

RCC CEMENTS LIMITED

CIN:L26942DL1991PLC043776

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Dated: 10/07/2020

**To,
The Manager (Listing),
Bombay Stock Exchange Limited,
1st Floor, P. J. Towers,
Dalal Street, Mumbai – 400001**

Subject : Submission of Corporate Governance Report for the quarter ended 30th June, 2020

Ref: BSE Scrip Code- 531825 (RCCEMEN)

Dear Sir,

Please find enclosed herewith the Corporate Governance Report for the quarter ended 30th June, 2020 in the prescribed format as per the requirements of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your kind perusal.

We hope that you will find the above in order.

This is for your information and records please.

Thanking You.

**Yours Truly,
For RCC Cements Limited**


Amanpreet Kaur
Company Secretary



General information about company	
Scrip code	531825
NSE Symbol	N.A
MSEI Symbol	N.A
ISIN	INE335N01015
Name of the entity	RCC CEMENTS LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Quarterly
Date of Report	30-06-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I																				
Annexure I to be submitted by listed entity on quarterly basis																				
I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory															Textual Information(1)					
Whether the listed entity has a Regular Chairperson																				
Whether Chairperson is related to MD or CEO																				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 28(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 29(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SUNIL KUMAR	AHDPK4400C	00175301	Executive Director	Chairperson	MD	05-06-1962	NA		23-03-2001	07-05-2020			1	0	2	0		
2	Mr	MUKESH SHARMA	AIEPS6913Q	00166798	Non-Executive - Independent Director	Not Applicable		13-11-1962	NA		15-04-2002	30-09-2019		60	1	1	0	2		
3	Mr	SANTOSH PRADHAN	AMMP2548J	00354664	Non-Executive - Independent Director	Not Applicable		02-01-1970	NA		03-05-2018	29-09-2018		60	2	2	2	0		
4	Mrs	MADHU SHARMA	BSYPS5514G	06947852	Non-Executive - Non Independent Director	Not Applicable		07-01-1955	NA		31-03-2015	29-09-2018			5	4	3	3		

Text Block	
Textual Information(1)	<p>Mr. Mukesh Sharma was initially appointed as an Additional Director of the Company w.e.f. 15-04-2002 as per Companies Act, 1956 to hold the office upto the conclusion of the next AGM. He was appointed as an Independent Director of the Company w.e.f. 30-09-2014 for a period of 5 years (60 Months) in the AGM held on 30-09-2014. He has further been reappointed for the second term for a period of 5 years (60 Months) in the AGM held on 30-09-2019 by the shareholders of the Company through Special Resolution.</p> <p>Mr. Sunil Kumar was initially appointed as an Additional Director of the Company w.e.f. 23-03-2001 as per Companies Act, 1956. His term of office as a Director was regularised in the AGM held in 2001 and he was also reappointed as the Managing Director of the Company as per Section 203 of the Companies Act, 2013, for a period of 5 years in the AGM held on 30-09-2015 w.e.f. 07-05-2015. Mr. Sunil Kumar is reappointed as a MD of the Company for a period of 5 years w.e.f. 07-05-2020 in the AGM held on 30-09-2019.</p> <p>Mr. Santosh Pradhan was initially appointed as an Additional Independent Director of the Company w.e.f. 03-05-2018 as per Section 161 of the Companies Act, 2013 to hold the office upto the conclusion of the next AGM. He was appointed as an Independent Director of the Company for a period of 5 years (60 Months) in the AGM held on 29-09-2018.</p> <p>Ms. Madhu Sharma was appointed as a Non Executive Director liable to retire by rotation on 31-03-2015. Her term of office as a Director was regularised in the AGM held on 30-09-2015. She was reappointed as a Director liable to retire by rotation in the Annual General Meeting held on 29-09-2018 as per the provisions of Section 152 of the Companies Act, 2013</p>

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Textual Information(1)	

Annexure 1 Text Block	
Textual Information(1)	The company does not fall under the ambit of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 and Schedule VII, yet for the purpose of validating the sheet, we have selected 'No' for the Corporate Social Responsibility Committee to have a regular Chairperson.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00166798	MUKESH SHARMA	Non-Executive - Independent Director	Chairperson	15-04-2002		
2	00175301	SUNIL KUMAR	Executive Director	Member	23-03-2001		
3	00354664	SANTOSH PRADHAN	Non-Executive - Independent Director	Member	03-05-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00166798	MUKESH SHARMA	Non-Executive - Independent Director	Chairperson	12-11-2010		
2	06947852	MADHU SHARMA	Non-Executive - Non Independent Director	Member	31-03-2015		
3	00354664	SANTOSH PRADHAN	Non-Executive - Independent Director	Member	03-05-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00166798	MUKESH SHARMA	Non-Executive - Independent Director	Chairperson	15-04-2002		
2	00354664	SANTOSH PRADHAN	Non-Executive - Independent Director	Member	03-05-2018		
3	00175301	SUNIL KUMAR	Executive Director	Member	15-04-2002		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							No
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	

Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	11-02-2020				Yes		
2	17-03-2020		34		Yes		
3		05-06-2020	79		Yes	4	2
4		18-06-2020	12		Yes	4	2

Text Block	
Textual Information(1)	

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							Textual Information(1)
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	No. of Independent Directors attending the meeting*
1	Audit Committee	11-02-2020			SEBI vide circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated June 26, 2020 has relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the Board of Directors and Audit Committees of the listed entities, as is required under Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations). The company has availed such relaxation given by SEBI and hence no meeting of the Audit Committee was held in the quarter under review.	Yes	3
2	Stakeholders Relationship Committee	13-01-2020				Yes	3
3	Stakeholders Relationship Committee	05-06-2020	143			Yes	3
4	Nomination and remuneration committee	17-03-2020				Yes	3
5	Nomination and remuneration committee	18-06-2020	92			Yes	3

Text Block	
Textual Information(1)	<p>1. The members present at the meeting of the Audit Committee held on 11-02-2020 are-</p> <p>(a) Mr. Mukesh Sharma (Chairman)</p> <p>(b) Mr. Sunil Kumar (Member)</p> <p>(c) Mr. Santosh Pradhan (Member)</p> <p>SEBI vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 had relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the Board and Audit Committees of listed entities as is required under Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations). This relaxation was provided for the meetings held/proposed to be held between the period December 01, 2019 and June 30, 2020.</p> <p>And SEBI further extended the relaxation of maximum time gap between two Board/Audit Committee meetings as provided by its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 till July 31, 2020 vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 26 June, 2020.</p> <p>Further, SEBI vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated June 24, 2020 had extended the timeline for submission of financial results under Regulation 33 and 52 of the LODR Regulations to July 31, 2020.</p> <p>Due to outbreak of COVID-19 and sudden lockdown imposed by the Government of India, no Audit Committee Meeting was held during the quarter ended June 30, 2020. The management of the Company availed the various exemptions granted by SEBI vide its aforesaid Circulars. However, the management of the Company ensures that the Board of Directors and members of Audit Committee shall meet atleast four times a year, as stipulated under Regulations 17(2) and 18(2)(a) of the LODR Regulations.</p> <p>2. The members present at the meetings of the Nomination and Remuneration Committee held on 17-03-2020 and 18-06-2020 are-</p> <p>(a) Mr. Mukesh Sharma (Chairman)</p> <p>(b) Mr. Santosh Pradhan (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p> <p>3. The members present at the meetings of the Stakeholders Relationship Committee held on 13-01-2020 and 05-06-2020 are-</p> <p>(a) Mr. Mukesh Sharma (Chairman)</p> <p>(b) Mr. Sunil Kumar (Member)</p> <p>(c) Mr. Santosh Pradhan (Member)</p>

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	AMANPREET KAUR
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	AMANPREET KAUR
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	10-07-2020