

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE


Name of the Company: M/s. RCC CEMENTS LIMITED  
Quarter ending on: 31<sup>st</sup> December, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
A. Composition of Board	49(IIA)	Yes	
B. Independent Directors	49(IIB)	Yes	
C. Non-executive Directors' Compensation and disclosures	49(IIC)	Yes	Presently, the Company is not paying any sitting fees/Compensation to Non-Executive Directors.
D. Other provisions as to Board and Committees	49(IID)	Yes	
E. Code of Conduct	49(IIE)	Yes	The Company has prepared the Code of Conduct for all the Board members and senior management.
F. Whistle Blower Policy	49(IIF)	Yes	Complied
<b>III. Audit Committee</b>	<b>49 (III)</b>		
A. Qualified & Independent Audit Committee	49(IIIA)	Yes	
B. Meeting of Audit Committee	49(IIIB)	Yes	
C. Powers of Audit Committee	49(IIIC)	Yes	
D. Role of Audit Committee	49(IIID)	Yes	
E. Review of Information by Audit Committee	49(IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	<b>49(IV)</b>	Yes	



V. Subsidiary Companies	49(V)	N.A	
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transactions	49(VII)	N.A	No Related Party Transactions has been entered by the Company during the quarter under review.
VIII. Disclosures	49(VIII)		
A. Related Party Transactions	49(VIII A)	Yes	Complied
B. Disclosure of Accounting Treatment	49(VIII B)	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 Accounting Standards.
C. Remuneration of Directors	49(VIII C)	Yes	Presently, the Company is not paying any remuneration to any of its Non-Executive Directors.
D. Management	49(VIII D)	Yes	The Company has been including Management Discussion and Analysis Report as part of its Annual Report.
E. Shareholders	49(VIII E)	Yes	
F. Proceeds from public issues, rights issues, preferential issues etc.	49(VIII F)	N.A	
IX. CEO/CFO Certification	49(IX)	Yes	
X. Report on Corporate Governance	49(X)	Yes	A separate section on Corporate Governance is being included in the Annual Report of the Company every year.
XI. Compliance	49(XI)	Yes	

For RCC Cements Limited

  
Pooja Chuni  
Company Secretary

