

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: M/s. RCC CEMENTS LIMITED

Quarter ending on: 31<sup>st</sup> December, 2011

| Particulars  | Clause of Listing Agreement | Compliance Status Yes/No | Remarks  |
|--|-----------------------------|--------------------------|--|
| <b>I. Board of Directors</b>                             | <b>49 I</b>                 |                          |  |
| A. Composition of Board                                  | 49(IA)                      | Yes                      |  |
| B. Non-executive Directors' Compensation and disclosures | 49(IB)                      | Yes                      | Presently, the Company is not paying any sitting fees to Non-executive Directors.  |
| C. Other provisions as to Board and Committees           | 49(IC)                      | Yes                      |  |
| D. Code of Conduct                                       | 49(ID)                      | Yes                      | The Company has prepared the Code of Conduct for all the Board members and senior management.  |
| <b>II. Audit Committee</b>                               | <b>49 II</b>                |                          |  |
| A. Qualified & Independent Audit Committee               | 49(IIA)                     | Yes                      |  |
| B. Meeting of Audit Committee                            | 49(IIB)                     | Yes                      |  |
| C. Powers of Audit Committee                             | 49(IIC)                     | Yes                      |  |
| D. Role of Audit Committee                               | 49(IID)                     | Yes                      |  |
| E. Review of Information by Audit Committee              | 49(IIE)                     | Yes                      |  |
| <b>III. Subsidiary Companies</b>                         | <b>49(III)</b>              | N.A.                     |  |
| <b>IV. Disclosures</b>                                   | <b>49(IV)</b>               |                          |  |
| A. Basis of related party transactions                   | 49(IVA)                     | N.A.                     |  |
| B. Disclosure of Accounting Treatment                    | 49(IVB)                     | Yes                      | While preparing the financial statements, the company is diligently following the Accounting Standards and has not adopted a treatment different from that |



|  |         |      |   |
|--|---------|------|---|
|  |         |      | prescribed in the Accounting Standards.   |
| C. Board Disclosures   | 49(IVC) | Yes  |   |
| D.Proceeds from public issues, rights issues, preferential issues etc. | 49(IVD) | N.A. |   |
| E. Remuneration of Directors   | 49(IVE) | Yes  |   |
| F. Management  | 49(IVF) | Yes  | The Company has been including Management Discussion and Analysis Report as part of its Annual Report.      |
| G. Shareholders  | 49(IVG) | Yes  |   |
| V. CEO/CFO Certification   | 49(V)   | Yes  |   |
| VI. Report on Corporate Governance                                     | 49(VI)  | Yes  | A separate section on Corporate Governance is being included in the Annual Report of the Company every year |
| VII. Compliance  | 49(VII) | Yes  |   |

For RCC Cements Limited

Sunil Kumar  
 Mg. Director

