

# RCC CEMENTS LIMITED

**CIN:L26942DL1991PLC043776**

Regd. Off: 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

Tel.: 91-11-43571044; Fax : 91-11-43571047

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

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Dated: 19.10.2024

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 30<sup>th</sup> September, 2024

Ref: BSE Scrip Code- 531825 (RCCEMEN)

Dear Sir,

Please find enclosed herewith the Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2024 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.

Thanking You.

Yours Truly,  
For RCC Cements Limited

**SACHIN**  
**GARG**

Digitally signed  
by SACHIN GARG  
Date: 2024.10.19  
20:01:52 +05'30'

Sachin Garg  
Managing Director  
DIN:03320351

Encl: As Above

<b>General information about company</b>	
Scrip code	531825
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE335N01015
Name of the entity	RCC CEMENTS LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
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
1	Mr	Sachin Garg	AJGPG9009C	03320351	Executive Director	Chairperson	MD	19-12-1979
2	Mr	Mukesh Sharma	AIEPS6913Q	00166798	Non-Executive - Independent Director	Not Applicable		13-11-1962
3	Mr	Santosh Pradhan	AMMPP2548J	00354664	Non-Executive - Independent Director	Not Applicable		02-01-1970
4	Mrs	Madhu Sharma	BSYPS5514G	06947852	Non-Executive - Non Independent Director	Not Applicable		07-01-1955
5	Mr	Pankaj Prasad	AAOPP7074P	01481240	Non-Executive - Independent Director	Not Applicable		21-07-1971

<b>I. Composition of Board of Directors</b>					
<b>Disqualification of Directors under section 164 of the Companies Act, 2013</b>					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active

I. Composition of Board of Directors													
Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		08-07-2022	30-09-2023			1	0	2	0			
2	NA		15-04-2002	30-09-2019	30-09-2024	60	2	2	0	4	Tenure Completion		
3	NA		03-05-2018	03-05-2023		60	2	2	4	0			
4	NA		31-03-2015	30-09-2024			5	4	4	2			
5	NA		30-09-2024			60	2	2	0	2			

**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. The tenure of Mr Mukesh Sharma as an Independent Director of the Company is completed at the 33rd Annual General Meeting held on 30.09.2024.

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. Mr Santosh Pradhan was reappointed as an Independent Director of the company in the AGM held on 30-09-2022 for a second term of 05 years w.e.f 03-05-2023 upto 02-05-2028.

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 30-09-2024 as per the provisions of Section 152 of the Companies Act, 2013.

Mr. Sachin Garg was initially appointed as an Additional Director & MD of the Company w.e.f. 08-07-2022 as per Section 161 & 203 of the Companies Act, 2013 to hold the office upto the conclusion of the next AGM. He was appointed as the Director & Managing Director of the Company for a period of 5 years in the AGM held on 30-09-2022. He was reappointed as a Director liable to retire by rotation in the Annual General Meeting held on 30-09-2023 as per the provisions of Section 152 of the Companies Act, 2013.

Mr. Pankaj Prasad (DIN: 01481240) appointed as a Independent Director of the Company, not liable to retire by rotation, for a term of 05 (Five) consecutive years commencing from the date of 33rd Annual General Meeting held on 30.09.2024 up to the date of the 38th (Thirty Eighth) Annual General Meeting of the Company to be held in the year 2029.

The composition of Board of Directors is in compliance with the requirements of Regulation 17(1) of SEBI(LODR) Regulations, 2015

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

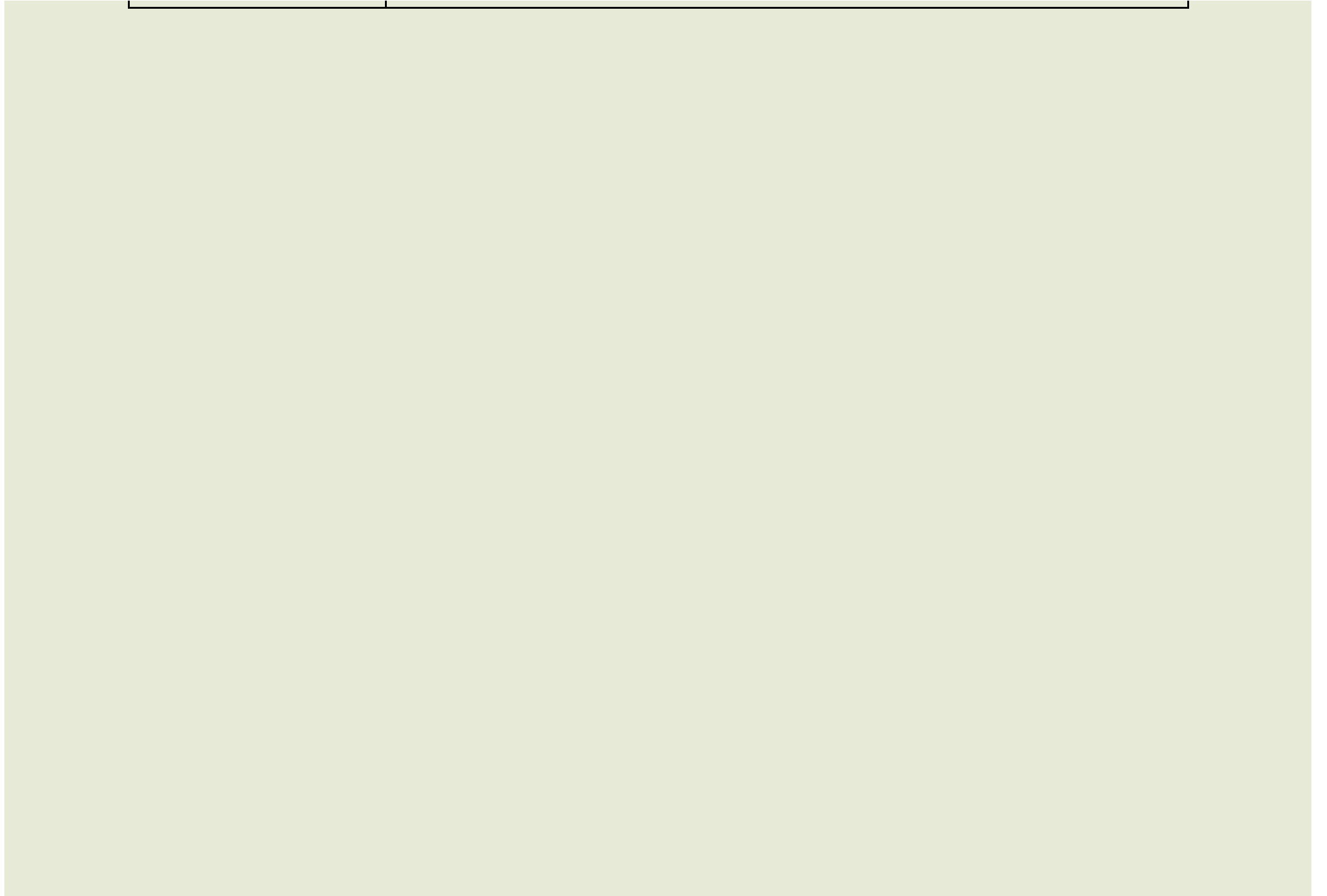
### Annexure 1 Text Block

The Board of Directors in its meeting held on Monday, 30th September, 2024 have reconstituted the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Investigation Committee pursuant to the completion of tenure of of Mr. Mukesh Sharma (DIN: 00166798) as an Independent Director of the company and appointment of Mr. Pankaj Prasad (DIN: 01481240 ) as a Non-Executive Independent Director of the Company at the 33rd Annual General Meeting of the Company. The composition of the aforesaid reconstituted Committees is as follows:

Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee
Mr. Pankaj Prasad Chairperson	Mr. Pankaj Prasad Chairperson	Mr. Pankaj Prasad Chairperson
Mr. Santosh Pradhan-Member	Mr. Santosh Pradhan-Member	Mr. Santosh Pradhan-Member
Mr. Sachin Garg -Member	Ms. Madhu Sharma -Member	Mr. Sachin Garg -Member

Textual Information(1)





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	12-11-2010	30-09-2024	
2	00354664	Santosh Pradhan	Non-Executive - Independent Director	Member	03-05-2018		
3	03320351	Sachin Garg	Executive Director	Member	08-07-2022		
4	01481240	Pankaj Prasad	Non-Executive - Independent Director	Chairperson	30-09-2024		

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	30-09-2024	
2	00354664	Santosh Pradhan	Non-Executive - Independent Director	Member	03-05-2018		
3	06947852	Madhu Sharma	Non-Executive - Non Independent Director	Member	31-03-2015		
4	01481240	Pankaj Prasad	Non-Executive - Independent Director	Chairperson	30-09-2024		

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	30-09-2024	
2	00354664	Santosh Pradhan	Non-Executive - Independent Director	Member	03-05-2018		
3	03320351	Sachin Garg	Executive Director	Member	08-07-2022		
4	01481240	Pankaj Prasad	Non-Executive - Independent Director	Chairperson	30-09-2024		

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

<b>Corporate Social Responsibility Committee</b>							
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								
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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	29-05-2024				Yes	4	4	2
2		12-08-2024	74		Yes	4	4	2
3		02-09-2024	20		Yes	4	4	2
4		30-09-2024	27		Yes	4	4	2



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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	29-05-2024				Yes	3	3	2	0
2	Audit Committee	12-08-2024	74			Yes	3	3	2	0
3	Audit Committee	31-08-2024	18			Yes	3	3	2	0
4	Nomination and remuneration committee	15-04-2024				Yes	3	3	2	0
5	Nomination and remuneration committee	31-08-2024	137			Yes	3	3	2	0
6	Stakeholders Relationship Committee	09-04-2024				Yes	3	3	2	0

## Annexure 1

### IV. Meeting of Committees

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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	07-05-2024	27			Yes	3	3	2	0
8	Stakeholders Relationship Committee	08-07-2024	61			Yes	3	3	2	0
9	Stakeholders Relationship Committee	31-08-2024	53			Yes	3	3	2	0

**Text Block**

## Textual Information(1)

1. The members present at the meeting of the Audit Committee held on 29-05-2024 , 12-08-2024 and 31-08-2024 are-

(a) Mr. Mukesh Sharma (Chairman)

(b) Mr. Sachin Garg (Member)

(c) Mr. Santosh Pradhan (Member)

2. The members present at the meetings of the Nomination and Remuneration Committee held on 15-04-2024 and 31-08-2024 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 09-04-2024 ,07-05-2024, 08-07-2024 and 31-08-2024 are-

(a) Mr. Mukesh Sharma (Chairman)

(b) Mr. Sachin Garg (Member)

(c) Mr. Santosh Pradhan (Member)

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
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	
Disclosure of notes on related party transactions			Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	At the 33rd Annual General Meeting of the Company held on September 30, 2024, the Company has obtained approval of Members for Material Related Party Transactions covered under Item No. 4 of the Notice (dated 02-09-2024) of the Annual General Meeting.

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
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 1000 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

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Shimpy Goyal
2	Designation	Company Secretary and Compliance Officer

<b>Annexure III</b>				
<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" 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)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				



**Annexure III**

<b>Annexure III</b>		
1	Name of signatory	Shimpy Goyal
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(D) Additional Information</b>			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Rajesh Kumar		
Designation	CFO		
Place	New Delhi		
Date	19-10-2024		

<b>Details of Cyber security incidence</b>		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

<b>Signatory Details</b>	
Name of signatory	Shimpy Goyal
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	19-10-2024

