group and its associates did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - 2.6.3 There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate companies.

For M/s. M.S. JAGANNATHAN & N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 0012085

K.SRINIVASAN
Partner
Membership No.: 021510

Place : Chennai
Date : 29th May, 2015

For M/s. CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 0049155

C.N.GANGADARAN
Partner
Membership No.: 011205

ANNEXURE TO THE AUDITOR'S REPORT

Annexure referred to item no. 6.1 of paragraph 'Report on Other Legal and Regulatory Requirements' paragraph of Independent Auditors Report on the Consolidated Financial Statements

In respect of one subsidiary company and two associate companies incorporated in India, audited jointly / by one of us, to which the Order is applicable, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

1. Fixed assets

- 1.1. The Group and the associate companies have maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2. The management of the Group and associate companies, at reasonable intervals have physically verified the fixed assets of the respective companies accordingly and no material discrepancies were noticed on such verification.

2. Inventories

- 2.1. The Management of the Group and associate companies have conducted physical verification of its inventory at reasonable intervals.
- 2.2. The procedure for physical verification of inventory followed by the management of the Group and associate companies is reasonable and is adequate in relation to the size of the respective companies and the nature of its businesses.
- 2.3. On the basis of our examination of the records of inventory, we are of the opinion that the Group and associate companies are maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

3. The Holding Company and one of its associate companies have granted loans during the year to the parties listed in the Register maintained under Section 189 of the Act. In respect of Holding Company and associate company:

- 3.1. The receipts of principal amounts and interest have been regular or as per stipulations.
- 3.2. There are no overdue amounts in respect of the loans granted to the parties listed in the register maintained under Section 189 of the Act.

4. There are adequate internal control systems commensurate with the size of the companies and the nature of its businesses with regard to purchase of inventory and fixed assets and for the sale of goods and services of the Group and associate companies. We have not observed any major weakness in the internal control system during the course of the audit.

5. The Group and associate companies have not accepted any deposits within the meaning of Companies (Acceptance of Deposits) Rules 2014, from the public during the year. The Deposits accepted by the Holding company and one of its associate companies before the Commencement of the Act have been repaid as per the provisions of Section 74 of the Act. No order has been passed by the Company Law Board or the National Company Law Tribunal or by any court or by any other Tribunal against the Holding company and its associate company.

6. The Group and its associate companies are maintaining the accounts and records which have been specified by the Central Government to the extent applicable under of Section 148(1) of the Act.

7. According to the information and explanations given to us and the books of account examined by us :

- 7.1. The Group and the associate companies are regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they become payable.

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

7.2. Details of dues towards Income Tax, CST, Entry tax, Sales Tax, Value Added Tax, Excise Duty, Electricity, Wealth tax and Custom Duty that have not been deposited as at March 31, 2015 on account of disputes by the aforesaid entities are as stated below:

SI No.	Name of the Statute	Forum where dispute is pending	Amount (₹ In lakhs)
1	Income Tax Act	Deputy Commissioner	15.25
		Commissioner Appeal	2,712.85
		High Court	672.77
2	CST Act	Appellate Authority	0.69
		Assistant/Deputy/Joint Commissioner Appeal	112.79
		Tribunal Court	18.45
		High Court	1.45
3	Entry Tax Act	Assistant/Deputy/Joint Commissioner Appeal	9.41
4	Sales Tax Act	Appellate Authority	186.82
		High Court	0.41
5	VAT Act	Appellate Authority	11.03
		Assessing Authority	92.62
		Assistant/Deputy/Joint Commissioner Appeal	131.09
		Tribunal Court	50.32
		Honourable High Court of Madras	1,780.35
6	Central Excise Act & Cenvat Credit Rules	Assistant/Deputy/Additional Commissioner	6,120.69
		Commissioner, Appeals	21.34
		Appellate Tribunal	2,911.57
		High Court	100.49
		Supreme Court	321.17
		Appellate Authority	65.28
7	Electricity Act	High Court	362.89
8	Wealth Tax Act, 1957	Commissioner of Wealth Tax (Appeals)	5.18
9	Customs Act	High Court	601.92
Total			16,306.83

7.3. The amounts which were required to be transferred by the Group and associate companies to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder, have been transferred to such fund within time by the aforesaid entities.

8. The Group and its associate companies do not have consolidated accumulated losses at the end of the financial year and the Group, its associate companies have not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.
9. The Group and its associate companies have not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
10. In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Holding company and one of its associate company for loans taken by others from banks and financial institutions are not, prejudicial to the interests of the respective companies.
11. The term loans have been applied by the Group and its associate companies during the year for the purposes for which they were obtained.
12. No material fraud on or by the Group or associate companies has been noticed or reported during the course of audit.

For M/s. M.S. JAGANNATHAN & N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 0012085

K.SRINIVASAN
Partner
Membership No.: 021510

Place : Chennai
Date : 29th May, 2015

For M/s. CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 0049155

C.N.GANGADARAN
Partner
Membership No.: 011205

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

BALANCE SHEET AS AT 31ST MARCH 2015

	Note No.	As at 31.03.2015 ₹ in lakhs	As at 31.03.2014 ₹ in lakhs
I EQUITY AND LIABILITIES			
1 SHAREHOLDERS FUND			
Share Capital	1	866.63	866.63
Reserves and Surplus	2	60,243.92	51,310.27
		<u>61,110.55</u>	<u>52,176.90</u>
2 NON-CURRENT LIABILITIES			
Long-term Borrowings	3	11,295.46	18,302.80
Deferred Tax Liabilities (Net)	4	1,193.05	1,324.01
Other Long-term Liabilities	5	2,396.15	2,105.31
Long-term Provisions	6	341.02	369.69
		<u>15,225.68</u>	<u>22,101.81</u>
3 CURRENT LIABILITIES			
Short-term Borrowings	7	20,715.24	17,367.13
Trade Payables		4,123.38	3,211.60
Other Current Liabilities	8	14,549.33	9,576.54
Short-term Provisions	9	721.16	309.96
		<u>40,109.12</u>	<u>30,465.23</u>
TOTAL		<u>116,445.35</u>	<u>104,743.94</u>
II ASSETS			
1 NON-CURRENT ASSETS			
FIXED ASSETS			
Tangible Assets	10	40,615.60	40,972.92
Intangible Assets	11	50.87	130.07
Capital Work in Progress	10	959.62	1,189.07
Non-Current Investments	12	26,141.12	19,760.83
Long-term Loans and Advances	13	1,378.75	719.24
Other Non-Current Assets		311.62	1,304.70
		<u>69,457.58</u>	<u>64,076.83</u>
2 CURRENT ASSETS			
Inventories	14	29,023.34	24,477.45
Trade Receivables	15	7,134.61	6,229.88
Cash and Cash Equivalents	16	3,673.93	3,976.04
Short-term Loans and Advances	17	3,924.41	2,965.14
Other Current Assets		3,231.47	3,018.60
		<u>46,987.77</u>	<u>40,667.11</u>
TOTAL		<u>116,445.35</u>	<u>104,743.94</u>
Significant Accounting Policies			
Contingent Liabilities and commitments	4(1)		
Notes on Financial Statements	4		

The accompanying notes form an integral part of the financial statements

As per our Report Annexed

For M/s.M.S. JAGANNATHAN &
N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 0012085
K.SRINIVASAN
Partner
Membership No.: 021510
Place: Chennai
Date : 29th May, 2015

For M/s.CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 0049155
C.N.GANGADARAN
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Membership No.: 011205

For and on behalf of the Board
P.R. RAMASUBRAHMANEYA RAJHA
Chairman
K.SANKARANARAYANAN
Chief Financial Officer
S. BALAMURUGASUNDARAM
Company Secretary

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2015

INCOME	Note No.	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
Revenue from operations	18	89,454.75	81,504.10
Other Income	19	1,106.29	1,153.23
Total Revenue		<u>90,561.04</u>	<u>82,657.33</u>
EXPENDITURE			
Cost of materials consumed	20	55,440.07	49,405.54
Cost of Resale materials		34.44	92.61
Change in inventories of Finished Goods and Work-in-Progress	21	(1,213.85)	2,603.07
Employee benefit expenses	22	6,107.97	5,424.90
Finance costs	23	3,815.21	3,605.76
Depreciation and amortisation expenses	10	2,450.67	4,862.99
Other expenses	24	21,063.52	17,724.19
Total Expenses		<u>87,698.04</u>	<u>83,719.06</u>
Profit before exceptional and extraordinary items and tax		2,863.00	(1,061.73)
Exceptional items - [Refer Note 4 (4)]		1,013.26	-
Profit before tax		<u>3,876.26</u>	<u>(1,061.73)</u>
Tax expense			
Current Tax		634.42	74.74
Deferred Tax		(84.38)	(828.33)
MAT Credit		(295.77)	-
Profit / (Loss) for the period from continuing operations		<u>3,621.99</u>	<u>(308.14)</u>
Share of Profit/(Loss) of Associate		5,383.79	-
Profit / (Loss) for the period		<u>9,005.78</u>	<u>(308.14)</u>
Earnings per equity share - Basic & Diluted (in ₹)		10.39	(0.36)
Face Value of Equity share		₹ 1	₹ 1
Significant Accounting Policies			
Notes on Financial Statements	4		

The accompanying notes form an integral part of the financial statements

As per our Report Annexed

For M/s.M.S. JAGANNATHAN &
N. KRISHNASWAMI
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For and on behalf of the Board
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Company Secretary

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
A CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(loss), after tax as per Profit and Loss Account	3,621.99	(308.14)
Adjusted for		
Provision for taxation		
Current tax	338.65	74.74
Deferred tax	(84.38)	(828.33)
Loss on sale of assets	14.12	19.09
Depreciation	2,450.67	4,862.99
Dividend Income	(595.41)	(617.46)
Profit on sale of assets	(0.76)	-
Profit on Sale of Shares	(1,349.91)	-
Interest income	(156.05)	(161.44)
Effects on Exchange rate	232.15	228.83
Interest paid	3,815.21	3,605.76
	<u>4,664.29</u>	<u>7,184.19</u>
Operating profit before working capital changes	8,286.28	6,876.05
Adjusted for		
Trade and other receivables	(904.73)	(36.64)
Inventories	(4,545.89)	8,895.03
Trade payables	911.78	(77.65)
Other Current Assets	(179.07)	1,411.62
Other current Liabilities	5,488.95	(4,387.91)
	<u>771.04</u>	<u>5,804.45</u>
Cash (used in) / generated from operations	9,057.33	12,680.50
Taxes paid	(133.62)	(350.00)
Net cash (used in) / generated from operating activities	8,923.70	12,330.50
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(2,493.69)	(16,861.92)
Sale of fixed assets	275.14	23.02
Sale of Shares	1,353.40	-
Interest income	156.05	161.44
Dividend income	595.41	617.46
Changes in Capital Work-in-Progress	229.45	9,804.14
Advances for long-term purpose	(659.51)	1,239.36
Investment subsidy	15.00	-
Purchase of Investment	(1,000.00)	-
Net cash (used in) / from Investing activities	<u>(1,528.74)</u>	<u>(5,016.50)</u>

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015 (Contd.)

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long-term borrowing	(7,007.34)	(2,235.22)
Proceeds from other Long-term Liabilities	290.84	111.61
Proceeds from short-term borrowings	3,348.11	637.36
Dividend paid	(513.47)	(454.92)
Finance cost	(3,815.21)	(3,605.76)
Net cash from / (used in) Financing activities	(7,697.07)	(5,546.93)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(302.11)	1,767.06
Cash and cash equivalents as at the beginning of the year	3,976.04	2,208.98
Cash and Cash equivalents as at end of the year	<u>3,673.93</u>	<u>3,976.04</u>

For M/s.M.S. JAGANNATHAN &
N. KRISHNASWAMI
Chartered Accountants
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Place: Chennai
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For and on behalf of the Board
P.R. RAMASUBRAHMANEYA RAJHA
Chairman
K.SANKARANARAYANAN
Chief Financial Officer
S. BALAMURUGASUNDARAM
Company Secretary

Auditors' Certificate

To
The Board of Directors
Ramco Industries Limited, Chennai-4

We have examined the above cash flow statement of Ramco Industries Limited, and its subsidiaries. The Statement has been prepared based on and in agreement with the corresponding Consolidated Profit and Loss account and Balance Sheet of Ramco Industries Limited and its Subsidiaries covered by our report of 29th May 2015 to the members of the Company

For M/s M.S. JAGANNATHAN & N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 0012085
K.SRINIVASAN
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C.N.GANGADARAN
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CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

		As at 31st March, 2015		As at 31st March, 2014	
		Numbers	₹ in lakhs	Numbers	₹ in lakhs
1.	SHARE CAPITAL				
	Authorised				
	Equity shares of ₹ 1/- each	20,00,00,000	2,000.00	20,00,00,000	2,000.00
	Issued, Subscribed and Paid up				
	Equity shares of ₹ 1/- each	8,66,63,464	866.63	8,66,63,464	866.63
1.1	The reconciliation of the number of shares outstanding is set out below				
	Particulars	As at 31.3.2015		As at 31.3.2014	
	Equity Shares at the beginning of the year	8,66,63,464		8,66,63,464	
	Equity Shares at the end of the year	8,66,63,464		8,66,63,464	
1.2	The details of shareholders holding more than 5% shares				
	Name of shareholder	As at 31 March, 2015		As at 31 March, 2014	
		No. of shares	% held	No. of shares	% held
	The Ramco Cements Limited	1,33,72,500	15.43	1,33,72,500	15.43
	Rajapalayam Mills Limited	79,20,680	9.14	79,20,680	9.14
	Shri.P.R.Venketrama Raja	55,00,000	6.35	55,00,000	6.35
	Smt.Nalina Ramalakshmi	55,80,000	6.44	55,80,000	6.44
	Smt.Saradha Deepa	55,00,000	6.35	55,00,000	6.35
		3,78,73,180	43.71	3,78,73,180	43.71
1.3	Of the above, 4,33,31,530 equity shares were allotted in the year 2009-10 as fully paid bonus shares by capitalisation of General Reserve.				

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

		As at 31st March, 2015 ₹ in lakhs		As at 31st March, 2014 ₹ in lakhs
2.	RESERVES AND SURPLUS			
2.1	Capital Reserve			
	As per last Balance Sheet	1,530.02		1,410.71
	Add: Received during the year	15.00	1,545.02	119.31
		<u>15.00</u>		<u>1,530.02</u>
2.2	Securities Premium Reserve			
	As per last Balance Sheet	209.43		209.43
	During the Current Year	-	209.43	-
		<u>-</u>		<u>209.43</u>
2.3	General Reserve			
	As per last Balance Sheet	41,297.48		41,389.41
	Add: Transferred from Profit & Loss Account	300.00		-
	Add: Translation Profit	351.98	41,949.46	(91.93)
		<u>351.98</u>		<u>(91.93)</u>
2.4	Profit & Loss Account			
	As per last Balance Sheet	8,273.24		8,834.86
	Less: Depreciation Adjustment as per Companies Act 2013	191.02		-
	Add: Reversal of Deferred Tax Liability for above	64.93		-
	Add: Profit for the year	9,005.78		(308.14)
		<u>9,005.78</u>		<u>(308.14)</u>
		17,152.93		8,526.72
	Less: Appropriations			
	Proposed Dividend on Equity Shares	259.99		216.66
	Tax on Dividend	52.93		36.82
	Transferred to General Reserve	300.00	16,540.01	-
		<u>300.00</u>		<u>-</u>
	Total		<u>60,243.92</u>	<u>51,310.17</u>

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31.03.2015 ₹ in lakhs	As at 31.03.2014 ₹ in lakhs
3 LONG-TERM BORROWINGS		
Secured:		
Term Loan from Banks {Refer: Note 4 (point no:9 a)}	11,295.46	16,314.76
Unsecured:		
Term Loan from Banks	-	1,988.04
Deposits from Public	-	-
	<u>11,295.46</u>	<u>18,302.80</u>
4 NET DEFERRED TAX LIABILITY		
Deferred Tax Liabilities		
Related to Fixed Assets	1,525.16	1,371.34
Deferred Tax Assets		
Disallowances under the Income Tax Act, 1961.	(332.11)	(47.33)
	<u>1,193.05</u>	<u>1,324.01</u>
5 OTHER LONG-TERM LIABILITIES		
Security Deposit from Customers	2,396.15	2,105.31
	<u>2,396.15</u>	<u>2,105.31</u>
6 LONG-TERM PROVISIONS		
Provision for gratuity	-	105.61
Provision for Leave encashment	341.02	264.08
	<u>341.02</u>	<u>369.69</u>
7 SHORT-TERM BORROWINGS		
Secured:		
Loan from banks {Refer : Note 4 (point no: 9 b)}	20,715.24	17,329.77
Unsecured:		
Deposits from Public	-	8.80
Deposits from Directors	-	28.56
	<u>20,715.24</u>	<u>17,367.13</u>
8 OTHER CURRENT LIABILITIES		
Current Maturities of Long-term Debt - Secured - {Refer: Note No 4(point no : 9b)}	7,307.02	5,168.86
Current Maturities of Long-term Debt - Unsecured	1,988.04	-
Interest accrued on Fixed Deposit but not due	-	0.75
Unpaid dividends	22.28	23.16
Statutory Duties and Taxes recovery repayable	980.58	700.52
Advance received from Customers	803.11	1,096.70
Unpaid matured Fixed deposits	-	-
Other Liabilities	3,448.30	2,586.55
	<u>14,549.33</u>	<u>9,576.54</u>
9 SHORT-TERM PROVISIONS		
Provision for Leave encashment	37.55	27.87
Provision for Proposed Dividend	312.92	253.48
Provision for Taxation	370.69	28.61
	<u>721.16</u>	<u>309.96</u>

NOTES ON FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31st MARCH, 2015

(₹ in lakhs)

10. TANGIBLE ASSETS

Particulars	GROSS BLOCK			DEPRECIATION AND AMORTISATION					NET BLOCK	
	As At 01-APR-2014	Additions	Withdrawals/ Adjustments	As At 31-MAR-2015	As At 01-APR-2014	Adjustments to General Reserve	For the year 2014-2015	Withdrawals/ Adjustments	As At 31-MAR-2015	As At 31-MAR-2014
LAND - FREEHOLD	1,761.72	-	40.48	1,721.24	-	-	-	-	1,721.24	1,761.72
LAND - LEASE HOLD	1,426.25	-	-	1,426.25	39.16	-	16.08	-	1,371.01	1,387.09
Buildings	17,076.97	959.65	(39.90)	18,076.52	4,166.95	50.85	516.12	-	4,733.92	12,910.02
Railway sidings	20.68	-	-	20.68	19.65	-	-	-	19.65	1.03
Plant & Machinery	47,889.71	1,129.67	25.42	48,993.96	27,894.66	57.16	1,176.95	24.74	29,104.03	19,995.05
Electrical Machinery	6,718.66	202.70	-	6,921.36	2,655.86	26.26	527.51	-	3,209.63	4,062.80
Furniture	324.98	121.82	-	446.80	139.96	12.91	22.00	-	174.87	185.02
Office Equipments	260.81	18.51	-	279.32	163.26	11.76	28.27	-	203.29	97.55
Vehicles	664.58	47.51	35.25	676.84	385.12	7.94	78.39	24.73	446.72	279.46
Aircraft in Joint Venture #	360.49	-	360.49	-	67.31	-	16.46	83.77	-	293.18
	76,504.85	2,479.86	421.74	78,562.96	35,531.93	166.88	2,381.79	133.24	37,947.36	40,972.92
Capital Work in Progress	1,189.07	87.55	2,479.86	959.62	-	-	-	-	959.62	1,189.07

Note: #

- 1 The Company owned 1/6th share in the jointly owned Aircraft was sold during the year
- 2 Pursuant to implementation of depreciation methodology as per Companies Act 2013, the value of asset whose life has been exhausted as on 01-04-2014 has been adjusted to General Reserve
- 3 The impact of change in accounting policy consequent to implementation of Depreciation methodology based on useful life of asset is disclosed in Note No 4 point no 7

11. INTANGIBLE ASSETS

	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
Particulars	As At 01-APR-2014	Additions	Withdrawals/ Adjustments	As At 31-MAR-2015	As At 01-APR-2014	Adjustments to General Reserve	For the year 2014-2015	Withdrawals/ Adjustments	As At 31-MAR-2015	As At 31-MAR-2014
COMPUTER SOFTWARE	584.54	13.83	-	598.37	454.47	24.14	68.89	-	547.50	130.07
	584.54	13.83	-	598.37	454.47	24.14	68.89	-	547.50	130.07
GRAND TOTAL	77,089.39	2,493.69	421.74	79,161.33	35,986.40	191.02	2,450.68	133.24	38,494.86	41,102.99
Previous Year	60,652.81	16,816.98	380.41	77,089.38	31,503.37	-	4,862.99	379.97	35,986.39	29,149.44

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31.03.2015 ₹ in lakhs	As at 31.03.2014 ₹ in lakhs
12 NON-CURRENT INVESTMENTS		
<u>INVESTMENTS - Quoted</u>		
I Investments in Equity Instruments - Associates		
Shares in The Ramco Cements Ltd: 5,22,95,020 Equity shares of ₹ 1/- each fully paid-up	12,201.91	7,102.10
Shares in Rajapalayam Mills Ltd: 8,47,360 Equity Shares of ₹ 10/- each fully paid-up	411.09	411.09
Shares in Ramco Systems Ltd: 54,67,376 Equity shares of ₹ 10/- each fully paid up	13,500.17	12,216.19
6,45,161 shares invested in rights issue at ₹ 155 per share		
TOTAL	26,113.17	19,729.38
II Investments in Equity Instruments - Others		
Shares in Indian Bank 1,391 Equity shares of ₹ 10/- each fully paid-up	1.27	1.27
Shares in HDFC Ltd: 1,79,200 Equity Shares of ₹ 2/- each fully paid-up (1,31,000 shares sold during the period)	4.78	8.27
Shares in HDFC Bank Ltd: 5,500 Equity Shares of ₹ 2/- each fully paid-up	0.11	0.11
Shares in DHFL Vysya Housing Finance Ltd. 30,000 Equity Shares of ₹ 10/-each fully paid-up	3.00	3.00
	9.16	12.65
<u>INVESTMENTS - Unquoted</u>		
III Investments in Equity Instruments - Associates		
50,000 Equity shares of ₹ 10/- each fully paid-up in Ontime Industrial Services Ltd	5.00	5.00
3,25,000 Equity shares of ₹ 1/- each fully paid up in Ramco Windfarms Ltd	3.25	3.25
	8.25	8.25
IV Investment in Government or Trust Securities		
National Savings Certificates	0.52	0.52
V Investments in Mutual Funds		
1,00,000 units of ₹ 10/- each in HDFC Balanced Fund	10.00	10.00
VI Investment Others		
Shares in Ramco Industries Employees Co-operative Stores Ltd, Arakkonam	0.02	0.02
GRAND TOTAL	26,141.12	19,760.83
Aggregate amount of quoted investments :		
At cost	26,122.33	19,742.03
At Market value	200,696.77	120,579.57
Aggregate amount of unquoted investments at cost	18.79	18.79

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31.03.2015 ₹ in lakhs	As at 31.03.2014 ₹ in lakhs
13 LONG-TERM LOANS AND ADVANCES		
Secured and considered good		
Advances towards Capital goods	751.48	236.08
Security deposit	602.29	462.59
Unsecured and Considered good		
- others	24.98	20.57
	<u>1,378.75</u>	<u>719.24</u>
14 INVENTORIES		
Raw materials	11,552.89	9,549.09
Raw Materials in Transit	1,091.07	-
Work-in-progress	2,231.40	2,040.83
Finished goods	13,386.29	12,050.84
Finished goods in Transit	-	51.09
Stores and spares	761.69	785.60
	<u>29,023.34</u>	<u>24,477.45</u>
15 TRADE RECEIVABLES		
Trade receivables outstanding for more than 6 months, unsecured considered doubtful	311.77	362.24
Trade receivables outstanding for more than 6 months, provision	(311.77)	(362.24)
Trade receivables outstanding for more than 6 months, unsecured, considered good	-	234.69
Trade receivables, unsecured considered good	7,129.89	6,113.53
Trade receivables, considered bad provision	-	(118.34)
Trade receivables unsecured considered good- Related Parties	4.72	-
	<u>7,134.61</u>	<u>6,229.88</u>
16 CASH AND CASH EQUIVALENTS		
Cash on Hand	21.88	716.48
Balance With Bank Current account	3,619.00	1,237.96
Margin Money	10.42	1,998.44
Balance with Bank - Unpaid Dividend Warrant Account	22.63	23.16
	<u>3,673.93</u>	<u>3,976.04</u>
17 SHORT-TERM LOANS AND ADVANCES		
Unsecured and Considered good:		
Advance Income Tax and Tax Deducted at source	758.55	648.35
Tax Credit - Indirect Taxes	1,111.43	1,205.51
Advance - Supplies	1,682.74	752.66
Advance - Expenses	103.94	22.55
Prepaid Expenses	267.75	336.07
	<u>3,924.41</u>	<u>2,965.14</u>

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31.03.2015 ₹ in lakhs	As at 31.03.2014 ₹ in lakhs
18 REVENUE FROM OPERATIONS		
Sale Revenue	96,587.01	87,821.05
Less: Excise Duty	(7,921.34)	(7,175.04)
Net Revenue	88,665.67	80,646.01
Industrial promotion assistance	559.79	600.68
Income from Wind power generation {(Net of inter-divisional transfer of ₹ 1100.95 (Previous Year ₹ 1069.92))}	229.29	257.41
	<u>89,454.75</u>	<u>81,504.10</u>
19 OTHER INCOME		
Interest Income	156.05	161.44
Dividend Income	595.41	617.46
Other Miscellaneous Income	354.83	363.36
Carbon Credit	-	10.97
	<u>1,106.29</u>	<u>1,153.23</u>
20 COST OF MATERIALS CONSUMED		
Chrysotile Fibre	26,917.55	23,144.46
Cement	14,731.23	11,612.37
Clinker	3,245.68	3,244.39
Cotton	6,451.62	8,353.70
Other Additives	4,093.99	3,050.62
	<u>55,440.07</u>	<u>49,405.54</u>
21 (INCREASE) / DECREASE IN STOCK		
Closing Stock of Finished Goods	13,386.29	12,101.94
Closing Stock of Process Stock	2,231.40	2,040.83
	<u>15,617.69</u>	<u>14,142.77</u>
Opening Stock of Finished Goods	12,101.94	17,098.20
Opening Stock of Process Stock	2,040.83	208.03
	<u>14,142.77</u>	<u>17,306.23</u>
(Increase) / Decrease	(1,474.93)	3,163.46
ED on stock variance	261.08	(560.39)
(Increase) / Decrease	<u>(1,213.85)</u>	<u>2,603.07</u>
22 EMPLOYEE BENEFIT EXPENSES		
Salaries and wages	5,347.47	4,600.54
Contribution to and provision for		
- Provident Fund	415.24	343.92
- Gratuity Fund	(50.08)	64.83
- Superannuation Fund	27.77	37.50
Staff welfare	367.57	378.11
	<u>6,107.97</u>	<u>5,424.90</u>

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	2014-15 ₹ in lakhs	2013-14 ₹ in lakhs
23 FINANCE COSTS		
Interest on Bank Borrowings	3,104.54	3,058.73
Others	270.44	259.69
Exchange rate variation	440.23	287.34
	<u>3,815.21</u>	<u>3,605.76</u>
24 OTHER EXPENSES		
Manufacturing		
Stores Consumed	1,722.18	1,189.77
Power & Fuel (net off power from Wind Mills)	4,747.01	4,877.15
Repairs & Maintenance - Building	109.01	102.22
Repairs & Maintenance - General	206.36	191.25
Repairs & Maintenance - Plant & Machinery	1,978.15	208.99
Repairs & Maintenance - Others	-	1,524.86
Administration		
Insurance	107.43	119.92
Travelling expenses	536.70	559.28
Rates & Taxes	993.46	530.53
Rent	150.35	146.19
Managerial Remuneration	112.50	13.20
Printing & Stationery	57.71	46.47
Communication Expenses	100.23	108.50
Corporate Social Responsibility	98.42	144.36
Legal & Consultancy Expenses	387.98	256.57
Loss on Sale of Assets	14.12	28.11
Repairs & Maintenance - Vehicle / Aircraft	452.07	380.30
Directors Sitting fees	11.29	5.73
Audit Fees & Expenses	24.11	20.90
Selling and Distribution Expenses		
Agency Commission	398.40	343.95
Advertisement Expenses	415.17	153.79
Discounts	3,163.42	2,990.33
Bad and Doubtful Debts	299.58	310.93
Transportation and Handling Expenses	4,101.69	2,716.01
Miscellaneous Expenses	876.18	754.88
	<u>21,063.52</u>	<u>17,724.19</u>

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

SIGNIFICANT ACCOUNTING POLICIES

1 Basis of Preparation and Presentation of Consolidated Financial Statements (CFS)

- 1.1 The CFS have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India, and in compliance of the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 1956 and Companies Act, 2013, as applicable. Pursuant to General Circular No.39/2014 dated 14-10-2014 issued by the Ministry of Corporate Affairs that the disclosures made already under the standalone financial statements are not merely repeated and thus the disclosures that are relevant arising out of consolidation have only been presented.
- 1.2 The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.
- 1.3 The Accounting policies that are adopted in preparation of Consolidated Financial Statements are consistently followed in the previous year except for change in the accounting policy for depreciation, as adopted consistently by the Company.

2. Principles of Consolidation

The Consolidated financial statements have been prepared on the following basis :

- 2.1 The Consolidated financial statement comprises the financial statements of The Ramco Industries Limited, its Subsidiary company and Associate Company. The list of Companies which are included in consolidation and the Parent Company's holding and voting rights therein are as under:

Name of the Company	% of Holding		% of Voting rights	
	2014-15	2013-14	2014-15	2013-14
<u>Subsidiary:</u>				
Sri Ramco Lanka (Private Limited) - Incorporated in Sri Lanka	99.99%	99.99%	99.99%	99.99%
Sudharsanam Investments Limited - Incorporated in India	100%	100%	100%	100%
<u>Associate:</u>				
Ramco Systems Limited	22.41%	30.39%	22.41%	30.39%
The Ramco Cements Limited	20.72%	20.72%	20.72%	20.72%

The financial statements of the respective companies are drawn up to the same reporting date as that of the parent company (i.e.) 31.03.2015.

- 2.2 The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements".
- 2.3 In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the moving average rate during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Exchange Fluctuation Reserve.
- 2.4 Investment in Associate Companies has been accounted under the equity method as per Accounting Standard (AS) 23 - "Accounting for Investments in Associates in Consolidated Financial Statements".
- 2.5 The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- 2.6 The Consolidated Financial Statements are prepared by adopting uniform accounting policies for like transactions or other events in similar circumstances and are presented to the extent possible, in the same manner as the parent company's separate financial statements.

3. Other significant Accounting Policies

These are set out in the notes to accounts under "Significant Accounting Policies" of the financial statements of Ramco Industries Limited.

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

		As at 31.03.2015 ₹ in lakhs	As at 31.03.2014 ₹ in lakhs
4. NOTES ON ACCOUNTS:			
1.	I. Contingent Liabilities and commitments		
	a. Contingent Liabilities		
	i. Claims against the Company / disputed liabilities not acknowledged as debts (Refer to notes II to VI below)	4,845.42	2,000.44
	ii. Guarantees given to Banks to avail loan facilities by Group Companies		
	a. Ramco Systems Ltd	3,550.00	6,550.00
	b. Sri Harini Textiles Ltd	3,629.00	3,629.00
	b. Commitments		
	i. Guarantees given by bankers on behalf of Company	374.09	344.05
	ii. Capital Contracts		
	a. Estimated amount of contracts remaining to be executed on capital account and not provided for:	914.06	438.41
	b. Unexpired Letters of Credit for purchase of Capital goods and raw materials	58.42	181.45
II. Income Tax Assessment has been completed upto the accounting year ended 31st March 2011 i.e. Assessment Year 2011-12 and demand raised by the Income Tax department amounting to ₹ 256.64 lakhs. With this, the total demand received upto the Assessment year 2011-12 is ₹ 3,971.06 lakhs (previous year ₹ 1,751.40 lakhs). The total demand has been disputed by the company and the company has preferred appeals before appellate authorities in respect of various disallowances in assessments and the appeals are pending. In the opinion of the Management, there may not be any tax liability with regard to the said disallowances. Based on the nature of claim disputed, no provision has been considered necessary.			
III. Sales Tax and central Excise demands amounting to ₹ 494.60 lakhs (Previous year ₹ 249.04 lakhs) have been disputed by the Company and necessary appeals have been filed. Based on the nature of claim disputed, no provision has been considered necessary.			
IV. In respect of the electricity matters relating to our Textile Division, the Company has filed appeals / writ petition for ₹ 305.81 lakhs against various subject matter of the appeal and the same is pending with Tamilnadu Electricity Regulatory Commission (TNERC) / Honourable High Court / Honourable Supreme Court for resolution. The Company is confident of resolving the matter in its favour and hence no provision is made in the books of accounts.			
V. The Company had received two letters from Tamilnadu Generation and Distribution Corporation Limited (TANGEDCO) in the year 2000 and 2003 respectively claiming an amount totaling to ₹ 27.41 lakhs towards alleged violation of the terms and conditions of supply of electricity. The Company has deposited a sum of ₹ 16.87 lakhs on various dates under protest and filed writ petition before the Honourable High Court of Madras in the year 2003 and the same has been admitted. During the year, there was no development in the matter. The management is confident of resolving the matter in its favour and hence no provision is made in the books of account.			
VI. The Company had received a letter dated 04.11.2009 from Tamilnadu Generation and Distribution Corporation Limited (TANGEDCO) withholding an amount of ₹ 46.54 lakhs pending resolution of Power Tariff Concession applicability to fibre cement sheet plant at Arakonam. This amount was withheld against our dues towards power sold to Tamil Nadu Electricity Board covered under the power purchase agreement. The Company preferred an appeal against TANGEDCO and the matter is pending with the Honourable High Court of Madras. During the year, there was no development in the matter. The management is confident of collecting the withheld amount and no provision is made in the books of account			
VII. Under Tamil Nadu Electricity Regulatory Commission (Renewable Energy Purchase Obligations) Regulations 2010, Consumers owning grid connected captive power generating plants and open access consumers with a sanctioned demand of more than 2 MVA are obligated to consume a minimum of 0.5% of their energy requirements from solar sources. The non-complainants are required to purchase Renewable Energy Certificates (REC) from markets @ 1 REC per 1,000 units of shortage or deposit an equivalent amount in a separate designated fund. Even though the Company is consuming wind energy generated from its own wind farms, it has been excluded for reckoning the obligatory consumption, since the Company has wheeling and banking arrangement with TNEB. Aggrieved, the Company including other affected producers have approached the Honourable Chennai High Court and obtained an interim stay against the implementation of the said regulation.			

**NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2015**

VIII. The Company had put up a plant in Silvassa in The Union Territory of Daman, Diu, Dadra and Nagar Haveli in the year 1998 and availed VAT and CST exemption for the period of 15 years ending on March 2013 based on a certificate of exemption given by appropriate authority in exercise of powers conferred on it by relevant provision of the CST Act, 1956. This power of granting exemption was withdrawn with retrospective effect by an amendment in Finance Act 2002 and the sales tax department has followed it up by issuing a circular for compulsory production of concessional sales tax forms for availing CST exemption. The differential sales tax liability for the year 1998 to the year 2002 works out to ₹ 37 Crores. However, the Company was not in receipt of any demand from the appropriate authority. Aggrieved by the department circular and as an additional precaution, the Company had filed an appeal with Bombay High Court and the Bombay High Court has quashed the circular issued by the Commercial tax department, Silvassa, The Union Territory of Daman, Diu, Dadra and Nagar Haveli thereby allowing continuance of CST exemption even after amendment of relevant provision of CST Act, 1956 by the Finance Act, 2002. But the department of Commercial Tax, Silvassa has preferred an appeal against the Bombay High Court order before the Honourable Supreme Court and the adjudication and the court hearing is in process pending final disposal by the Honourable Supreme Court.

Based on the decision of Bombay High Court and interpretations of other relevant provisions, the Company has been legally advised that there will not be any demand likely to be raised or if the demand is raised is likely to be deleted or substantially reduced and accordingly no provision is considered necessary.

IX. The Company received a notice from the Department of Revenue Intelligence (DRI) for an amount of ₹ 32.40 lakhs excluding interest and penalty pertaining to the year 2009-10 for short payment of customs duty to the extent of utilization of DEPB Scrips purchased in the open market by the Company and which were originally obtained by the ultimate export firms fraudulently as alleged by the DRI. The Company had denied the allegations made in the notice in so far as they relate to the Company's role is concerned and also the obligation to pay the duty demanded in the notice vide its letter dated August 4, 2014. There has been no development further to our letter dated August 4, 2014. The Management is confident of resolving the matter in favour of the Company and hence no provision is considered necessary.

X. The Company received a notice from Gangaikondan Sub-Registrar office demanding a short payment of stamp duty of ₹ 2.57 lakhs in connection with registration of Company's land at Gangaikondan, Tirunelveli district, Tamil Nadu and have appropriately recorded the deficiency of the stamp duty payment in the encumbrance certificate of the Land records maintained by Sub-Registrar office. The Company has represented the matter with the Sub-Registrar citing payment of stamp duty correctly as per the guide line rate prevailing then. The Company is confident of resolving the matter in its favour and hence no provision is considered necessary.

2. Auditor's remuneration (including service tax) and expenses	2015-14 ₹ In lakhs	2013-14 ₹ In lakhs
a. Statutory Auditor		
i. for Statutory auditor	13.91	12.47
ii. for Taxation matters	2.59	0.84
iii. for Certification work	1.71	1.72
iv. for Reimbursement of Expenses	2.24	3.17
b. Cost Auditor		
i. for Cost audit	3.66	2.70
	<u>24.11</u>	<u>20.90</u>
3. The Company had announced Voluntary Retirement Scheme (VRS) for the employees of Arakkonam Manufacturing Division during the year under review. A sum of ₹ 336.34 (Previous Year ₹ Nil) has been paid during the year and debited to the Profit and Loss Statement under the head "Employee Benefit Expense" and shown under "Exceptional Item" in the Profit and Loss Statement.		
4. The Exceptional items in the Statement of Profit and Loss Account is net off the following:-		
- Profit on Sale of Investment in Shares - ₹ 1,349.91 lakhs (Previous Year ₹ Nil)		
- Expenditure on Voluntary Retirement Scheme - ₹ 336.64 lakhs (Previous Year ₹ Nil)		
5. The Company has entered into an arrangement to enter into an agreement with the group company M/s. The Ramco Cements Limited to share the cost of development of the facilities and accordingly debited ₹ 1.94 crores during the year (previous year		

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

₹ Nil) and shown as a deduction from the gross block of its fixed assets on provisional basis. Final adjustments, if any, in this regard will be accounted for as and when the costs are determined.

6. The Government of West Bengal enacted "The West Bengal Tax on Entry of goods into Local Areas Act, 2012" and writ petitions were filed by others challenging the validity of the said Act. The Calcutta High Court held that the said Act was unconstitutional. Aggrieved, the Government has preferred an appeal before the Division Bench and obtained an interim direction to continue the Assessment proceedings only. Though the company has not received any demand, it has filed a petition to join in the case.
7. Pursuant to the notification of Schedule II to the Companies Act, 2013 for computation of depreciation with effect from 1st April 2014, the Company revised the estimated useful life of its assets to align the useful life with those specified in Schedule II. For assets whose life has exhausted as on 1st April 2014, adjustment of ₹ 191.01 Lakhs was made to Retained earnings. Owing to this change in accounting policy, the depreciation for the year ended 31.03.2015 is lower by ₹ 3041.17 lakhs when compared to the calculation of depreciation under the Companies Act, 2013.
8. The Company's Shares are listed on Madras Stock Exchange Ltd*, National Stock Exchange of India Ltd and BSE Ltd and the listing fees in respect National Stock Exchange and BSE for the Financial year 2015-2016 have been paid.*

Listing in MSE had been delisted as MSE ceased to be a stock exchange with effect from 14th May, 2015.

9. a. The breakup of Secured long-term borrowings are as under:

₹ 7,361.83 lakhs (Previous year ₹ 16,314.76) is secured by *pari-passu* first charge on the fixed assets and *pari-passu* second charge on the current assets of the company.

₹ 3,933.62 lakhs (Previous year ₹ Nil) is secured by *pari-passu* first charge on movable fixed assets of the company.

- b. The breakup of Secured short-term borrowings from banks are as under:

₹ 11,709.64 lakhs (previous year ₹ 9,324.35 Lakhs) secured by *pari-passu* first charge on stocks of raw materials, work-in-progress, stores, spares and finished goods and book debts and second charge on fixed assets.

₹ 9,005.60 lakhs (previous year ₹ 8,005.42 Lakhs) secured by *pari-passu* first charge on stocks of raw materials, work-in-progress, stores, spares and finished goods and book debts

The Maturity profile of the Long-term Borrowings as on 31.03.2015 is as follows:

Term Loan from Banks (Secured)

(₹ In lakhs)

Non-Current												Current	
	2016-17		2017-18		2018-19		2019-20		2020-21		Total	2015-16	
Rate of Interest	instalments	₹ lakhs	instalments	₹ lakhs	instalments	₹ lakhs	instalments	₹ lakhs	instalments	₹ lakhs	₹ lakhs	instalments	₹ lakhs
10.50%	11	1,674.63	12	1,830.88	10	1,411.56	4	625.00	1	156.25	5,698.32	6	955.88
11.25%	4	1,041.70	4	1,562.51	4	1,354.20	1	312.29			4,270.70	4	416.80
11.45%	2	416.67									416.67	4	833.33
11.75%	4	521.75									521.75	4	529.40
12.50%											-	3	66.87
5.62%											-	1	3,842.40
9.78%											-	1	126.24
7.45%	3	388.01									388.01	4	536.10
TOTAL	24	4,042.76	16	3,393.39	14	2,765.76	5	937.29	1	156.25	11,295.45	27	7,307.02

The premium of forward exchange contracts not intended for trading or speculative purpose is amortised and charged as expense over the period of the contract. During the year under review, a sum of ₹ 17.88 lakhs (Previous year ₹ 162.85 lakhs) has been amortised for adjustment in the subsequent period and a sum of ₹ 440.23 lakhs (Previous year ₹ 259.69 lakhs) has been charged off and debited to the Statement of Profit and Loss under "exchange rate variation" and disclosed under "finance costs ".

The Company has not utilized Short-term Loans for Long-term purposes.

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

10. The Company is eligible for Incentives under the “West Bengal Incentive Scheme 2000” in respect of its Fibre Cement Plant and Clinker Grinding unit at Kharagpur in the State of West Bengal. No amount was received as incentive during the year under review. (Previous year ₹ 99.02 lakhs).

The company is eligible for incentives under the “Bihar Industrial Incentive Policy 2006” in respect of its Fibre Cement Plant at Bihiya in the State of Bihar. During the year under review,

- A sum of ₹ 559.79 lakhs (previous year ₹ 501.66 lakhs) accrued as Industrial Promotion Incentive and credited to Profit and Loss account.
- A sum of ₹ 15 lakhs (Previous year ₹ 100 lakhs on investment in Plant and Machinery) received as Capital Subsidy on Investment in Land and credited to Capital Reserve Account.
- No amount was received as Incentive grant for investment in Diesel Generating Set. (Previous year ₹ 19.31 lakhs)

11. Out of units of 255.64 Lakhs units (Previous Year 264.95 Lakhs units) generated net of wheeling and banking at wind farms -

- a) 70.32 Lakhs units (Previous Year 74.60 Lakhs units) were sold to concerned State Electricity Board for ₹ 229.29 Lakhs (PY ₹ 257.41 Lakhs), shown under “Income from Wind Power Generation”.
- b) 177.38 Lakhs units (Previous Year 178.36 Lakhs units) were consumed at our plants. The monetary value of such units for ₹ 1,100.95 Lakhs (Previous Year ₹ 1,069.92 Lakhs), is not recognised as it is inter-divisional transfer.
- c) 7.94 lakhs units (Previous Year 11.99 lakhs units) remain unadjusted and eligible for adjustment in the subsequent periods and its monetary value of ₹ 31.06 lakhs (previous year ₹ 53.01 lakhs) has been included in “Other Current Assets”.

12. Earnings Per Share:

Basic and diluted Earnings per share (EPS) computed in accordance with Accounting Standard (AS 20)

Particulars	For the year ended 31.03.2015 ₹ in lakhs	For the year ended 31.03.2014 ₹ in lakhs
Net Profit after Tax (A)	3,621.99	(308.14)
No. of Shares (B)	866,63,464	866,63,464
Basic and Diluted earnings per share of ₹ 1 each (A/B)	4.18	(0.36)

13. The Company has taxable income for the year computed under section 115JB of the Income Tax Act, 1961 (Minimum Alternate Tax). Accordingly, provision for income tax has been made for the year.

14. Related Party Disclosure

As per Accounting Standard (AS 18) issued by the Institute of Chartered Accountants of India, the Company's related parties are given below:

- b. Key Management Personnel and relatives:

P.R. Ramasubrahmaneya Rajha, Chairman
P.R. Venketrama Raja, Vice Chairman and Managing Director
Prem G Shanker, Chief Executive Officer
K. Sankaranarayanan, Chief Financial Officer
S. Balamurugasundaram, Company Secretary

- c. Enterprises over which the above persons exercise significant influence and with which the Company has transactions during the year.

Rajapalayam Mills Limited
The Ramco Cements Limited
Ramco Systems Limited

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

The Ramaraju Surgical Cotton Mills Limited

Sri Vishnu Shankar Mill Limited

Sandhya Spinning Mill Limited

Thanjavur Spinning Mill Limited

Sri Harini Textiles Limited

Ramco Windfarms Limited

Sri Harini Media Pvt Limited

Rajapalayam Textile Limited

Madurai Trans Carrier Limited

Public Trust

- Raja Charity Trust
- P A C Ramasamy Raja Education Charity Trust
- Abinava Vidyatheertha Seva Trust
- P.A.C.R. Sethurammal Charity Trust

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Related Party Transactions during the year 2014-15 and amount due to or due from related parties

Sl. No	Related Party	Transaction During		Amount due to	Amount Due from
		2014-15	2013-14	2014-15	2014-15
		₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
1	The Ramco Cements Limited			2.79 (NIL)	0.58 (NIL)
	Sales	292.18	52.75		
	Purchase of Goods	2,928.04	3,034.82		
	Purchase of Electrical Energy	219.47	120.28		
	Share of Common Cost in fixed asset transferred	194.00	-		
	Dividend Paid	33.43	147.10		
	Dividend Received	493.12	493.12		
	Assets Held Jointly				
	Aircraft - Jointly Free Hold	-	16.67%		
	Aircraft : Jointly Lease Hold	16.67%	16.67%		
2	Rajapalayam Mills Limited			- (NIL)	- (NIL)
	Sales	272.55	221.16		
	Purchase of Goods	94.71	1,481.41		
	Dividend Paid	19.80	87.13		
	Dividend Received	21.18	8.47		
	Job Work Done to	24.20	17.58		
	Job Work Done by	4.20	75.89		

Note: Figures within bracket represents previous year

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

Sl. No	Related Party	Transaction During		Amount due to	Amount Due from
		2014-15	2013-14	2014-15	2014-15
		₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
3	Rajapalayam Textile Limited			- (NIL)	- (NIL)
	Sales	376.43	-		
	Purchase	313.88	-		
	Job Work Done to	1.08	-		
4	The Ramaraju Surgical Cotton Mills Limited			- (NIL)	0.15 (NIL)
	Sales	351.41	308.89		
	Purchase of Goods	2.40	79.29		
	Job Work Done to	0.55	0.88		
	Dividend Paid	0.34	1.49		
5	Sri Vishnu Shankar Mill Limited			- (NIL)	- (NIL)
	Sales	217.01	317.61		
	Purchase of Goods	211.07	563.49		
	Purchase of Asset	-	935.16		
	Job Work Done to	34.47	0.69		
	Job Work Done by	71.29	-		
6	Sandhya Spinning Mill Limited			- (NIL)	- (NIL)
	Sales	260.61	761.80		
	Purchase of Goods	0.14	0.09		
	Sale of Asset	-	1.59		
	Job Work Done to	-	1.42		
7	Thanjavur Spinning Mill Limited			- (NIL)	- (NIL)
	Sales	356.56	411.58		
	Purchase of Goods	298.41	257.41		
	Job Work Done to	5.98	0.35		
8	Sri Harini Textiles Limited			- (NIL)	- (NIL)
	Sales	6.04	89.23		
9	Ramco Systems Limited			- (5.62)	- (0.97)
	Sales	-	0.97		
	Software related services	66.66	72.16		
	Subscription to Share Capital - Rights Issue	1,000.00	-		
10	Ramco Windfarms Limited			- (NIL)	- (NIL)
	Purchase of Electrical Energy	124.08	-		
11	Sri Harini Media Pvt Limited			- (NIL)	- (NIL)
	Advertisement Expenses paid	4.20	3.85		

Note: Figures within bracket represents previous year

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH, 2015

Sl. No	Related Party	Transaction During		Amount due to	Amount Due from
		2014-15	2013-14	2014-15	2014-15
		₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
12	Sri. P.R. Ramasubhramaneya Rajha				
	Sitting Fees	1.28	0.75		
	Dividend Paid	7.21	31.71		
13	Sri. P.R. Venketrama Raja				
	Managerial Remuneration	112.50	13.20		
	Dividend Paid	13.75	60.50		
14	Madurai Trans Carrier Limited			-	-
				(NIL)	(NIL)
	Sale of Jointly Owned Aircraft	304.38	-		
15	Corporate Guarantees - Issued				
	Ramco Systems Limited	3,550.00	6,550.00		
	Harini Textiles Limited	3,629.00	3,629.00		
16	Transaction with Public Trusts				
A	Raja Charity Trust			20.01	3.55
				(NIL)	(5.44)
	Sales	30.28	44.19		
	Agency Commission Paid to	398.40	343.95		
	Cost of Services Received	124.33	166.99		
B	P A C Ramasamy Raja Educational Charity Trust				0.44
					(NIL)
	Sales	2.56	2.51		
C	P A C R Sethurammal charity Trust			-	-
	Sales	-	1.35		
	Purchase of Goods	10.97	-		
D	Sri Abinava Vidhyatheertha Seva Trust			-	-
	Sales	1.43	0.85		
	Lease Rent Received	0.03	0.03		
	Donation	-	6.60		

Note: Figures within bracket represents previous year

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

15. The investments in the Associate Companies upon consolidation have been accounted using equity method as per AS - 23. The carrying value of investments in the Associate Company comprises of the following :

Associate Company	Ramco Systems Limited	The Ramco Cements Limited
Share Holding Percentage - As on 31.3.2015	22.41%	20.72%
- As on 31.3.2014	30.39%	20.72%
	₹ in lakhs	
Value of Investments equivalent to Net Assets Value	5,432.45	54,402.85
Good Will / (Capital Reserve)	7,459.33	(53,909.80)
Share of Profit of Associate	304.19	5,854.44
Depreciation on transition to Schedule II of the companies Act 2013 on fixed Assets	(20.22)	(754.62)
Carrying Value of Investments as on 31.03.2015	13,216.19	7,102.10

Subsequently in the month of April 2015, the Associate had further increased its share capital through Qualified Institutional Placement. Due to that the parent company's share of investment in Equity has decreased from 22.41% to 18.51%. By virtue of that, Ramco Systems Limited has ceased to be an Associate Company with effect from 29.04.2015 in accordance with Section 2(76) of Companies Act 2013.

16. The lease rentals recognised on non-cancellable operating lease of aircraft on Joint venture basis in the statement of profit and loss account grouped in Note No.24 under the head Vehicle / Aircraft Maintenance are as detailed below:

Particulars	2014-15 (₹ in lakhs)	2013-14 (₹ in lakhs)
Lease Payments	138.36	115.25
Contingent rent (Usage Charges)	201.02	192.07

Operating Lease obligations payable for future periods from the Balance sheet date:

Particulars	2014-15 (₹ in lakhs)	2013-14 (₹ in lakhs)
Not Later than one Year	117.88	115.00
Later than one year and not later than five years	137.53	250.00
Later than five years	-	-

17. During the year, accounts of the Srilanka is complied under SLFRS (Srilanka Financial Reporting System).

For the consolidation purpose, the accounts are reclassified under IAS (Indian Accounting Standards).

18. There are no dues to Micro and Small Enterprises as at 31.03.2015 (Previous Year : ₹ Nil). This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

19. SEGMENTWISE REVENUE, RESULTS AND CAPITAL EMPLOYED

As required under Accounting Standard (AS17), the Segmentwise Revenue, Results and Capital employed are furnished below:-

₹ in lakhs

Particulars	Building Products		Textiles		Windmill		Others		Consolidated	
	Year Ended 31.3.2015	Year Ended 31.3.2014	Year Ended 31.3.2015	Year Ended 31.3.2014	Year Ended 31.3.2015	Year Ended 31.3.2014	Year Ended 31.3.2015	Year Ended 31.3.2014	Year Ended 31.3.2015	Year Ended 31.3.2014
1. Revenue/Income from operations										
External Customers	76,421.96	66,152.98	11,653.91	14,166.06	1,330.24	1,352.88	2,255.89	2,055.33	91,662.00	83,727.25
Inter-segment	-	-	-	-	(1,100.95)	(1,069.92)			(1,100.95)	(1,069.92)
Total Revenue	76,421.96	66,152.98	11,653.91	14,166.06	229.29	282.96	2,255.89	2,055.33	90,561.05	82,657.33
2. Results:										
Segment results										
Unallocated Corporate Expenses										
Operating Profit/ (Loss)	3,730.73	(832.05)	626.65	728.05	780.70	622.36	1,987.80	1,438.01	7,125.88	1,956.38
Interest expenses									3,815.21	3,605.74
Interest Income / Dividend income									565.59	587.63
Income Tax - Current (MAT)									634.42	74.74
- Deferred									(84.38)	(828.33)
- MAT credit entitlement									(295.77)	-
Profit from Ordinary activities									3,621.99	(308.14)
Extraordinary Profit/Loss									-	-
Net Profit									3,621.99	(308.14)
3. Other Information										
Segment Assets	65,906.97	64,287.90	10,248.48	11,308.49	2,067.67	2,261.93	32,011.28	29,113.49	110,234.40	106,971.81
Unallocated corporate assets										
Total Assets	65,906.97	64,287.90	10,248.48	11,308.49	2,067.67	2,261.93	32,011.28	29,113.49	110,234.40	106,971.81
Segment Liabilities	57,988.85	65,523.81	10,147.40	10,000.48	1,362.21	1,784.99	(14,163.66)	(16,813.03)	55,334.80	60,496.25
Unallocated corporate liabilities										
Total Liabilities	57,988.85	65,523.81	10,147.40	10,000.48	1,362.21	1,784.99	(14,163.66)	(16,813.03)	55,334.80	60,496.25
Capital Expenditure	1,761.44	15,579.42	165.93	182.23	-	3.40	566.32	1,051.93	2,493.69	16,816.98
Depreciation	1,991.73	3,376.79	338.67	1,125.38	114.89	359.12	5.38	1.70	2,450.67	4,862.99
Non - cash expenses other than depreciation										

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

20. Form AOC - 1

Statement containing Salient features of the financial statement of subsidiaries / associate company/joint ventures
[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ In Lakhs)

Part "A": Subsidiaries

₹ In Lakhs
Foreign Currency - in Lakhs

1.	Sl.No		1	2
2.	Name of the subsidiary	Currency	Sri Ramco Lanka (Private) Limited	Sudharsanam Investments Limited
3	Company incorporated in		Sri Lanka	India
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period		-	-
5	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries			
6	Share capital	INR	1,419.59	425.00
		SLR	2,429.04	-
7	Reserves & surplus	INR	7,791.40	260.69
		SLR	19,585.38	-
8	Total assets	INR	11,946.86	1,288.24
		SLR	27,834.18	-
9	Total Liabilities	INR	2,735.87	602.55
		SLR	5,819.76	-
10	Investments	INR	NIL	1,286.25
11	Turnover / Total Income	INR	16,181.22	29.83
		SLR	34,671.57	-
12	Profit before taxation	INR	2,105.70	29.65
		SLR	4,438.28	-
13	Provision for Taxation	INR	370.69	-
		SLR	794.28	-
14	Profit after taxation	INR	1,735.00	29.65
		SLR	3,644.00	-
15	Proposed Dividend	INR	106.90	-
		SLR	230.00	-
16	% of shareholding		99.99%	100%

* As on 31.03.2015 : 1 SLR = ₹0.4701

Note: Figures of Sri Ramco Lanka (Private) Limited, includes the figures of its subsidiary Sri Ramco Roofings Lanka (Private) Limited, incorporated in Sri Lanka

Names of subsidiaries which are yet to commence operations NIL

Names of subsidiaries which have been liquidated or sold during the year. NIL

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

21. Part “B” : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of the Associate	The Ramco Cements Limited	Ramco Systems Limited
1. Latest audited Balance Sheet date	31.03.2015	31.03.2015
2. Shares of Associate/Joint Ventures held by the company on the year end		
Number	49,312,420	5,467,376
Amount of Investment in Associates/ Joint Venture - ₹ In Lakhs	7,102.10	13,216.19
Extent of Holding %	20.72	22.41
3. Description of how there is significant influence	Note A	Note A
4. Reason why the associate venture is not consolidated	-	-
5. Networth attributable to shareholding as per the latest audited Balance Sheet - ₹ In Lakhs	260,181.00	26,685.10
6. Profit/Loss for the year		
(i) Considered in Consolidation - ₹ In Lakhs	5,099.81	283.98
(ii) Not Considered in Consolidation	-	-

1. Names of associates or joint ventures which are yet to commence operations Nil

2. Names of the associates or joint ventures which have been liquidated or sold during the year Nil

Note A: There is significant influence due to percentage (%) of the Share Capital

22. Information, as required under Schedule III to the Companies Act, 2013 of Enterprises Consolidated as Subsidiary / Associate

Name of the Entity	Net Assets i.e., Total Assets minus Total Liabilities		Share in Profit / Loss	
	As % of Consolidated Net Asset	₹ In Lakhs	As % Consolidated Profit / Loss	₹ In Lakhs
Parent				
Ramco Industries Limited	50.85%	31,073.28	4.73%	426.19
Subsidiaries - Indian				
Sudharsanam Investments Limited	0.43%	260.69	0.33%	29.65
Subsidiaries - Foreign				
Sri Ramco Lanka (Private) Limited	15.48%	9,458.29	35.16%	3,166.15
Associates (Investments as per the Equity Method) - Indian				
The Ramco Cements Limited	11.62%	7,102.10	56.63%	5,099.81
Ramco Systems Limited	21.63%	13,216.19	3.15%	283.98

CONSOLIDATED FINANCIAL STATEMENTS OF RAMCO INDUSTRIES LIMITED AND ITS SUBSIDIARIES

NOTES ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

23. Previous year's figures have been regrouped / restated wherever necessary so as to make them comparable with that of the current year.
24. Figures have been rounded off in lakhs with two decimal.

For M/s.M.S. JAGANNATHAN &
N. KRISHNASWAMI
Chartered Accountants
Firm's Registration No.: 001208S
K.SRINIVASAN
Partner
Membership No.: 021510
Place: Chennai
Date : 29th May, 2015

For M/s.CNGSN & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 004915S
C.N.GANGADARAN
Partner
Membership No.: 011205

For and on behalf of the Board
P.R. RAMASUBRAHMANEYA RAJHA
Chairman
K.SANKARANARAYANAN
Chief Financial Officer
S. BALAMURUGASUNDARAM
Company Secretary

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

RAMCO INDUSTRIES LIMITED

(CIN:L26943TN1965PLC005297)

Regd. Office: 47, P.S.K. Nagar, Rajapalayam - 626 108, Tamil Nadu.

Name of the Member(s) :
Registered address :
E-mail ID :
Folio No/DP ID - Client ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : Address :
E-mail Id : Signature :, or failing him
2. Name : Address :
E-mail Id : Signature :, or failing him
3. Name : Address :
E-mail Id : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50th Annual general meeting of the company, to be held on Wednesday, the 23rd September 2015 at 10.00 AM at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
Ordinary Business	
1	Adoption of Financial Statements for the year ended 31st March 2015
2	Declaration of Dividend for the year 2014-15
3	Appointment of Shri N.K.Shrikantan Raja as Director liable to retire by rotation
4	Ratification of appointment of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants and M/s.CNGSN & Associates LLP, Chartered Accountants, as Auditors
Special Business	
5	Appointment of Shri.V.Santhanaraman as Independent Director
6	Appointment of Smt. Justice Chitra Venkataraman (Retd.) as Independent Director
7	Ratification of appointment of M/s. Geeyes & Co. cost Accountants appointed as cost Auditors of the Company relating to Fibre Cement Product (FCP), Calcium Silicate Board (CSB), Cement Clinker Grinding for the Financial years 2014-15, 2015-16 and 2016-17 and for Cotton Yarn for the Financial years 2015-16 and 2016-17
8	Creation of charge by way of mortgage, hypothecation etc. on the movable/immovable properties of the Company.
9	Approval of Related Party Transactions with Raja Charity Trust
10	Approval for making offer or invitation to subscribe to secured Non-Convertible Debentures.

Signed this day of September 2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp
₹ 1/-

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



A view of Stacking Machine at Kotputli Factory



A view of the Rieter make RSB-D22 Draw Frame installed at our Textile Division,
Sri Ramco Spinners, Rajapalayam

