

# RCC CEMENTS LIMITED

**CIN:L26942DL1991PLC043776**

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**Dated: 12<sup>th</sup> October, 2020**

**To,  
The Manager (Listing),  
Bombay Stock Exchange Limited,  
1<sup>st</sup> Floor, P. J. Towers,  
Dalal Street, Mumbai - 400001**

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

**Ref : BSE - Scrip Code - 531825 (RCCEMEN)**

**Dear Sir,**

Please find enclosed herewith the Corporate Governance Report for the quarter ended 30th September, 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	Half Yearly
Date of Report	30-09-2020
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

No

Whether Chairperson is related to MD or CEO

Yes

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 26(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
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	AMMPP2548J	00354664	Non-Executive - Independent Director	Not Applicable		02-01-1970	NA		03-05-2018	29-09-2018		60	2	2	2	0
4	Ms	MADHU SHARMA	BSYPS5514G	06947852	Non-Executive - Non Independent Director	Not Applicable		07-01-1955	NA		31-03-2015	29-09-2018			6	5	4	3

**Text Block**

Textual Information(1)

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.

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.

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.

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

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							
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****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	05-06-2020				Yes	4	2
2	18-06-2020		12		Yes	4	2
3		30-07-2020	41		Yes	4	2
4		11-09-2020	42		Yes	4	2

**Text Block**

Textual Information(1)

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.

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.

Due to outbreak of COVID-19 and sudden lockdown imposed by the Government of India, no Board Meeting and 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.

**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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	30-07-2020				Yes	3	2
2	Audit Committee	11-09-2020	42			Yes	3	2
3	Nomination and remuneration committee	18-06-2020				Yes	3	2
4	Stakeholders Relationship Committee	05-06-2020				Yes	3	2
5	Stakeholders Relationship Committee	13-07-2020	37			Yes	3	2

**Text Block**

Textual Information(1)

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.

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.

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.

1. The members present at the meeting of the Audit Committee held on 30-07-2020 and 11-09-2020 are-

(a) Mr. Mukesh Sharma (Chairman)

(b) Mr. Sunil Kumar (Member)

(c) Mr. Santosh Pradhan (Member)

2. The members present at the meetings of the Nomination and Remuneration Committee held on 18-06-2020 are-

(a) Mr. Mukesh Sharma (Chairman)

(b) Mr. Santosh Pradhan (Member)

(c) Ms. Madhu Sharma (Member)

3. The members present at the meetings of the Stakeholders Relationship Committee held on and 05-06-2020 and 13-07-2020 are-

(a) Mr. Mukesh Sharma (Chairman)

(b) Mr. Sunil Kumar (Member)

(c) Mr. Santosh Pradhan (Member)

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is <input checked="" type="checkbox"/> 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

**Annexure III**

**III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	NA	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	NA	
5	Whether <b>Corporate Governance Report</b> disclosed in Annual Report	34(3) read with para C of Schedule V	NA	
Any other information to be provided			Textual Information(1)	

**Text Block**

Textual Information(1)

The Board of Directors in its meeting held on 11th September, 2020 has considered the Order No ROC/Delhi/AGM Ext./2020/11538 dated 08.09.2020 issued by Honble ROC - NCT of Delhi & Haryana w.r.t. extension of the due date of the Annual General Meeting for the financial year ended on 31.03.2020 up to 3 Months from the due date of the AGM and the Board decided to avail the said exemption granted by Honble ROC- NCT of Delhi & Haryana.

Therefore, as per the above order issued by the Honble ROC NCT of Delhi & Haryana, the Annual General Meeting of the Company for the financial year ended March 31, 2020 shall be held within such extended time, i.e. on or before December 31, 2020 and the date of AGM shall be intimated to the Exchange in due course.

However, the Company had duly disclosed the Corporate Governance Report for the F.Y. ended 31st March, 2019 in the Annual Report of F.Y. 2019-20 as per the requirements of SEBI (LODR) Regulations, 2015 which is also displayed at the website of the company and further the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee respectively were duly present in the previous Annual General Meeting of the Company held on 30-09-2019.

**Annexure III**

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	12-10-2020

