

# 24<sup>TH</sup> ANNUAL REPORT

## 2014-2015

### RCC CEMENTS LIMITED

CIN : L26942DL1991PLC043776

Regd. Office: 807, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi-110 001

Tel.: 91-11-43571042

Email: [rccementlimited@gmail.com](mailto:rccementlimited@gmail.com) Website: rccements.com

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

**Mr. Sunil Kumar**  
Managing Director

**Mr. Mukesh Sharma**  
Independent Director

**Mr. Kishore Bhatia**  
Independent Director

**Ms. Madhu Sharma**  
Non Executive Woman Director

### **CHIEF FINANCIAL OFFICER**

**Mr. Jata Shankar Jha**

### **AUDITORS**

**M/s . RMA & Associates, Chartered Accountants**  
(Firm Registration No. 000978N)

### **BANKERS**

**Vijaya Bank**

### **REGISTERED OFFICE**

**807, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi-110 001**  
Tel.: 91-11-43571042 Fax : 91-11-43571047  
Email: rcccementlimited@gmail.com Website: www.rcccements.com

### **CIN NO. OF THE COMPANY**

**L26942DL1991PLC043776**

### **REGISTRAR & SHARE TRANSFER AGENTS**

**MAS Services Limited**  
Registrar & Share Transfer Agents.

### **DIRECTORS' IDENTIFICATION NUMBER (DIN)**

<b>Name of Director</b>	<b>Director Identification Number</b>
Mr. Sunil Kumar	00175301
Mr. Mukesh Sharma	00166798
Mr. Kishore Bhatia	00162190
Ms. Madhu Sharma	06947852

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RCC CEMENTS LIMITED WILL BE HELD ON WEDNESDAY, 30<sup>TH</sup> SEPTEMBER, 2015 AT 10:00 A. M.` AT THE REGISTERED OFFICE OF THE COMPANY AT 807, ARUNACHAL BUIDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110001.**

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To transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2015 and the Statement of Profit and Loss of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar (DIN 00175301), the Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.
3. To re appoint Auditors and to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s RMA & Associates, Chartered Accountants, New Delhi, (Registration No. 000978N), the Company’s retiring auditors, being eligible and offering themselves for reappointment, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company subject to ratification of appointment until by the members at every Annual General Meeting at a remuneration as may be agreed upon between the Auditors and the Board of Directors on the recommendations of the Audit Committee of the Board of Directors of the Company .”

### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Madhu Sharma (DIN 06947852), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 31st March 2015 and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company to hold office as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

5. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196 , 197, 203 and other applicable provisions , if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956) and subject to the approval of Central Government, if any and such other consent/s, permission/s and approval/s as may be required, if any, the approval of the Company be and is hereby accorded to reappoint Mr. Sunil

Kumar (DIN No. 00175301) as the Managing Director of the company for a period of five years w.e.f. 07/05/2015 on the terms and conditions as set out hereunder:-

Terms & Conditions of Appointment:

i) Tenure :

Upto five years as may be decided by the Board of Directors. His period of office shall be liable to determination by retire of directors by rotation.

ii) Remuneration:

At present NIL for his tenure of five years. However, the Board or any Committee thereof in its absolute discretion may from time to time will review the salary that may be payable to Mr. Sunil Kumar subject to the provisions of Section 196 and 197 and Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

iii) Functions:

Mr. Sunil Kumar shall discharge such duties and functions as may be assigned to him by the Board of Directors from time to time.

iv) Sitting Fees:

No sitting fees shall be paid to Mr. Sunil Kumar at present to attend the Board Meetings/Committee Meetings of the Directors.

v) Termination:

The appointment of Mr. Sunil Kumar as Managing Director may be terminated by either party by giving to the other one month notice in writing.

RESOLVED FURTHER THAT if in future the Company decides to pay remuneration to Mr. Sunil Kumar, as Managing Director, the Company shall obtain a fresh approval from the shareholders of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

6. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification or amendment thereto or re- enactment thereof for the time being in force), the members hereby accord their consent to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company, to borrow any sum or sums of money (including non-fund based banking facilities), from time to time, whether in Indian rupees or in foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any, in this respect) from any one or more of the Company’s bankers and /or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable sources whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the

moneys may be borrowed by the Board of Directors and outstanding shall not exceed the sum of Rs. 30 Crores (Rupees Thirty Crores only) at any point of time.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

By the order of the Board  
For RCC Cements Limited

Sd/-  
Sunil Kumar  
Chairman

Place: New Delhi  
Dated: 03<sup>rd</sup> September, 2015

**NOTES :**

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
  
A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
4. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) for the purpose of the AGM.
6. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
9. The members are requested to intimate changes if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.

10. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
11. Members are requested :
  - i) To quote their folio Nos. in all correspondence.
  - ii) To note that no gifts will be distributed at the meeting.
  - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
13. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
14. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
15. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 23<sup>rd</sup> September, 2015 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 24<sup>th</sup> Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut off date, i.e. 23<sup>rd</sup> September, 2015 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 24<sup>th</sup> AGM on 30th September, 2015.

The e-voting period will commence at 09.00 A.M. on 27<sup>th</sup> September, 2015 and will end at 05.00 P.M. on 29th September, 2015. The Company has appointed Mr. Ashish Kumar Friends (Membership No. FCS –5129 & CP No. 4056), Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of MAS Services Limited and NSDL as the Authorised Agencies to provide e-voting facilities.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **Item No. 4**

Pursuant to the provisions of Section 149 of the Companies Act, 2013, which came into effect from 01st April, 2014 and Rules framed thereunder, every listed public company is required to have atleast one Woman Director.

The Board has recommended the appointment of Ms. Madhu Sharma as a Woman Director of the Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member alongwith deposit of requisite amount proposing her candidature for the office of Director.

Ms. Madhu Sharma has also given her consent to act as a Director of the Company and has confirmed that she is not disqualified to act as a Director. In the opinion of the Board, Ms. Madhu Sharma fulfils the conditions specified in the Act and the Rules framed there under for her appointment as a Woman Director of the Company.

In compliance with the provisions of Section 149 of the Act, the appointment of Ms. Madhu Sharma as a Director of the company liable to retire by rotation is now being placed before the members for their approval.

A brief profile of Ms. Madhu Sharma is given below:

Ms. Madhu Sharma, aged 56 years, is a Bachelor of Arts from prestigious University. She has extensive experience of almost 21 Years in various aspects of management, viz., the field of marketing and general administration.

At present, Ms. Madhu Sharma is a Director in the following companies:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1	Advik Laboratories Limited	Nil	Nil
2	B. P. Capital Limited	Nil	Nil
3	Visesh Infotecnics Limited	Nil	Nil
4	Polar Marmo Agglomerates Limited	*Audit Committee *Nomination and Remuneration Committee *Stakeholders Relationship Committee	Chairman Chairman Chairman

Ms. Madhu Sharma does not hold by herself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by her.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Madhu Sharma as a Woman Director of the Company.

Except Ms. Madhu Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 4. The Board of Directors recommends the resolution for approval by the members.

#### Item No. 5

Mr. Sunil Kumar was reappointed as Managing Director of the Company w.e.f. 07/05/2010 for a period of five years. The tenure of Mr. Sunil Kumar as Managing Director of the Company has expired on 06/05/2015. The Board of Directors had its Meeting held on 06/05/2015, pursuant to the approval of remuneration committee, approved the reappointment of Mr. Sunil Kumar as Managing Director of the Company w.e.f. 07/05/2015 for a period of 5 years. The reappointment of Mr. Sunil Kumar as a Managing Director of the Company shall be subject to the approval of shareholders in the ensuing Annual General Meeting.

Further, Section 203 of the Companies Act, 2013 mandates that every listed company shall have either the Managing Director or Chief Financial Officer or Manager and in their absence, a whole time director as a whole time key managerial personnel.

In order to meet the requirements of Section 203 of the Companies Act, 2013, the Board of Directors of the Company has proposed to reappoint Mr. Sunil Kumar as a Managing Director of the Company for a period of five years whose term of office is liable to determination by retire of Directors by rotation.

A brief profile of Mr. Sunil Kumar is mentioned hereinbelow:

Mr. Sunil Kumar, aged 53 years, is a Commerce graduate from a reputed university. He has an enriched experience of over 25 years in preparing business plans, business valuation, audit, accounts, taxation, project management and stock broking activities. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

At present, Mr. Sunil Kumar is a Director in the following companies:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship
1	Satya Netcom Limited	NIL
2	EShoppers India Limited	NIL

Further, as per the terms of reappointment of Mr. Sunil Kumar his office will be liable to retire by rotation.

Keeping in view the experience and expertise of these persons, the Board considers it desirable that the Company should continue to avail the services of Mr. Sunil Kumar and accordingly recommends the Resolution at Item No. 5 for approval by the Members as an Ordinary Resolution.

Mr. Sunil Kumar does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

Except Mr. Sunil Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 5. The Board of Directors recommends the resolution for approval by the members.

#### **Item No. 6**

In terms of provisions of Sections 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting by way of special resolution, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves. Taking into account the future financial requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs, a fresh resolution is proposed providing that, in addition to the Company's existing borrowing, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding Rs. 30 crores, at any point of time. Hence, the members are requested to accord their consent for approving the borrowing power limit of the Board from to Rs. 30 crores.

The Board recommends the special resolution as set out in Item No. 6 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the special resolution set out in Item No. 6. The Board of Directors recommends the special resolution for approval by the members.

**By the order of the Board  
For RCC Cements Limited**

**Sd/-  
Sunil Kumar  
Chairman**

**Place: New Delhi  
Dated: 03<sup>rd</sup> September, 2015**

#### **VOTING THROUGH ELECTRONIC MEANS**

**The procedure and instructions for e-voting as given in the Notice of the 24<sup>th</sup> Annual General Meeting are again reproduced hereunder for easy reference:**

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
  - a. Open e-mail and open PDF file viz."ACL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "RCC Cements Limited".
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.



- I. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csakf1975@gmail.com](mailto:csakf1975@gmail.com) with a copy marked to [rccementlimited@gmail.com](mailto:rccementlimited@gmail.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case of Members receiving Physical copy of Notice of 24<sup>th</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2015.
  - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 23<sup>rd</sup> September, 2015, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - H. Shri Ashish Kumar Friends, Practicing Company Secretary (Membership No. FCS - 5129& CP No. 4056) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - I. The e-voting period will commence at 09.00 A.M. on 27th September, 2015 and will end at 05.00 P.M. on 29th September, 2015.
  - J. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - K. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - L. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.rccements.com](http://www.rccements.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

## DIRECTORS' REPORT

### To the Members of RCC Cements Limited

The Directors are pleased to present their 24<sup>th</sup> Annual Report on the business and operations of RCC Cements Limited and the Financial Accounts of the company for the Financial Year ended on March 31, 2015.

### FINANCIAL RESULTS

	(Rs. In Lacs)	
Particulars	Current Year	Previous Year
Income from Operations	9.11	8.93
<b>Total Revenue</b>	<b>9.11</b>	<b>8.93</b>
Profit(Loss) before Depreciation and Taxation	0.27	0.26
Less: Depreciation	-	-
Profit(Loss) before taxation	0.27	0.26
Provision for taxation	0.08	0.08
Deferred Tax	-	-
Profit(Loss) after taxation	0.19	0.18
Profit/(Loss) brought forward from previous year	221.86	(222.04)
Balance carried forward	221.67	(221.86)

#### 1. Results of operations

During the financial year under review the company has incurred a net profit (after tax) of Rs.18,831/- as compared to a profit (after tax) of Rs.18,071/- in the previous financial year.

#### 2. Dividend

Keeping in view the insufficiency of profits, the Board of Directors do not recommend any dividend for the year ended March 31, 2015.

#### 3. Reserves

In view of insufficiency of profits, no amount is proposed to be transferred to Reserves for the year under review.

#### 4. Brief description of the Company's working during the year:

##### A. Review Of Operations

During the year under review total revenue of the Company was Rs. 9,11,000/- as against Rs. Rs. 8,93,140/- in the previous year. The company earned a net profit (before tax ) of Rs. 27,251/- against a net profit (before tax )of Rs. 26,152/- during the previous year. Your Directors are putting in their best efforts to improve the profitability of the Company.

#### 5. Change in the nature of business, if any

During the year, there is no change in the nature of business activity of the company.

#### 6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

During the period between the end of the financial year of the company and the date of the report, there are no material changes and commitments which affect the financial position of the company.

**7. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future :**

During the year, there is no significant and material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operations in future.

**Merger of the Company**

The company has initiated the process of merger with M/s Virgo Softech Limited i.e., the transferor company in the F.Y. 2012-13. The Board is of the opinion that the transferor company is a closely held professionally managed, rapidly growing, multifaceted information technology company with vast experience and substantial business relating to e-Governance and Smart Card.

The managements of the two companies found it mutually beneficial to amalgamate transferor company and consolidate the business and financial strengths with Transferee Company, i.e., RCC Cements Limited. The consolidation of Transferor's company business with transferee company would at one hand strengthen the financials of RCC Cements Limited for the benefit of all its stakeholders and on the other hand would help transferor company business in getting future contracts and raising funds for expansion due to its listed status.

The Hon'ble High Court of Delhi had duly convened and held Meeting of the Equity Shareholders of your Company on 20th July, 2013 for consideration and approval of the aforesaid scheme of amalgamation. The shareholders of the Company had duly approved the aforesaid scheme of amalgamation in the aforesaid general meeting. However, the Order of the Hon'ble High Court for approval of the aforesaid scheme of amalgamation is still pending.

**8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements :**

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

**9. Details of Subsidiary/Joint Ventures/Associate Companies:**

The Company has no Subsidiary. During the year, no company has become or ceased as subsidiary/Joint-venture/Associate of the company.

**10. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement:**

During the year, no consolidated financial statements have been prepared by the company as the Company has no subsidiary company.

**11. Deposits :**

Your Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review. The details relating to deposits, covered under Chapter V of the Act is as under-

(a)	accepted during the year	Rs Nil
(b)	remained unpaid or unclaimed as at the end of the year	Rs Nil
(c)	whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	No

	(i)	at the beginning of the year	Rs Nil
	(ii)	maximum during the year	Rs Nil
	(iii)	at the end of the year	Rs Nil

**12. Auditors:**

M/s. RMA & Associates, Chartered Accountants, New Delhi, the Statutory Auditors of the Company (Registration No. 000978N), will hold office until the conclusion of the forthcoming Annual General Meeting and being eligible, have offered themselves for re-appointment for a further period of five years as per the provisions of Section 139 of the Companies Act and Rules made thereunder. They have confirmed that their appointment, if made, shall be in accordance with the provisions of Section 139(1) of the Act read with Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified for their reappointment as Statutory Auditors of the Company. They have furnished a certificate of their eligibility and consent under Section 139(1) and 141 of the Companies Act, 2013 and the rules framed there under. They have also confirmed that they hold a valid peer review certificate as prescribed under Clause 41(1)(h) of the Listing Agreement.

The Board of Directors have recommended the reappointment of M/s. RMA & Associates, Chartered Accountants as the Statutory Auditors of the Company to hold office for a period of five years i.e., from the conclusion of ensuing Annual General Meeting till the conclusion of 29th Annual General Meeting subject to ratification by shareholders at each Annual General Meeting.

**13. Auditors' Report:**

The Auditor report does not contain any qualification, reservation or adverse remark.

**14. Share Capital :**

A	Issue of equity shares with differential rights:	During the year, company has not issued any equity shares with differential rights.
B	Issue of sweat equity shares	During the year, company has not issue any Sweat equity shares.
C	Issue of employee stock options	During the year, company has not issued employee stock options.
D	Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees	Rs Nil
E	Bonus Shares	No bonus shares were issued during the year under review.

**15. Extract of the annual return (MGT-9):**

The extract of the annual return in Form No. MGT-9 is annexed herewith (**Annexure 1**).

**16. Conservation of energy, technology absorption and foreign exchange earnings and outgo :**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**A) Conservation of energy:**

Your company has undertaken various energy efficient practices which has strengthened the Company's commitment towards becoming an environment friendly organization. The Company makes all efforts towards

conservation of energy, protection of environment and ensuring safety. As far as possible, company is utilizing alternate sources of energy.

(B) Technology absorption:

The business of the company is not technology driven. No technology has been imported. There is nothing to be disclosed on account of technology absorption.

(C) Foreign exchange earnings and Outgo during the year:

	Rs
Foreign Exchange Earned in terms of actual inflows	Nil
Foreign Exchange outgo in terms of actual outflows	Nil

## 17. Corporate Social Responsibility (CSR) :

In terms of section 135(1) of the Companies Act, 2013, the provisions of Corporate Social Responsibility are not applicable to the Company.

## 18. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A) Changes in Directors and Key Managerial Personnel

#### Appointment

During the year under review, Ms. Madhu Sharma, was appointed as an Additional Director in the category of Non-Executive, Woman Director of the Company with effect from 31<sup>st</sup> March, 2015 and in terms of relevant provisions of the Companies Act, 2013 she holds office till the conclusion of this Annual General Meeting.

The Company has received a notice under Section 160 of the Act alongwith deposit of requisite amount proposing her candidature for the office of director liable to retire by rotation.

The Board of Directors of the Company proposed to appoint Ms. Madhu Sharma as a Director of the Company whose term of office is liable to determination by retire of Directors by rotation.

Further, during the year under review, Mr. Sunil Kumar was reappointed as Managing Director of the Company w.e.f. 07/05/2015 for a period of five years. The tenure of Mr. Sunil Kumar as Managing Director of the Company has expired on 06/05/2015. The Board of Directors had its Meeting held on 06/05/2015, pursuant to the approval of remuneration committee, approved the reappointment of Mr. Sunil Kumar as Managing Director of the Company w.e.f. 07/05/2015 for a period of 5 years. The reappointment of Mr. Sunil Kumar as a Managing Director of the Company shall be subject to the approval of shareholders in the ensuing Annual General Meeting.

Further, in the Board Meeting held on 02/09/2014, Mr. Jata Shankar Jha was appointed as Chief Financial Officer and Key Managerial Personnel of the Company.

#### Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013, Mr. Sunil Kumar, Managing Director of the Company, retires by rotation at the forthcoming AGM, and being eligible, offers himself for re-appointment.

Mr. Sunil Kumar, aged 53 years, is a Commerce graduate from a reputed university. He has an enriched experience of over 25 years in preparing business plans, business valuation, audit, accounts, taxation, project management and stock broking activities. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

**Cessation**

Ms. Pooja Chuni, Company Secretary of the Company has tendered her resignation w.e.f. 05<sup>th</sup> August, 2015. The Board puts its sincere appreciation towards the valuable contribution shown by her in meeting out the Statutory Compliances of the Company.

**B. Declaration by Independent Directors**

Your Company has received necessary declaration from each Independent Director of the Company under Section 149(6) of the Companies Act, 2013 read with Clause 49(II)(B) of Listing Agreement confirming that they met with the criteria of independence as prescribed under the aforesaid Section and Clause.

**C Formal Annual Evaluation**

In compliance with the Companies Act, 2013 and Clause 49 of the Listing Agreement, during the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors including the Chairman of the Board.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and Non – Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**19. Number of meetings of the Board of Directors :**

Seven meetings of the Board of Directors were held during the year

**20. Committees of the Board :**

During the year under, in accordance with the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board reconstituted some of its Committees. The Committees are as follows:

- \* Audit Committee
- \* Stakeholders' Relationship Committee
- \* Nomination and Remuneration Committee
- \* Risk Management Committee

Details of the said Committees alongwith their charters, compositions and meetings held during the year are provided in the Report of Corporate Governance as a part of this Annual Report.

**21. Board Evaluation**

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board Evaluation framework. The Companies Act, 2013 provides that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The board of directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance

requirements as prescribed by Securities and Exchange Board of India (“SEBI”) under Clause 49 of the Listing Agreements (“Clause 49”).

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of Committee meetings, etc.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

## **22. Policy On Directors’ Appointment And Remuneration**

Your Company has a policy to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2015, the Board consisted of 4 members and out of them, 1 Director is an Executive Director, 2 are Independent Directors and 1 Director is a non executive Woman Director.

The policy of the Company on directors’ appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director, and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013, of the Companies Act, 2013, adopted by the Board, is attached as **(Annexure – 2)** to the Board Report. Further the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

## **23. Risk management policy and Internal Control:**

The Company has adopted a Risk Management Policy duly approved by the Board and also has in place a mechanism to identify, access, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

## **24. Whistle Blower Policy and Vigil Mechanism**

Your Company has established a “Whistle Blower Policy” and Vigil Mechanism for directors and employees to report to the appropriate authorities concerns about the unethical behavior actual or suspected, fraud or violation of the Company’s code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the company. The same can be accessed at the link <http://www.rcccements.com/investor.html>

## **25. Particulars of loans, guarantees or investments under section 186 :**

During the year under review, no loans, guarantees or investments under section 186 was given/taken or made by your Company.

**26. Contracts and arrangements with related parties :**

During the year under review, no contracts/arrangements/transactions, has been entered by the company with related parties.

However, as a matter of Company's policy, all contracts/arrangements/transactions, if any, which will be entered by the company with related parties would be in the ordinary course of business and on an arm's length basis and details and prescribed particulars of all such transactions (if any), will be contained in the Notes to the Financial Statements

**27. Secretarial Audit Report :**

In terms of Section 204(1) of the Companies Act, 2013 and the rules made thereunder, M/s A. K. Friends & Co. was appointed as the Secretarial Auditor to undertake the Secretarial Audit of the Company for the F.Y. 2014-15. The report of the Secretarial Audit in Form No. MR -3 is annexed to and forms part of this Report as per **(Annexure 3)**.

There are no qualifications, reservations, adverse remarks or disclaimers given by the Secretarial Auditor in the Report.

**28. Corporate Governance:**

Your Company comply with the Securities and Exchange Board of India's guidelines on Corporate Governance in accordance with Clause 49 of the Listing Agreement with the Stock Exchanges. A separate report on Corporate Governance alongwith Auditors' Certificate on the compliance is attached with the Report.

**29. Directors' Responsibility Statement:**

Pursuant to the provisions contained in Section 134(3)(c) & 134(5) of the Companies Act, 2013, the Board to the best of its knowledge and belief confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards read with requirements set out under schedule III to the Act, have been followed and no material departures have been made from the same;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments 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 or loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating efficiently; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**30. Particulars Of Employees:**

There are no employees employed throughout the financial year who were in receipt of remuneration of Rs. 60 Lacs or more or employed for part of the year who were in receipt of remuneration of Rs. 5 lacs or more a



month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014.  
Disclosure u/s 197(12) and Rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as (**Annexure – 4**).

**31. Internal Auditors & Their Report**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed M/s Sanghi & Co. as Internal Auditor for the financial year 2014-15.

Internal Financial Control And Their Adequacy

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

The Company has an adequate internal controls system commensurate with its size and the nature of its business. All the transactions entered into by the Company are duly authorized and recorded correctly. All operating parameters are monitored and controlled. The top management and the Audit Committee of the Board of Directors review the adequacy and effectiveness of internal control systems from time to time.

**32. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder.**

Pursuant to the provisions of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

**33. Human Resources**

Your Company treats its "human resources" as one of its most important assets. We focus on all aspects of the employee lifecycle. This provides holistic experience for the employees as well. During their tenure at the Company, employees are motivated through various skill development programs. We create effective dialogue through our communication channels to ensure effective dialogue through our communication channels to ensure that feedback reach the relevant team, including leadership.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

**34. Segment-wise performance**

The Company is into single reportable segment only.

**35. Acknowledgements**

Your Directors are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express their sincere appreciation for their continues co-operation and assistance. We look forward for their continued support in future.

Your directors would like to express their sincere appreciation for the assistance and cooperation received from banks, customers, vendors, Government, members and employees during the year under review.

Finally, the Directors thank you for your continued trust and support.

**By the order of the Board  
For RCC Cements Limited**

**Sd/-  
(Sunil Kumar)  
Chairman**

**Place: New Delhi  
Dated: 03<sup>rd</sup> September, 2015**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### OVERVIEW

#### Economic Overview

The year 2014 has been a landmark year in the history of Indian Politics as the new NDA government came into power and formed the government with sweeping majority. The first quarter of FY 2014-15 saw a surge in investor sentiments that was triggered by the ascent to power of the NDA. The Central and State elections were a mixed bag. India has a single party majority at the Centre after a long time, resulting in high policy intent, but, moderate action due to constraints. The Government's recent usage of the ordinance route to pass reforms in key issues such as land acquisition, coal auctions, mining and FDI in Insurance, reflects its conviction behind reforms and willingness to act outside of conventional avenues. The Government's flagship initiative "Make in India" aims to promote manufacturing, which currently constitutes approximately 18% of GDP versus a targeted 25%. India's unique combination of democracy, demography and demand would also help make it a suitable manufacturing destination.

The Finance Minister presented the Budget, which addresses some pending concerns, such as (1) laying out a transforming tax regime in terms of GST, GAAR, phased reduction in corporate taxes, abolition of wealth tax, (2) higher public investments to kick start growth, (3) direct benefit/transfers/ Jan Dhan to streamline. India's growth story got a boost with the rebasing of GDP Data. Based on the new series, the real GDP growth stands at 7.4% in FY 2014-15 and 6.9% in FY 2013-14, i.e., approximately 180 bps higher than earlier estimates. While the data shows that growth recovery has been swift and substantial, several on-ground indicators like growth in industrial output, credit and net tax revenues, suggest that activity is still sub par. The new government presented the budget for the FY 2015-16 which focused on growth, weaker sections and social security and at the same time, fiscal responsibility was maintained.

Riding on the wave of optimism, growth picked up during 2014-15 according to figures released by Economic Survey, which pointed out that the service sector, particularly financing, insurance, real estate and business services have been the most dynamic sectors in the economy in recent years. During FY 2013-14, the GDP growth was well below 5% and has shown recovery from the first quarter of FY 2014-15 where the GDP growth rate moved to 5.7%. The World Bank has estimated that the GDP growth for India for the FY 2015-16 would be around 7.5% as per the new series of calculating GDP. The measures and policies taken by the RBI have controlled the inflation in India.

#### Overview Of Indian Cement Industry

Cement demand in the country is directly impacted by the growth of its Infrastructure, Housing & Construction Sectors and the Industry's growth largely depends on how these sectors perform. With a current installed capacity of around 386 million tonnes (MT), India is the second largest producer of cement in the world and, anticipating the growth in the Infrastructure and Housing sectors in the coming years, the capacity is expected to increase substantially by FY2020.

The Cement Industry in India witnessed a capacity addition of around 15 MTPA during FY 2015. However, due to sluggish demand in the latter part of the year, the Pan-India capacity utilisation for the year was at a low of around 70%. North, East and Central regions operated at around 82%, whereas South was at a dismal sub 60%. After the initial few months of robust demand, partly due to delayed monsoon, there was a slowdown in the demand growth in the latter part of the year as a result of low government spending on Infra Projects, lack of investments in the corporate sector, restrained demand from Housing Sector, low rural income due to deficient monsoon in

FY2014 and unseasonal rains during March 2015. It is estimated that the Industry may have registered a demand growth of under 5% in FY2015, significantly lower than the anticipated levels. The demand during the 4th quarter was uncharacteristically low, with most industry majors reporting a Y-O-Y volume de-growth in double digits. Weak demand and supply overhang led to highly volatile price environment across the country, though South was relatively less volatile. Despite the uncertain Industry environment, the consolidation process didn't gain momentum with mergers and acquisitions during the year of only ~10 Million Tons. On the operating cost front, the softening of energy costs globally has taken some pressure off coal prices (and consequentially power cost). The lower crude prices have also brought in some savings in the packing material costs. Rail freight for cement and coal has been hiked in the Railway budget presented in February 2015; however there was a softening in road freight rates due to lower diesel prices.

As is widely known, India has a huge unmet need and therefore, the potential for development in the Infrastructure and Construction Sectors. Given its strong correlation with Infrastructure and Housing sectors, Cement Industry is expected to benefit substantially as soon as these sectors take off. Recent major government initiatives, such as development of 100 smart cities, are expected to provide a major boost to the Cement Sector, as is the initiative for using cement in the roads and highway projects. In India, the Housing Sector is the biggest demand driver of cement, accounting for about 67% of the total consumption. The other major consumers of cement include Infrastructure at 13%, Commercial construction at 11% and Industrial construction at 9%. With the Government of India's commitment to accelerate the infrastructure projects, and various housing projects coming up in urban as well as rural areas, the Cement Sector has enough scope for accelerated growth in the coming years as cement is one of the basic materials required for setting up strong and healthy infrastructure. The Industry is now keenly awaiting the much-needed trigger for increased project activity in the country and the optimism is still intact, though it is being sobered down with the realization that the project investments, and therefore the increased cement demand, is still a couple of quarters away. Due to persistent low capacity utilisation over a prolonged period of time, the enthusiasm for setting up capacity has been toned down. The slowdown in new capacity addition is also a result of the delays in overcoming the challenges for setting up new capacity.

India's potential in infrastructure is huge. The country is expected to become the world's third largest construction market by 2025, adding 11.5 million homes a year to become a US\$1 trillion a year market.

The Indian cement sector is expected to witness positive growth in coming years, with demand set to increase at a CAGR of more than 8 per cent during 2013-14 to 2015-16, according to the latest RNCOS report titled, "Indian Cement Industry Outlook 2016".

## **OPPORTUNITIES AND THREATS OF CEMENT INDUSTRY**

Risk Management has become a critical focus area in today's economic environment. The aim of risk management is to proactively identify all major risks, prepare a mitigation plan and monitor/ watch out for events that may pose risks for the business.

Cement consumption and demand is primarily driven by growth and investments in the housing and infrastructure sectors. As these sectors have remained subdued, the growth in cement demand in India had slowed down considerably in the last two years or so. With the general elections currently on, the markets are waiting for the post-election dispensation for the new direction and policy framework.

The long term prospects of the industry remain bright. India's per capita cement consumption (@ 225 kg) is much too low, compared to the world average of over 350 kg per capita, which shows great potential for growth. The corresponding figure is 660 kg per capita in China, 631 kg per capita in Japan and 447 kg per capita in France.

But India's economy is growing fast. Over the past 15 years, the per capita consumption of cement has almost doubled in the country. Though the growth in demand for cement in the last financial year was just 3.5 per cent, it will definitely improve in the coming years. In fact, India's low per capita consumption of cement is one of the main reasons for strong interest shown by the foreign players in India.

The major consuming sectors — housing and infrastructure — have tremendous growth potential and continue to receive policy support from the government. The housing segment accounts for a major portion of the total domestic demand for cement in India. Demand from the housing sector will be driven in the coming years by the increasing per capita income, nuclear families, rapid urbanization and government stimulus to various rural and affordable housing schemes. These trends do not show any deceleration.

The focus of the government on strengthening infrastructure, besides promotion of low-cost affordable housing etc. is expected to drive cement demand. The Government of India (GOI) is strongly focused on infrastructure development to boost economic growth and plans to increase investment in infrastructure to \$1 trillion in the 12th Five Year Plan (2012-17). Infrastructure projects such as dedicated freight corridors as well as new and upgraded airports and ports are expected to further drive the industry.

The government also plans to expand the capacity of the railways to ease the transportation of cement. With the ever-increasing industrial activities, real estate, construction and infrastructure, there is a continuous demand for cement.

## **OUTLOOK**

It is expected that the Central Government's efforts towards easing of project clearances and creating an investment-friendly economic environment will catalyse project work and spur the demand for cement from 2015-16 onwards. Greater thrust on speed and transparency in Government decision-making and its own spending on infrastructure will further trigger increased growth prospects in the Industry. The softening of interest rates expected due to eased inflation will also help in improving the demand for housing projects. Based on these positives in the environment, cement consumption is likely to jump in the coming years.

Improvement in the domestic investment environment and progress in infrastructure projects are likely to boost demand for cement consumption in India. Indian cement industry had witnessed a strong growth phase in the preceding few years, led by the growth in real estate, infrastructure and industrial construction. However, more recently, cement demand growth has taken a slight breather. The cement industry has registered a drop in margins due to rise in input costs and the industry's inability to pass on the increased input costs to the market through price increases.

## **CAUTIONARY STATEMENT**

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied. Important

factors that could make the difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in Government Regulations, tax regimes, economic developments within India and other incidental factors.

**By the order of the Board  
For RCC Cements Limited**

**Place: New Delhi  
Dated: 03<sup>rd</sup> September, 2015**

**Sd/-  
(Sunil Kumar)  
Chairman**

## REPORT ON CORPORATE GOVERNANCE

In compliance with the Corporate Governance reporting requirements as per the format prescribed by the Securities and Exchange Board of India and incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges, the Company's policies on Corporate Governance and compliance thereof, for the year ended March 31, 2015 is enumerated below for information of the shareholders and investors of the company:

### I. Philosophy on code of corporate governance

Your Company stand committed to good Corporate Governance - transparency, accountability, disclosure and independent supervision to increase the value to the stakeholders. The Company is committed to transparency in all its dealings with shareholders, employees, the Government and other parties and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and increasing long-term shareholder value, keeping in view the interests of the company's stakeholders. Your company believes that Corporate Governance is a powerful tool for building trust and long-term relationship with stakeholders, employees, customers and suppliers. The Company has consistently endeavored to be transparent in all areas of its operations.

The certificate of Corporate Governance from the statutory auditors of the company confirming compliance of the conditions of Corporate Governance is annexed hereto.

### II. Board of Directors

Your Company's Board has an optimum combination of Executive, Non – Executive and Independent Directors with considerable experience in their respective fields. The Chairman of the Board is an Executive Director. The Board of Directors consists of four members, comprising of one Executive Director and two Non Executive Independent Directors and one Non Executive Woman Director. The Board's composition meets the stipulated requirements of clause 49 of the listing agreement of the Stock Exchanges.

No Director of the Company is a member in more than 10 committees or act as Chairman of more than 5 Committees across all companies in which he is a Director.

The Board meets as often as required being not less than 4 times in a year with a maximum gap not exceeding 4 months between any two meetings. Agenda papers for Board meetings containing all necessary information/documents are made available to the Board in advance to enable the Board to discharge its responsibilities effectively and take informed decisions. The Directors actively participated in the deliberations of the Board. During the Financial Year 2014-15, Seven meetings of the Board of Directors were held on 30.05.2014, 12.08.2014, 02.09.2014, 30.09.2014, 13.11.2014, 13.02.2015 and 31.03.2015.

The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large. The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the company: [www.rcccements.com](http://www.rcccements.com). All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of Directors.

The attendance of each Director at these meetings and at the last Annual General Meeting was as follows:

Name	Category	Designation	No. of Board Meetings attended	Last AGM Attended
Mr. Sunil Kumar	Executive & Non-Independent	Managing Director	7	Yes
Mr. Mukesh Sharma	Non Executive & Independent	Director	7	Yes
Mr. Kishore Bhatia	Non Executive & Independent	Director	7	Yes
Ms. Madhu Sharma (Appointed w.e.f 31/03/2015)	Non Executive & Non Independent	Director	-	N.A

The Board of Directors has complete access to any information within the Company. At the Board Meetings, directors are provided with all the relevant information on important matters, working of the Company as well as related details that require deliberations by the members of the Board.

### **Induction and Familiarisation Programmed for Independent Directors**

On appointment, the concerned Directors is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization programme. The programme aims to familiarize the Independent Directors with their role and responsibilities, business model of the Company, etc.

### **Independent Directors' Meeting**

In compliance with Section 149(8) of the Companies Act, 2013, read alongwith Schedule IV of the Companies Act, 2013 and Clause 49(II)(B)(6) of the Listing Agreement with the Stock Exchange, the Independent Directors met once, inter alia, to discuss:

- a) Evaluation of the performance of non – Independent Directors and the Board as a whole,
- b) Evaluation of performance of Chairperson of the Company, taking into account the views of executive directors and non-executive directors.
- c) Evaluation of quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

### **Performance Evaluation**

In compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and Individual Directors, including the Chairman of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### **III. Committees of the Board**

In compliance with the Listing Agreement and the SEBI Regulations, the Board has constituted a set of Committees with specific terms of reference and scope to deal with specified matters expediently. Presently, the Board has four Committees

- a) Audit Committee
- b) Stakeholders' Relationship Committee
- c) Nomination and Remuneration Committee
- d) Risk Management Committee

#### **a) Audit Committee**

**Terms of reference**

The role and terms of reference of the Audit Committee are in accordance with Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013. This, inter alia, includes the overview of Company's financial reporting process, review of quarterly, half yearly and annual financial statements, review of internal control and internal audit systems, engage consultants who can analyze/review the internal practices and give a report thereon to the audit committee from time to time in respect of Company's Financial Reporting and controls thereto, recommendation for appointment, remuneration and terms of appointment of auditors of the company, review and monitor the auditors' independence, approval of any subsequent modification of transactions with the related parties, scrutiny of inter corporate loans and investments, etc

The purpose of the Committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure process, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

The Company Secretary acts as Secretary to the Audit Committee. Shri Mukesh Sharma, Chairman of the Audit Committee was present and available to answer the shareholders' queries in the last Annual General Meeting held on 30.09.2014

The Committee held its meetings on 30<sup>th</sup> May, 2014, 12<sup>th</sup> August, 2014, 02<sup>nd</sup> September, 2014, 13<sup>th</sup> November, 2014 and 13<sup>th</sup> February 2015.

**Audit Committee Attendance**

All the members of the committee were present in the meetings. Chairman of the Committee attended the Annual General Meeting held on 30.09.2014 and provided clarifications to members of the Company on matters relating to accounts and audit. The minutes of the meetings are placed before the Board at the succeeding Board Meeting for information. Quorum was present at all meetings.

<b>Name of the Director</b>	<b>Category</b>	<b>Nos. of Meetings Attended</b>
Mr. Mukesh Sharma	Chairman & Independent Director	5
Mr. Sunil Kumar	Executive & Non Independent Director	5
Mr. Kishore Bhatia	Independent Director	5

The Board of Directors has appointed M/s Sanghi & Co., Chartered Accountants as the Internal Auditors of the Company to conduct the internal audit of various records and other operations of the Company. The Audit Committee also assures the Board about the internal control procedures and financial disclosures commensurate with the size of the Company and in conformity with the requirements of Listing Agreement of the Stock Exchanges.

**b) Stakeholders' Relationship Committee**

During the year under review, to give effect to the amended Clause 49 of the Listing Agreement, the Shareholders Grievance Committee was renamed as Stakeholders' Relationship Committee. All matters related to transfer/transmission of shares and Investor grievances have been entrusted to the Stakeholders' Relationship Committee. The Committee also oversees the performance of the Registrar and Transfer Agents of the Company. Further, the Committee reviews the complaints received by the investors and the action taken by the management to sort out these complaints. The Minutes of the Committee are circulated to the Board of Directors.

**The Stakeholders' Relationship Committee comprises of the following Directors:**

<b>Name of Members</b>	<b>Status</b>
Mr Mukesh Sharma	Chairman & Independent Director
Mr Sunil Kumar	Executive & Non Independent Director
Mr Kishore Bhatia	Independent Director

In order to expedite transfer of shares in physical form, the Board has authorized MAS Services Ltd., the Share Transfer Agent to approve the transfer of shares. The Committee meets as per the requirements from time to time.

The Committee meets twice or thrice in a year and as and when the need arises. The Company Secretary also acts as the Secretary of the Committee.

**b) Nomination and Remuneration Committee**

During the year under review, the Board has renamed the remuneration committee as the Nomination and remuneration Committee to give effect to the provisions of Section 178 of Companies Act, 2013 and revised Clause 49 of the Listing Agreement. The broad terms of reference of the Nomination and Remuneration Committee (NRC), inter alia are as follows:

- a. Appointment/re-appointment of Managing Director/Executive Director.
- b. Review the performance of the Managing Director/Executive Director of the company.
- c. Recommend to the Board remuneration including Salary, perquisites and performance bonus to be paid to the Company's Managing Director/Executive Director.
- d. Review of remuneration policy of the Company in line with the market trends to attract and retain the right talent.
- e. Review and approval of revision in remuneration of Top Management Executives of the Company.
- f. Grant of Employees Stock Options to Designated Employees.
- g. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a apolicy relating to the remuneration of dorectors, key managerial personnel and other employees.
- h. Formulation of criteria for evaluation of Independent Directors and the Board.
- i. Devising a policy on Board diversity.
- j. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

The Composition of the Nomination and Remuneration Committee (NRC) is as follows:

The Remuneration Committee is headed by an Independent Director and consists of the following Directors:

<b>Name of Members</b>	<b>Status</b>	<b>No. of Meetings Attended</b>
Mr Mukesh Sharma	Chairman & Independent Director	1
Mr Sunil Kumar	Executive & Non Independent Director	1
Mr Kishore Bhatia	Independent Director	1



## Remuneration Policy

The Nomination and Remuneration Committee while deciding the remuneration package of the Directors and Senior Management Executives ensures that:

- (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully,
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

## Remuneration to Directors

During the financial year 2014-15, no Stock Options were granted to any of the Directors. Further, none of the Directors is getting remuneration from the Company.

None of the Directors of the Company holds equity shares of the Company as on 31st March, 2015.

## IV. Risk Management Committee

The revised Clause 49 of the Listing Agreement mandates constitution of Risk Management Committee. The Company has a risk management programme which comprises of a series of processes, structures and guidelines to assist the Company to identify, assess, monitor and manage its business risks, including any material changes to its risk profile. The objectives and scope of the Risk Management Committee broadly comprises:

- (i) Oversight of the risk management performed by the executive management,
- (ii) Review of the risk management policy,
- (iii) Reviewing risks and initiating mitigation activities,
- (iv) Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

During the Financial Year 2014-15, the Risk Management Committee met once. The Risk Management Committee comprised of the following Directors of the Company:

Name of Members	Status
Mr. Kishore Bhatia	Chairman
Mr. Sunil Kumar	Member
Mr. Mukesh Sharma	Member

## Minutes of Committee Meetings

Minutes of all the committee meetings are circulated to the members of the Board, as an Agenda of Board Meeting, for their information and noting.

## General Body Meetings

Date, time and venue of the last three Annual General Meetings:

Year	Date	Time	Venue
2011-12	29.09.2012	10.00 A.M.	807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110 001
2012-13	30.09.2013	10.00 A.M.	807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110 001
2013-14	30.09.2014	11.00 A.M.	807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110 001

During the financial year 2014-15, no special resolution was passed as per the various provisions of the Companies Act, 2013 and no consent of the members was sought through Postal Ballot.

**General Shareholder Information**

Annual General Meeting:

Date and Time

Wednesday, 30<sup>th</sup> September, 2015, 10:00 A.M.

Venue

807, Arunachal Building,  
19, Barakhamba Road,  
Connaught Place, New Delhi – 110001

**Calendar for the financial year ending 31st March, 2016**

Financial Reporting for the	Tentative time frame
First quarter ended 30th June, 2015	First fortnight of August, 2015
Second quarter ending 30th September, 2015	First fortnight of November, 2015
Third quarter ending 31st December, 2015	First fortnight of February, 2016
Fourth quarter ending 31st March, 2016	End of May, 2016

**Stock Exchanges where Shares are listed:**

The Company's Shares are listed at Bombay Stock Exchange Limited.

**Dates of Book Closure:**

24th September, 2015 to 30th September, 2015 (both days inclusive).

**Listing on Stock Exchanges**

The Bombay Stock Exchange Ltd.,  
1st Floor, P.J. Towers,  
Dalal Street,  
Mumbai-400001

**ISIN No**

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE 335N01015.

**Stock Market Data**

The Company's equity shares are listed at Bombay Stock Exchange Ltd. (BSE). The monthly high and low quotations of equity shares traded on the Bombay Stock Exchange Limited during the financial year 2014-15 are as follows:

*Source: BSE's Website -*

**Company :RCC CEMENTS LTD. 531825**

**Period: Apr 2014 to Mar 2015**

All Prices in ₹

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
Aug 14	21.55	40.55	21.55	40.55	487	62	13,315	487	100.00	19.00	19.00
Sep 14	41.35	45.90	41.35	45.90	737	34	31,678	737	100.00	4.55	4.55
Oct 14	48.15	48.15	43.65	43.65	19	12	850	19	100.00	4.50	-4.50
Nov 14	45.70	47.95	45.70	47.95	8	4	371	8	100.00	2.25	2.25
Jan 15	46.00	46.00	34.10	34.10	16	14	582	16	100.00	11.90	-
Feb 15	32.40	32.40	20.70	20.70	488	42	14,775	488	100.00	11.70	-
Mar 15	20.30	20.30	14.25	14.25	700	62	12,130	700	100.00	6.05	-6.05

### Share Transfer System

In compliance with SEBI Guidelines, the Registration of Share transfers in physical form as well as in electronic form have been assigned to MAS Services Ltd. In order to ensure timely registration of transfer and return of certificates, the Company monitors the Registrars work closely on regular basis.

### Means of Communication

The quarterly un-audited financial results are sent to BSE, i.e., where the Company's shares of the Company are listed immediately after the Board meetings.

The Company also regularly published its audited/unaudited financial results in Business Standard in both English and Hindi edition.

### Brief profile of the Directors liable to retire by rotation and others

Brief resumes of the Directors who are proposed to be appointed/ re-appointed is furnished in the explanatory statement to the notice of the ensuing Annual General Meeting forming part of this Annual Report.

### Ministry of Corporate Affairs (MCA)

The Company has periodically filed all the necessary documents with the MCA.

### Address for Correspondence

RCC Cements Ltd  
807, Arunachal Building,  
19, Barakhamba Road,  
Connaught Place,  
New Delhi – 110001  
Phones: 011 – 43571042  
Fax: 011 – 43571047

**Address of the Registrar**

MAS Services Limited,  
T - 34, 2nd Floor, Okhla Industrial Area,  
Phase - II, New Delhi - 110 020

**Website Address of the Company**

www.rcccements.com

**Investor's Correspondence may be addressed to**

The shareholders desiring to communicate with the Company on any matter relating to their shares of the Company may either visit in person or write quoting their Folio Number at the following address:

The Company Secretary,  
RCC Cements Limited,  
807, Arunachal Building,  
19, Barakhamba Road,  
Connaught Place,  
New Delhi – 110001

**SEBI Complaints Redress System (SCORES)**

SCORES, i.e., a Sebi Complaints Redress System is a centralized web based complaints redress system which serves as a centralised database of all Complaints received enables uploading of Action Taken Reports (ATR's) by the concerned Companies & online viewing by the investors of actions taken on the Complaint & its current status. Your Company, is registered with SEBI under the SCORES system.

**Dematerialization of Shares and Liquidity**

The Company shares are traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the de – mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). M/s MAS Services Ltd. is the Registrar and Transfer agent of the company for the purposes of electronic connectivity for effective dematerialization of shares.

**Declaration of compliance with the Code of Conduct/Ethics**

In compliance with SEBI's regulation as amended on Prohibition of Insider Trading, the Company has formulated a Code of Conduct for prohibition and prevention of Insider Trading for the designated employees. The Code lays down Guidelines and procedures to be followed and disclosures to be made while dealing with equity shares of the Company.

All the Directors and Senior Management have affirmed compliance with the Code of Conduct/Ethics as approved and adopted by the Board of Directors.

**CEO/CFO Certification**

The Managing Director has issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statements and these statements represent a true and fair view of the Company's affairs.

**Auditors' Certificate on Corporate Governance**

A Certificate has been obtained from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid down in Clause 49 of the Listing Agreement with the Stock Exchanges. The same is annexed to this report.

**Disclosures**

- (i) There were no transactions of the material nature with the Directors or the management or their subsidiaries or relatives, etc during the year that had potential conflict with the interests of the Company at large. The details of related party transactions, if any, have been reported in the Notes to Accounts.
- (ii) The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and, in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgements made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- (iii) The Company has formulated a Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company.
- (iv) The Company has well defined Risk Management Policy for its business duly approved by the Board., which is periodically reviewed to ensure management controls risks by means of a properly defined framework.
- (v) The Company has not raised funds from the capital market (public/rights/preferential issues, etc.) during the financial year.
- (vi) There was no instance of non compliance of any matter relating to the capital markets by the Company. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authorities or any matter relating to the Capital Market during the last three years.

**Status of Dematerialised Shares as on 31<sup>st</sup> March, 2015****(Equity ISIN No. INE 335N01015)**

Shares Held through	No. of Shares	Percentage of Holding
NSDL	2001	0.03
CDSL	8899	0.16
Physical	5591100	99.81
Total	5602000	100.00

**Shareholding Pattern as on March 31, 2015**

S. No.	Category	No. of Shares Held	Percentage of Shareholding
<b>A</b>	<b>Promoter's Holding</b>		
<b>1</b>	<b>Promoters</b>		
(a)	Indian Promoters	2191100	39.11
(b)	Body Corporates	140000	02.50
(c)	Foreign Promoters	Nil	Nil
<b>2</b>	<b>Persons acting in concert</b>	Nil	Nil
	<b>Sub-Total (A)</b>	<b>2331100</b>	<b>41.61</b>
<b>B</b>	<b>Non-Promoters Holding</b>	Nil	Nil
<b>3</b>	<b>Institutional Investors</b>		
(a)	Mutual Funds and UTI	Nil	Nil
(b)	Banks, Financial Institutions, Insurance	Nil	Nil

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(c)	Companies (Central/State Government Institutions)	Nil	Nil
((d)	FIs	Nil	Nil
	<b>Sub-Total (B)</b>	<b>Nil</b>	<b>Nil</b>
<b>C</b>	<b>Others</b>		
(a)	Bodies Corporates	1478270	26.39
(b)	Individual		
	Individual shareholders holding nominal share capital up to Rs 1 lakh	900280	16.07
	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	892350	15.93
(c)	Any Other (please specify)	Nil	Nil
	<b>Sub-Total (C)</b>	<b>3270900</b>	<b>58.39</b>
	<b>Grand Total (A+B+C)</b>	<b>5602000</b>	<b>100.00</b>

For and on Behalf of the Board

Sd/-

Sunil Kumar  
ChairmanDated : 03<sup>rd</sup> September, 2015  
Place: New Delhi

**Auditor's Certificate on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement.**

**To the members of  
RCC CEMENTS LIMITED**

We have examined the compliance of conditions of Corporate Governance by RCC Cements Limited (the Company) for the year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said company with the stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the company and presented to the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the further viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s RMA & Associates  
Chartered Accountants  
Firm Regn. No. 000978N  
Sd/-  
Pankaj Chander  
Partner  
M. No. 89065**

**Place : New Delhi  
Dated : 29<sup>th</sup> May, 2015**

**CERTIFICATE PURUANT TO CLAUSE 49 V OF THE LISTING AGREEMENT**

**Confirmation of compliance of Code of  
Conduct and Ethics**

**To,  
The Members of  
RCC Cements Limited**

In compliance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges relating to Corporate Governance, I confirm that, on the basis of confirmations/declarations received, all the Directors and senior management personnel of the company have complied with the Code of Conduct and ethics framed by the company during the financial year 2014-15.

**For RCC Cements Limited  
Sd/-  
Sunil Kumar  
Chairman**

**Place : New Delhi  
Dated : 29<sup>th</sup> May, 2015**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2015**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L26942DL1991PLC043776
2.	Registration Date	03/04/1991
3.	Name of the Company	RCC Cements Limited
4.	Category/Sub-category of the Company	Company Limited by Shares/Indian Non- Government Company
5.	Address of the Registered office & contact details	807, Arunachal Building, 19, Barakhmaba Road, Connaught Place, New Delhi-110001 011-43571042
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. MAS Services Limited T-34, 2 <sup>nd</sup> Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 011-26387281-83

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

Sl. No.	Name and Description of main products / services	NIC Code of the product/service	% to total turnover of the company
1	Manufacturing of Cement	2394	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: - Not Applicable**

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
1	-	-	-	-	-

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1st-April-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	21,91,100	21,91,100	39.11	-	2,191,100	2,191,100	39.11	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-



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d) Bodies Corp.	-	1,40,000	1,40,000	2.50	-	1,40,000	1,40,000	2.50	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):-</b>	-	23,31,100	23,31,100	41.61	-	2,331,100	2,331,100	41.61	-
<b>(2) Foreign</b>									
a)NRIs-Individual	-	-	-	-	-	-	-	-	-
b)Other-Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corporates	-	-	-	-	-	-	-	-	-
d)Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>		23,31,100	23,31,100	41.61		2,331,100	2,331,100	41.61	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	1,50,000	1,50,000	2.68	-	-	-	-	(2.68)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	9,571	13,21,000	13,30,571	23.75	8,270	1,470,000	14,78,270	26.39	2.64
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	729	8,97,250	8,97,979	16.03	2,630	8,97,650	9,00,280	16.07	0.04

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	8,92,350	8,92,350	15.93	-	892350	892350	15.93	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	10,300	31,10,600	31,20,900	55.71	10,900	3,260,000	3,270,900	58.39	2.68
Total Public Shareholding (B)=(B)(1)+ (B)(2)	10,300	32,60,600	32,70,900	58.39	10,900	3,260,000	3,270,900	58.39	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	10,300	55,91,700	56,02,000	100	10,900	5591100	5602000	100	-

**ii) Shareholding of Promoter-**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st-April-2014]			Shareholding at the end of the year [As on 31st-March-2015]			% 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	
1	Rakesh Jain	173100	3.09	-	173100	3.09	-	-
2	Shabnam Jain	34000	0.61	-	34000	0.61	-	-
3	Yogesh Jain	86800	1.55	-	86800	1.55	-	-
4	Apporve Jain	72500	1.29	-	72500	1.29	-	-
5	Abhinav Jain	68000	1.21	-	68000	1.21	-	-
6	Anupreksha Jain	68500	1.22	-	68500	1.22	-	-
7	Akshat Jain	63000	1.12	-	63000	1.12	-	-
8	Ashok Jain	1000	0.02	-	1000	0.02	-	-
9	M/s Anil Kumar Jain (HUF)	9000	0.16	-	9000	0.16	-	-
10	Rajesh Jain	5000	0.09	-	5000	0.09	-	-
11	Meenu Jain	9000	0.16	-	9000	0.16	-	-
12	Himanshu Jain	9000	0.16	-	9000	0.16	-	-
13	Rishabh Jain	1000	0.02	-	1000	0.02	-	-
14	Laxmi Jain	7000	0.12	-	7000	0.12	-	-
15	Swati Jain	6000	0.11	-	6000	0.11	-	-
16	Prabhat Jain	9000	0.16	-	9000	0.16	-	-
17	Ritu Jain	9000	0.16	-	9000	0.16	-	-
18	Reena Jain	9000	0.16	-	9000	0.16	-	-

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19	Yogesh Jain	181500	3.24	-	181500	3.24	-	-
20	Savitri Jain	9500	0.17	-	9500	0.17	-	-
21	Yogesh Jain (HUF)	54000	0.96	-	54000	0.96	-	-
22	Rakesh Jain (HUF)	70000	1.25	-	70000	1.25	-	-
23	S. S. Jain	20000	0.36	-	20000	0.36	-	-
24	Shashi Bala Jain	34800	0.62	-	34800	0.62	-	-
25	Rishabh Jain	336200	6.00	-	336200	6.00	-	-
26	Charoo Jain	29500	0.53	-	29500	0.53	-	-
27	Sharad Jain	9500	0.17	-	9500	0.17	-	-
28	Anju Jain	9500	0.17	-	9500	0.17	-	-
29	Ritul Jain	9500	0.17	-	9500	0.17	-	-
30	Sachi Jain	9500	0.17	-	9500	0.17	-	-
31	Preeti Jain	19800	0.35	-	19800	0.35	-	-
32	Punit Jain	19800	0.35	-	19800	0.35	-	-
33	Aridaman Kr. Jain	14500	0.26	-	14500	0.26	-	-
34	Ashok Jain	30000	0.54	-	30000	0.54	-	-
35	Bhushan Kumar Jain	10000	0.18	-	10000	0.18	-	-
36	Mukesh Jain	10000	0.18	-	10000	0.18	-	-
37	Nem Chand Jain	10000	0.18	-	10000	0.18	-	-
38	Shama Rani Jain	8100	0.14	-	8100	0.14	-	-
39	Shashi Daman Jain	13500	0.24	-	13500	0.24	-	-
40	Sumat Chand Jain	30000	0.54	-	30000	0.54	-	-
41	T. C. Jain	20000	0.36	-	20000	0.36	-	-
42	Ashok Jain HUF	90000	1.61	-	90000	1.61	-	-
43	Charu Jain	75000	1.34	-	75000	1.34	-	-
44	Meenu Jain	70000	1.25	-	70000	1.25	-	-
45	Rajesh Jain	112000	2.00	-	112000	2.00	-	-
46	Rajesh Jain (HUF)	75000	1.34	-	75000	1.34	-	-
47	Sharad Jain	95000	1.70	-	95000	1.70	-	-
48	Tara Chand Jain	75000	1.34	-	75000	1.34	-	-
49	Diplomate Leasing Pvt. Ltd.	100000	1.79	-	100000	1.79	-	-
50	Suneet Impex Pvt. Ltd.	40000	0.71	-	40000	0.71	-	-
	<b>Total</b>	<b>2331100</b>	<b>41.61</b>	-	<b>2331100</b>	<b>41.61</b>	-	-

**iii) Change in Promoters' Shareholding (please specify, if there is no change): Not Applicable\***

Sl.No.	Particulars	Shareholding at the beginning of the year [As on 1st-April-2014]		Cumulative Shareholding during the year (1st-April-2014 to 31 <sup>st</sup> -March, 2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

\*During the year under review, there is no change in the Promoters' Shareholding of the Company.

**iv) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl.No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 1st-April-2014]		Cumulative Shareholding during the Year (1st-April-2014 to 31 <sup>st</sup> -March, 2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.Regent Marketing Private Limited</b>					
	At the beginning of the year	310000	5.53	310000	5.53
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the end of the year	310000	5.53	310000	5.53
<b>2. Simple Investment Private Limited</b>					
	At the beginning of the year	250000	4.46	250000	4.46
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the end of the year	250000	4.46	250000	4.46
<b>3.Amar Sales Private Limited</b>					
	At the beginning of the year	248000	4.43	248000	4.43
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	248000	4.43	248000	4.43

<b>4.Peeyush Kumar Aggarwal</b>					
	At the beginning of the year	226700	4.05	226700	4.05
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the end of the year	226700	4.05	226700	4.05
<b>5.Nirupama Jain</b>					
	At the beginning of the year	200750	3.58	200750	3.58
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the end of the year	200750	3.58	200750	3.58
<b>6.Simple Investment Private Limited</b>					
	At the beginning of the year	200000	3.57	200000	3.57
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the end of the year	200000	3.57	200000	3.57
<b>7.Haryana Financial Corporation</b>					
	At the beginning of the year	150000	2.68	150000	2.68
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease . Transfer on 30.06.2014	(150000)	(2.68)	(150000)	(2.68)
	At the end of the year	-	-	-	-
<b>8.Rishabh Electrical Pvt. Ltd.</b>					
	At the beginning of the year	120000	2.14	120000	2.14
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the end of the year	120000	2.14	120000	2.14
<b>9.Shashi Jain</b>					
	At the beginning of the year	75000	1.34	75000	1.34
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the end of the year	75000	1.34	75000	1.34
<b>10.Nigha Jain</b>					
	At the beginning of the year	55000	0.98	55000	0.98
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil

	etc.)				
	At the end of the year	55000	0.98	55000	0.98

## v) Shareholding of Directors and Key Managerial Personnel: Not Applicable\*

Sl.No.	Shareholding of each Directors and each Key Managerial Personnel*	Shareholding at the beginning of the year [As on 1st-April-2014]		Cumulative Shareholding during the Year (1st-April-2014 to 31 <sup>st</sup> -March, 2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

No Directors/KMP of the Company hold Shares in the Company as on 31.03.2015.

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
-----	-----------------------------	-------------------------	--------------

No.			
		<b>Mr. Sunil Kumar(Managing Director)</b>	
1	<b>Gross salary</b>	Nil	Nil
	<b>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</b>	Nil	Nil
	<b>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961</b>	Nil	Nil
	<b>(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961</b>	Nil	Nil
2	<b>Stock Option</b>	Nil	Nil
3	<b>Sweat Equity</b>	Nil	Nil
4	<b>Commission</b> - as % of profit - others, specify...	Nil	Nil
5	<b>Others, please specify</b>	Nil	Nil
	<b>Total (A)</b>	Nil	Nil
	<b>Ceiling as per the Act</b>	Nil	Nil

**B. Remuneration to other directors**

Sl.No..	Particulars of Remuneration	Name of Directors			Total Amount
1	<b>Independent Directors</b>	<b>Mr. Mukesh Sharma</b>	<b>Mr. Kishore Bhatia</b>	<b>Ms. Madhu Sharma</b>	
	<b>Fee for attending board committee meetings</b>	Nil	Nil	Nil	Nil
	<b>Commission</b>	Nil	Nil	Nil	Nil
	<b>Others, please specify</b>	Nil	Nil	Nil	Nil
	<b>Total (1)</b>	Nil	Nil	Nil	Nil
2	<b>Other Non-Executive Directors</b>	<b>Not Applicable</b>			
	<b>Fee for attending board committee meetings</b>	Nil	Nil	Nil	Nil
	<b>Commission</b>	Nil	Nil	Nil	Nil
	<b>Others, please specify</b>	Nil	Nil	Nil	Nil
	<b>Total (2)</b>	Nil	Nil	Nil	Nil
	<b>Total (B)=(1+2)</b>	Nil	Nil	Nil	Nil
	<b>Total Managerial Remuneration</b>	Nil	Nil	Nil	Nil
	<b>Overall Ceiling as per the Act</b>	Nil	Nil	Nil	Nil

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total

1	<b>Gross salary</b>	Nil	300000	Nil	300000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	<b>Stock Option</b>	Nil	Nil	Nil	Nil
3	<b>Sweat Equity</b>	Nil	Nil	Nil	Nil
4	<b>Commission</b>	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil	Nil
5	<b>Others, please specify</b>	Nil	Nil	Nil	Nil
	<b>Total</b>	Nil	300000	Nil	300000

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	<b>NONE</b>				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	<b>NONE</b>				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	<b>NONE</b>				
Punishment					
Compounding					



## NOMINATION & REMUNERATION POLICY

### 1. Introduction

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of had constituted the Nomination and Remuneration Committee. The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 the listing agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

### 2. Objective and purpose of the policy

The objectives and purpose of this policy are:

- 2.1 To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees. This includes, reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”), evaluating the CEO’s performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO’s compensation level based on this evaluation; and making recommendations to the board with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval;
- 2.2 The policy also addresses the following items: Committee member qualifications; Committee member appointment and removal; Committee structure and operations; and Committee reporting to the Board.
- 2.3 To formulate the criteria for evaluation of performance of all the Directors on the Board;
- 2.4 To devise a policy on Board diversity; and
- 2.5 To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company’s goals.

### Definitions

- ‘Board’ means Board of Directors of the Company.
- ‘Directors’ means Directors of the Company.
- ‘Committee’ means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable listing agreements and/or regulations.
- ‘Company’ means RCC Cements Limited.
- ‘Independent Director’ means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- ‘Key Managerial Personnel (KMP)’ means-
  - (i) the Managing Director or the Chief Executive Officer or the manager and in their absence, a Whole-time Director;

- (ii) the Company Secretary; and
- (iii) the Chief Financial Officer

Senior Management means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

**General**

This Policy is divided in three parts: -

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and nomination; and

Part – C covers remuneration and perquisites etc.

This policy shall be included in the Report of the Board of Directors.

**Part – A**

**Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The following matters shall be dealt by the Committee:-

**(a) Size and composition of the Board:**

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole and ensure compliance of various provision of applicable laws and listing agreement;

**(b) Directors:**

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

**(c) Succession plans:**

Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;

**(d) Evaluation of performance:**

Make recommendations to the Board on appropriate performance criteria for the Directors.

Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company.

Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

**(e) Remuneration framework and policies:**

The Committee is responsible for reviewing and making recommendations to the Board on:

- (i) the remuneration of the Managing Director, Whole-time Directors and KMPs
- (ii) the total level of remuneration of Non-Executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;
- (iii) the remuneration policies for all employees including KMPs, senior management and other employees

including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to

- (iv) attract and motivate talent to pursue the Company's long term growth;
- (v) demonstrate a clear relationship between executive compensation and performance; and
- (vi) be reasonable and fair, having regard to best governance practices and legal requirements.
- (vii) The Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and
- (viii) the Company's remuneration reporting in the financial statements.

## **PART – B**

### **Policy for appointment and removal of Director, KMPs and Senior Management**

#### ***I. Appointment criteria and qualifications***

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.
2. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.
4. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of seventy years and shall not appoint Independent Director who is below age of 21 years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond Seventy years as the case may be.
5. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.

#### ***II. Term / Tenure***

##### **1. Managing Director / Whole-time Director**

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### **2. Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

**III. Retirement**

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company with the approval of shareholders by passing a special resolution at the general meeting of the Company.

**PART – C****Policy relating to the remuneration for Directors, KMPs and other employees****A. General**

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of Chapter xiii of the Companies Act, 2013 read with schedule v, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**B. Remuneration to KMPs and other employees**

The policy on remuneration for KMPs and other employees is as below:-

**1. Fixed pay**

The remuneration and reward structure for employees comprises two broad components - annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.

These guidelines are as under:

**a) Annual remuneration**

Annual remuneration refers to the annual compensation payable to the employees of the Company. This comprises two parts - a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit. Employee is required to determine his/her key result areas for that particular defined role. The performance-linked variable pay will be directly linked to the performance on individual components of the performance and the overall performance of the business. An employee's variable pay would, therefore, be directly dependent on key performance measures that represent the best interests of shareholders.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber, and high potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group globally, established through independent compensation surveys, from time to time.

**b) Long-term rewards**

Long-term rewards may be granted to eligible key employees based on their contribution to the performance of the Company, relative position in the organization, and length of service under the supervision and approval of the Committee.

The grant, vesting and other scheme details would be formulated from time to time.

These long-term reward schemes are implemented to attract and retain key talent in the industry.

## **2. Minimum remuneration to Managing Director/ Chief Executive officer**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

## **C. Remuneration to Non-Executive / Independent Directors**

### **1. Remuneration**

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

The remuneration to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

### **2. Stock options**

The Independent Directors shall not be entitled to any stock option of the Company.

### **Policy review**

This policy is framed based on the provisions of the Companies Act, 2013 and rules there under and the requirements of the clause 49 of the Equity Listing Agreement with the Stock Exchanges.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

**Annexure - 3**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31.03.2015

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

**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED March 31, 2015

To,  
The Members,  
**RCC CEMENTS LIMITED**

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31/03/2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) 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;
- (v) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:-

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited, Delhi Stock Exchange Limited and Calcutta Stock Exchange Limited ;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

\* The Company has delayed in filing of some documents with the Registrar of Companies for which additional fees were duly paid as per the provisions of the Companies Act, 2013.

#### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** 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.

**For A.K. FRIENDS & CO.**  
Sd/-

**Ashish Kumar Friends**  
**Practising Company**

**C.P. No.- 4056, M. No. – FCS-5129**

**Place: New Delhi**

**Date: 29.05.2015**

## Annexure – 4

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2014-15 (Rs. In Lacs)	% Increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Sunil Kumar Managing Director	NIL	Not Applicable	Not Applicable	Net Profit for the year is Rs.0.27 Lacs as compare to Net Profit of Rs. 0.26 Lacs for the year 2013-14.
2.	Mr. Kishore Bhatia Independent Director	Not Applicable	Not Applicable	Not Applicable	
3.	Mr. Mukesh Sharma Independent Director	Not Applicable	Not Applicable	Not Applicable	
4.	Mrs. Madhu Sharma Director	NIL	Not Applicable	Not Applicable	
5.	Mr. Jata Shankar Jha Chief Financial Officer	NIL	NIL	Not Applicable	Net Profit for the year is Rs.0.27 Lacs as compare to Net Profit of Rs. 0.26 Lacs for the year 2013-14.
6.	Ms. Pooja Chuni Company Secretary	2,40,000	NIL	Not Applicable	Net Profit for the year is Rs.0.27 Lacs as compare to Net Profit of Rs. 0.26 Lacs for the year 2013-14.

No sitting fee paid for attending Board Meeting/Committee Meetings.

- ii. In the financial year, there was no increase in the median remuneration of employees;
- iii. There were 3 permanent employees on rolls of Company as on March 31, 2015;
- iv. Relationship between average increase in remuneration and company performance – During the F.Y. 2014-15, there was no increase in remuneration. The company incurred a net profit for the year 2014-15 is Rs. 0.27 Lacs, whereas there is no increase in median remuneration.
- v.
- a) Variations in the market capitalization of the Company : The market capitalization as on March 31, 2015 was Rs. 7,98,28,500 and Rs. 12,07,23,100 on March 31, 2014.
- b) The closing price of the Company's equity shares on the BSE as on March 31, 2015 was Rs. 14.25 per share.
- vi. The Key Parameters for any variable component of remuneration availed by the Directors – Please refer to the salient features of Remuneration Policy annexed and forming part of this Report.
- vii. Average percentage in increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was NIL
- viii. 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; and
- ix. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- x. None of the employees of the Company are related to any Director of the Company.

**RMA & Associates** (ISO 9001:2000 Firm)  
Chartered Accountants

**INDEPENDENT AUDITOR'S REPORT**

**The Members,  
RCC CEMENTS LIMITED  
NEW DELHI**

**Report on the Financial Statements**

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

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance and Cash Flow Statement 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these 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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

48, UG-2, Hasanpur, IP Extention, Delhi-110092  
Phone : 91-11-45261214, Fax : 91-11-2224865

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Branches : New Delhi Faridabad Kanpur Ahmeabad



- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the 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 Companies Act, 2015 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 that:-
  - a) 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.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Company does not have any branch offices which are audited under Section 143(8) of the Act by branch auditors.
  - d) the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - f) There are no observations or comments on the financial transactions or matters which may have any adverse effect on the functioning of the Company.
  - g) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - h) With respect to the other matters included in the Auditor's Report and to the best of our information and according to the explanations given to us :
    - i) As per information furnished to us, the Company does not have any pending litigations which would impact its financial position.
    - ii) As per information furnished to us, the Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii). There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

**For M/s. RMA & Associates  
Chartered Accountants  
Firm Regn. No. 000978N**

**Sd/-  
Pankaj Chander  
Partner  
M. No. 89065**

**Place: New Delhi  
Dated : 29<sup>th</sup> May, 2015**

**ANNEXURE TO THE AUDITORS' REPORT**

**M/s. RCC CEMENTS LIMITED**

Annexure to the Auditors Report of the **RCC CEMENTS LIMITED**

(In respect of matters specified in paragraphs 3 & 4 of Companies (Auditor's Report) Order, 2015)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we further state as under:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.  
(b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.  
(c) During the year, the company has not disposed off any of the fixed assets.
2. (a) The company is not dealing in any goods therefore there is no inventory.  
(b) As already stated, since the company is not dealing any goods, there is no question of procedure of physical verification of stock.  
(c) As already mentioned, the company is not dealing any goods and therefore there is no question of proper records of inventory.
3. (a) The company has not granted any loans, secured or unsecured, to the companies, firms or other parties covered in the register U/s. 189 of the Companies Act, 2013.  
(b) As the company has not granted any loans, the question of repayment does not arise.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business, for purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
5. The Company has not accepted any deposits from the public. Therefore, the directive issued by the Reserve Bank of India and the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under does not arise.
6. Maintenance of cost records has not been prescribed by the Central Government U/s. 148(1) of the Companies Act, 2013.
7. (a) As per information and record produced before us, the company is regular in depositing undisputed statutory dues within in the prescribed time to the appropriate authorities.  
(b) According to the information and explanation given to us, no undisputed amounts payable on account of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and education cess as at 31.03.2015 for a period of more than six months from the date they become payable.  
(c) In our Opinion, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the companies Act, 1956 (1of 1956) and rules made there under has been transferred to such fund within time
8. The accumulated losses if any, of the company as at the end of the financial year are less than 50% of its net worth.
9. According to the information and explanations given to us, the company has not taken any loan from any financial institution or bank. Therefore question of repayment of dues does not arise.
10. As per information furnished to us, the company has not given any guarantee for loans taken by others from bank or financial institution.
11. The company has not raised any term loan during the period.
12. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For M/s. RMA & Associates  
Chartered Accountants  
Firm Regn. No. 000978N  
Sd/-**

**Pankaj Chander  
Partner  
M. No. 89065**

**Place: New Delhi  
Dated : 29<sup>th</sup> May, 2015**

**RCC CEMENTS LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2015**

PARTICULARS	Notes	As At 31.03.2015 <u>Amt. In Rs.</u>	As At 31.03.2014 <u>Amt. In Rs.</u>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	4	5,60,20,000	5,60,20,000
(b) Reserves and Surplus	5	(11,667,386)	(11,686,218)
(c) Money received against share warrants		-	-
<b>(2) Share Application money pending allotment</b>			
		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables		-	-
(c) Other Current Liabilities	6	30,94,471	28,64,879
(d) Short-Term Provisions	7	8,325	7,969
<b>Total Equity &amp; Liabilities</b>		<u><b>4,74,55,410</b></u>	<u><b>4,72,06,630</b></u>
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	8	3,74,40,625	3,74,40,625
(ii) Intangible Assets		-	-
(b) Non-current investments	9	17,70,000	17,70,000
(c) Deferred tax assets (net)		537	632
(d) Long term loans and advances	10	50,00,000	50,00,000
(e) Other non-current assets		26,30,848	26,30,848
<b>(2) Current Assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and cash equivalents	11	6,13,400	3,64,525
(e) Short-term loans and advances		-	-
(f) Other current assets		-	-
<b>Total Assets</b>		<u><b>4,74,55,410</b></u>	<u><b>4,72,06,630</b></u>

Significant Accounting Policies 1-21

The accompanying notes are an integral part of the financial statements.

Auditor's Report

As per our separate report of even date attached

**For RMA & associates**  
**Chartered Accountants**  
**Firm Reg. No. 000978N**

**For RCC CEMENTS LIMITED**

Sd/-  
**(Pankaj Chander)**  
**Partner**

Sd/-  
**(Sunil Kumar)**  
**Mg. Director**  
**DIN : 00175301**

Sd/-  
**(Mukesh Sharma)**  
**Director**  
**Din : 00166798**

Sd/-  
**(Pooja Chuni)**  
**Company Secretary**  
**M. No. 16272**

**Place: New Delhi**  
**Date: 29<sup>th</sup> May, 2015**

Sd/-  
**Jata Shankar Jha**  
**CFO**

**RCC CEMENTS LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2015**

PARTICULARS	Notes	As At 31.03.2015 <u>Amt. In Rs.</u>	As At 31.03.2014 <u>Amt. In Rs.</u>
<b>INCOME</b>			
Revenue from operations		9,11,000	8,93,140
<b>Total</b>		<u>9,11,000</u>	<u>8,93,140</u>
<b>EXPENSES</b>			
Cost of materials consumed	-	-	-
Purchase of Stock-in-Trade	-	-	-
Changes in inventories of Finished Goods,WIP & Stock	-	-	-
Employee Benefit Expenses	12	5,19,798	5,63,642
Financial Costs	13	157	459
Depreciation and Amortization Expense	14	-	-
Other Administrative Expenses	15	3,63,794	3,02,887
<b>Total</b>		<u>8,83,749</u>	<u>8,66,988</u>
Profit before exceptional & extraordinary items & tax		27,251	26,152
Exceptional Items		-	-
Profit before extraordinary items and tax		27,251	26,152
Profit before tax		27,251	26,152
<b>Tax expense:</b>			
(1) Provision for Current Tax		8,325	7,969
(2) Deferred tax (Charged )/ Earned		-95	-112
Profit(Loss) from the perid from continuing operations		18,831	18,071
Profit/(Loss) from discontinued operations		-	-
Tax expense of discountiued operations		-	-
Profit/(Loss) from Discontinued operations		-	-
<b>Profit/(Loss) for the period</b>		<u>18,831</u>	<u>18,071</u>
<b>Earning per equity share:</b>			
(1) Basic		0.003	0.002
(2) Diluted		0.003	0.002
Significant Accounting Policies	1-21		
The accompanying notes are an integral part of the financial statements.			
Auditor's Report			
As per our separate report of even date attached			
<b>For RMA &amp; associates</b>		<b>For RCC CEMENTS LIMITED</b>	
<b>Chartered Accountants</b>			
<b>Firm Reg. No. 000978N</b>			
Sd/-		Sd/-	Sd/-
(Pankaj Chander)		(Sunil Kumar)	(Mukesh Sharma)
Partner		Mg. Director	Director
M.No. 89065		DIN : 00175301	DIN : 00166798
		Sd/-	Sd/-
		(Pooja Chuni)	Jata Shankar Jha
Place: New Delhi		Company Secretary	CFO
Date: 29th May, 2015		M.NO. 16272	

## RCC CEMENTS LIMITED

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015**

(Amount in Rs.)

	Year ended March 31,	
	2015	2014
<b>A. Cash Flow From Operating Activities:</b>		
Net Profit/(loss) before tax and extraordinary items	27,251	26,152
Adjustments for:		
Interest income	-	-
Depreciation	-	-
Interest & Finance Charges	-	-
<b>Operating cash flow before changes in working capital</b>	<b>27,251</b>	<b>26,152</b>
Cash Flow in Working Capital Activities:		
(Increase)/Decrease in Sundry Debtors	-	-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Loans & Advances	-	-
Increase/(Decrease) in Current Liabilities	229,592	(225,670)
<b>Cash generated from operations</b>	<b>256,843</b>	<b>199,518</b>
Less: Income Tax Paid	(7,969)	(7,926)
<b>Net cash provided by / (used in) operating activities</b>	<b>248,874</b>	<b>(207,444)</b>
<b>B. Cash Flow From Investing Activities:</b>		
Sale/(Purchase) of fixed assets	-	-
(Increase)/Decrease in investments	-	-
Interest received	-	-
<b>Net cash provided by / (used in) investing activities</b>	<b>-</b>	<b>-</b>
<b>C. Cash Flow From Financing Activities:</b>		
Increase/(Decrease) in capital	-	-
Proceeds from Long Term Borrowings	-	-
Interest and Finance Charges	-	-
Repayment of Long Term Borrowings	-	-
<b>Net cash provided by / (used in) financing activities</b>	<b>-</b>	<b>-</b>
<b>Net increase / (decrease) in cash and cash equivalents during the year [(A) + (B) + (C)]</b>	<b>248,874</b>	<b>(207,444)</b>
<b>Cash and Cash Equivalents:</b>		
Cash and Cash Equivalent as at 01.04.2014	364,525	571,969
Cash and Cash Equivalent as at 31.03.2015	613,400	364,525

For RCC CEMENTS LIMITED

Place: New Delhi  
Date: 29th May, 2015

Sd/-  
(Sunil Kumar)  
Mg. Director  
DIN : 00175301

Sd/-  
(Mukesh Sharma)  
Director  
DIN : 00166798

- We have examined the above Cash Flow Statement of RCC Cements Limited for the year ended 31.03.2015.
- The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchange and is based on and in agreement with the books and records of the company and also the Statement of Profit and Loss and Balance Sheet of the company covered by our report of even date to the members of the Company.

For M/s RMA & Associates  
Chartered Accountants  
Firm Reg. No. 000978N

Sd/-  
(Pankaj Chander)  
Partner  
M.No. 89065

**RCC CEMENTS LIMITED**

Notes to the financial statements for the year ended March 31, 2015

**1. Corporate information**

**RCC CEMENTS LIMITED** Company incorporated under the provisions of the Companies Act, 1956.

**2. Basis of preparation**

- The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP).
- The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956.
- The company follows the Mercantile System of Accounting recognizing Income and Expenditure on accrual basis.
- The directors have certified that there are no outstanding expenses not provided for and nor there are income which have fallen due but not accounted for. The accounts are prepared on historical cost basis and as a going concern.
- The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**3. Summary of significant accounting policies**

From the year ended 31 March 2015, the Schedule III notified under the Companies Act 2013, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

- **Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

- **Fixed Assets**

Fixed Assets are stated at cost. Depreciation of fixed assets is calculated at the rates prescribed under Schedule XIV to the Companies Act, 1956.

- **Investment**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

- **Inventories**

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. Work in progress and finished goods are valued at lower of cost and net realizable value.

- **Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

- **Income tax**

- Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years.

**RCC CEMENTS LIMITED**

Notes forming part of Financial Statements for the year ended 31st March, 2015

	<b>As On 31.03.2015 <u>Amt.In (Rs.)</u></b>	<b>As On 31.03.2014 <u>Amt.In (Rs.)</u></b>
<b>Note - 4: Share Capital</b>		
<b><u>Authorized Share Capital :</u></b>		
1,20,00,000 ( 1,20,00,000) Equity Shares of Rs. 10/- each	<b><u>12,00,00,000</u></b>	<b><u>12,00,00,000</u></b>
<b>Issued , Subscribed and fully paid up shares :</b>		
<b>56,02,000 ( 56,02,000 ) Equity Shares of</b> Rs. 10/- each fully paid up	<b><u>5,60,20,000</u></b>	<b><u>5,60,20,000</u></b>
<b>Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period</b>		
At the beginning of the period	56,02,000	56,02,000
Issued/ (Reduction) during the period	-	-
At the end of the period	56,02,000	56,02,000
<b>Terms/Rights attached to equity shares</b>		
The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.		
<b>Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period and during five years immediately preceding the reporting date</b>		
	NIL	NIL
<b>Details of Shareholders holding more than 5% equity shares in the company</b>		
Regent Marketing Private Limited	310000(5.53)	310000(5.53)
<b>Note : 5 Reserves &amp; Surplus</b>		
Security Premium Account :		
Opening Balance :	1,05,00,000	1,05,00,000
Add : additions During the year	-	-
Closing Balance	<u>1,05,00,000</u>	<u>1,05,00,000</u>
Surplus/Deficit in the statement of profit and loss		
Balance as per last financial statements	(22,186,217)	(22,204,288)
Profit (-Loss) after tax for the year	18,831	18,071
Short Provision of Income Tax of earlier years	-	-
Closing Balance	<u>(22,167,386)</u>	<u>(22,186,217)</u>
	<u>(11,667,386)</u>	<u>(11,686,217)</u>



**As At**  
**31.03.2015**  
**Amt. In Rs.**

**As At**  
**31.03.2014**  
**Amt. In Rs.**

**Note : 6 Other Current Liabilities**

Advances	21,00,000	21,00,000
Audit Fee Payable	33,708	19,663
Expenses Payable	9,60,763	7,45,216
	30,94,471	28,64,879

**Note : 7 Short-Term Provision**

b) Provisions:

Provision for taxation (A.Y. 2014-15)	-	7,969
Provision for taxation (A.Y. 2015-16)	8,325	-
	8,325	7,969

(Statement Showing Depreciation Forming Part of Financial Statement As On 31.03.2015 as per Companies Act,2013 )

**Note : 8 FIXED ASSETS**

(Amt. in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS ON 01.04.2014	ADDITIO NS DURING THE YEAR	SALES/A DJUSTE D DURING THE YEAR	TOTAL COST AS ON 31.03.2015	DEPRECIATION UP TO 01.04.2014	DEPRECIATION FOR THE CURRENT YEAR	DEPRECIATION ADJUST MENT	TOTAL AS ON 31.03.2015	W.D.V. AS ON 31.03.2015	W.D.V. AS ON 31.03.2014
Office Equipments	2,23,809	-	-	2,23,809	2,23,810	-	-	2,23,810	-	-
<b>TOTAL (A)</b>	<b>2,23,809</b>	<b>-</b>	<b>-</b>	<b>2,23,809</b>	<b>2,23,810</b>	<b>-</b>	<b>-</b>	<b>2,23,810</b>	<b>-</b>	<b>-</b>
Capital WIP	3,74,40,625	-	-	3,74,40,625	-	-	-	-	3,74,40,625	3,74,40,625
<b>TOTAL (B)</b>	<b>3,74,40,625</b>	<b>-</b>	<b>-</b>	<b>3,74,40,625</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,74,40,625</b>	<b>3,74,40,625</b>
<b>TOTAL A+B</b>	<b>3,76,64,434</b>	<b>-</b>	<b>-</b>	<b>3,76,64,434</b>	<b>2,23,810</b>	<b>-</b>	<b>-</b>	<b>2,23,810</b>	<b>3,74,40,625</b>	<b>-</b>
<b>PREVIOUS YEAR</b>	<b>3,76,64,434</b>	<b>-</b>	<b>-</b>	<b>3,76,64,434</b>	<b>2,17,958</b>	<b>10,631</b>	<b>-</b>	<b>2,28,589</b>	<b>3,74,35,845</b>	<b>-</b>

**Note : 9 Non Current Investment****Quoted, Value at cost**

2,36,000 (2,36,000) Equity Shares (Including 1,77,000 bonus shares) of Rs.10/- Each fully paid-up of North Eastern Carrying Corporation Limited

17,70,000

17,70,000

(Market value as at March 31, 2015 Rs. 1,49,15,200 [Rs.67.20] per share)

17,70,000

17,70,000

**B. Unquoted :**

- in fully paid up equity shares

-

-

17,70,000

17,70,000

	<b>As On</b>	<b>As On</b>
	<b>31.03.2015</b>	<b>31.03.2014</b>
	<b><u>Amt.In (Rs.)</u></b>	<b><u>Amt.In (Rs.)</u></b>
<b>Note : 10 : Loans and Advances</b>		
(Unsecured, Considered Good)		
(Advance recoverable in cash or in kind or for value to be received)		
Loans and Advances to related parties	-	-
Loans and Advances due by directors or others officers of the company including by private-companies/firms in which they are interested	-	-
Advance Others	50,00,000	50,00,000
	<u>50,00,000</u>	<u>50,00,000</u>
<b>Note : 11 Cash &amp; Cash Equivalent</b>		
<b>Cash-in-Hand</b>		
Cash Balance	5,79,736	3,29,940
	<u>5,79,736</u>	<u>3,29,940</u>
<b>Bank Balance</b>		
Vijaya Bank	33,664	34,585
	<u>33,664</u>	<u>34,585</u>
<b>Total</b>	<u>6,13,400</u>	<u>3,64,525</u>
<b>Note : 12 Employee Benefit Expenses</b>		
Salaries	5,13,800	5,57,000
Staff Welfare	5,998	6,642
	<u>5,19,798</u>	<u>5,63,642</u>
<b>Note :13 Financial Cost</b>		
Bank Charges	157	459
	<u>157</u>	<u>459</u>
<b>Note : 14 Depreciation and Amortization Expense</b>		
Depreciation	-	-
	<u>-</u>	<u>-</u>
<b>Note : 15 Other Administrative Expenses</b>		
Advertisement & Publication Expenses	55,161	56,566
AGM Expenses	32,560	30,250
Audit Fee	14,045	14,045
Conveyance Expenses	11,743	15,974
Fee & Subscription	1,46,668	90,901
Filing Fee	12,000	1,000
Legal & Professional Charges	13,118	-
Miscellaneous Expenses	2,664	483
Office Expenses	18,480	20,384
Postage and Couriers Expenses	32,025	26,436
Printing & Stationery Expenses	25,330	26,620
Share Transfer & Professional Expenses	-	20,228
	<u>3,63,794</u>	<u>3,02,887</u>

## 16. Deferred Tax Assets &amp; Deferred Tax Liabilities:

Amount in Rs.

Particulars	Deferred Tax Assets as at 01.04.2014	Current Year (Charged)/Earned	Deferred Tax Assets as at 31.03.2015
On account of difference Between book & Tax Depreciation.	632	(95)	537
<b>Total</b>	<b>632</b>	<b>(95)</b>	<b>537</b>

In accordance with AS 22 issued by ICAI, the company has provided for deferred tax during the year

## 17. Related Party Disclosures

“Related party disclosures as required under Accounting Standard (AS)-18

“Related Party Disclosures”.

## (a). Related parties and nature of related party relationships where control exists

Name of the party	Relationship
Mr. Sunil Kumar	Managing Director
Mr. Kishore Bhatia	Director
Mr. Mukesh Sharma	Director
Mrs. Madhu Sharma	Director
Ms. Pooja Chuni	Company Secretary
Mr. Jata Shankar Jha	CFO

## (b). Related party and nature of related party relationship with whom transactions have taken place:

Name of the party	Relationship
Ms. Pooja Chuni	Key Managerial Personnel

Transitions during the year with related parties

	Key Managerial Person
Ms. Pooja Chuni	Rs. 3,00,000/-

18. The company is a Small and Medium-sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the company has complied with the Accounting Standards as applicable to a Small and Medium-sized Company.

19. The company has not received any intimation from “suppliers” regarding their status under Micro Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been furnished.

20. The figures of previous years have been recast/regrouped wherever necessary to make them comparable and for the purpose of our audit.

21. Debit and credit balances standing in the name of the parties are subject to confirmation from them.

\*\*\* Pursuant to reduction of unlisted share capital of the Company in terms of The Hon'ble Delhi High Court order dated 22.03.2012, the credits on account of reduction of capital have been adjusted against various Debit balances standing in the name of parties who were advanced these sums (which is the reason for objection from Bombay Stock Exchange) on deployment of fund received at the time of allotment of shares which are now cancelled.

Auditors Report  
As per our report of even date attached

**For RCC CEMENTS LIMITED**

**For M/s. RMA & Associates  
Chartered Accountants  
Firm Reg. No. 000978N**

**Sd/-  
Pankaj Chander  
Partner  
M. No. 89065**

**Sd/-  
(Sunil Kumar)  
Mg. Director  
DIN : 00175301**

**Sd/-  
(Mukesh Sharma)  
Director  
DIN : 00166798**

**Sd/-  
Place: New Delhi  
Dated : 29<sup>th</sup> May, 2015**

**Sd/-  
(Pooja Chuni)  
Company Secretary  
M. No.16272**

**Sd/-  
Jata Shankar Jha  
CFO**

## RCC CEMENTS LIMITED

CIN: L26942DL1991PLC043776

Regd. Off: 807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Tel.: 91-11-43571042 Fax : 91-11-43571047

Email: rcccementlimited@gmail.com Website: www.rcccements.com

### E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

You are aware that majority of the provisions of Companies Act, 2013 have been made effective from 1st April, 2014. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports, Notices and other communications through electronic mode to those shareholders who have registered their email address either with the Company/RTA or with the Depository.

It is a welcome move that would benefit the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholder of RCC Cements Limited to contribute to the cause of 'Green Initiative' by giving their consent to receive various communications from the Company through electronic mode.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company [www.rcccements.com](http://www.rcccements.com).

[Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.]

**Best Regards,**  
**Sd/-**  
**Sunil Kumar**  
**Managing Director**

#### E-COMMUNICATION REGISTRATION FORM

Folio No. /DP ID & Client ID:.....

Name of the 1 Registered Holder:.....

Name of the Joint Holder[s]: (1).....(2).....

Registered Address:.....

.....

E-mail ID (to be registered):..... Mob./Tel. No.:.....

I/We shareholder(s) of RCC Cements Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-mail ID in your records for sending communications in electronic form.

Date: ..... Signature: .....

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.

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Email: rcccementslimited@gmail.com Website: www.rcccements.com

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting venue)

Name of the Member(s) / Proxy\*:

.....  
(\*Strike off whichever is not applicable)

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 record my/our presence at the 24<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2015 at 10.00 a.m. at 807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001 and at any adjournment thereof.

Signature of the Member/Proxy\*: .....  
(\*strike out whichever is not applicable)

**NOTES:**

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) For the convenience of Members, persons other than Members/Proxies will not be admitted

**RCC CEMENTS LIMITED**

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Tel.: 91-11-43571042 Fax : 91-11-43571047

Email: rcccementslimited@gmail.com Website: [www.rcccements.com](http://www.rcccements.com)

**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:** ..... **E-mail Id:** .....

**Address:** .....

..... **Signature:** .....**or failing him/her**

2) **Name:** ..... **E-mail Id:** .....

**Address:** .....

..... **Signature:** .....**or failing him/her**

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2015 at 10.00 a.m. at 807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Res. No.	Description	For	Against
1.	Adoption of Financial Statements, Board and Auditors' Report.		
2.	Re-appointment Mr. Sunil Kumar		
3.	Re-appointment of Statuary Auditor		
4.	Appointment of Ms. Madhu Sharma as a Director		
5.	Re-appointment of Mr. Sunil Kumar as Managing Director of the Company for a further period of 5 years.		
6.	Authorisation for the borrowing limits u/s 180(1)(c) of the Companies Act, 2013.		

Signed this-----day of ..... 2015. Signature of Shareholder:.....

**Affix  
Revenue  
Stamp**

**NOTES:**

- 1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

**If Undelivered, Please Return to:**

# **RCC CEMENTS LIMITED**

CIN : L26942DL1991PLC043776

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