

RCC CEMENTS LIMITED

CIN:L26942DL1991PLC043776

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

Tel.: 91-11-43571042; Fax : 91-11-43571047

Email: rccementlimited@gmail.com ; Website: www.rccements.com

Dated: 13/04/2018

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 31st March, 2018

Ref : BSE - Scrip Code – 531825 (RCCEMEN)

Dear Sir,

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended 31st March, 2018 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


Dimple Singh
Company Secretary



Encl: As Above

MSEI Symbol	
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	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Not Applicable

A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "RCC CEMENTS LIMITED" around the perimeter and "RCC CEMENTS LIMITED" in the center.

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)			
Is there any change in information of board of directors compare to previous quarter												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 appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SUNIL KUMAR	AHDPK4400C	00175301	Executive Director	Chairperson	MD	07-05-2015			1	2	0		
2	Mr	MUKESH SHARMA	AIEPS6913Q	00166798	Non-Executive - Independent Director	Not Applicable		30-09-2014		60	1	0	2		
3	Mrs	MADHU SHARMA	BSYPS5514G	06947852	Non-Executive - Non Independent Director	Not Applicable		30-09-2015			5	3	2		
4	Mr	KISHORE BHATIA	ACTPB1831B	00162190	Non-Executive - Independent Director	Not Applicable		30-09-2014	06-02-2018	60	1	2	0		

The image shows a handwritten signature in blue ink over a circular purple stamp. The stamp contains the text 'RCE CEMENTS LIMITED' around the perimeter and 'RCE' in the center. The signature is written in a cursive style.

Text Block

Textual Information(1)

During the quarter under review, there was a demise of Mr. Kishore Bhatia, Independent Director of the Company on 06-02-2018. Hence his office of Director stands vacated w.e.f. 06-02-2018.

The Board is in the process of filling the intermittent vacancy arised due to the sudden demise of Mr. Kishore Bhatia and shall fill the same soon.



Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	Textual Information(1)
Is there any change in information of committees compare to previous quarter	No



A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "RCC CEMENT'S LIMITED" around the top edge and "1998" at the bottom. The signature is stylized and partially overlaps the stamp.

Annexure 1 Text Block

Textual Information(1)

During the quarter under review, there was a demise of Mr. Kishore Bhatia, Independent Director of the Company on 06-02-2018. Hence his office of Director stands vacated w.e.f. 06-02-2018.

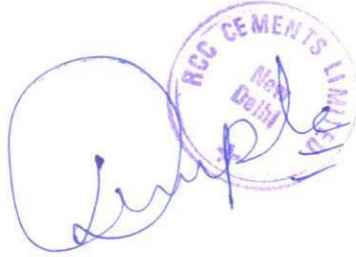
The Board is in the process of filling the intermittent vacancy arised due to the sudden demise of Mr. Kishore Bhatia and shall fill the same soon.



A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "RCC CEMENTS LIMITED" around the top edge, "New Delhi" in the center, and a small star at the bottom. The signature is cursive and appears to be "Kishore Bhatia".

Audit Committee Details

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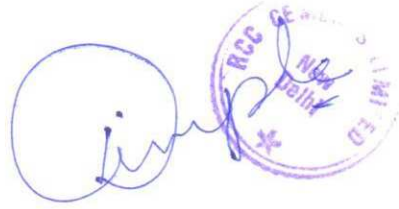


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Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

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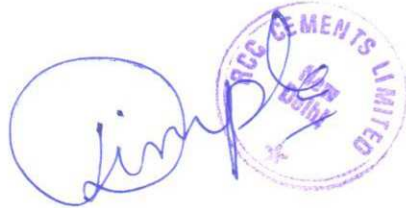
Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



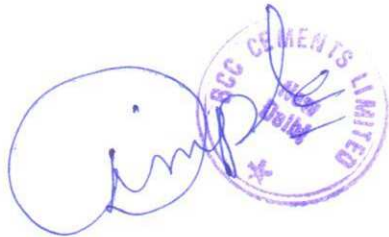
A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "RCC" and "1/1/11" along with a star symbol. The signature is cursive and appears to be "R. S. Srinivasan".

Risk Management Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
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Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "BCC CEMENTS LIMITED" around the perimeter and a small star symbol at the bottom. The signature is cursive and appears to be "Rajesh Kumar".

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



A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "BCC CEMENTS LIMITED" around the perimeter and a star symbol at the bottom. The signature is stylized and partially overlaps the stamp.

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)
1	14-12-2017		
2		27-01-2018	43
3		14-02-2018	17



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Text Block

Textual Information(1)

On 27-01-2018, there was a separate meeting of Independent Directors also.



A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "BCC CEMENTS LIMITED" around the perimeter and a star symbol at the bottom. The signature is cursive and partially overlaps the stamp.

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	Name of other committee
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)		
1	Audit Committee		Yes	3	14-12-2017			
2	Audit Committee	14-02-2018	Yes	2		61		
3	Nomination and remuneration committee	27-01-2018	Yes	2				
4	Nomination and remuneration committee	14-02-2018	Yes	2		17		
5	Stakeholders Relationship Committee		Yes	2	12-10-2017			
6	Stakeholders Relationship Committee	10-01-2018	Yes	2		89		

Text Block

Textual Information(1)

During the quarter under review, there was a demise of Mr. Kishore Bhatia, Independent Director of the Company on 06-02-2018. Hence his office of Director stands vacated w.e.f. 06-02-2018.

The Board is in the process of filling the intermittent vacancy arised due to the sudden demise of Mr. Kishore Bhatia and shall fill the same soon.



A handwritten signature in blue ink, appearing to read 'Jimple', is written over a circular purple stamp. The stamp contains the text 'RCC CEMENTS LIMITED' around the perimeter and a central logo featuring a stylized figure or symbol.

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	NA	
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 100 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



The image shows a handwritten signature in blue ink over a circular purple stamp. The stamp contains the text "THE CEMENTS LIMITED" around the perimeter and "2015" at the bottom. The signature is written in a cursive style.

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	DIMPLE SINGH
2	Designation	Company Secretary



A handwritten signature in blue ink, appearing to read 'Dimple Singh', is written over a circular purple stamp. The stamp contains the text 'BCC CEMENTS LIMITED' around the perimeter and 'NEW DELHI' in the center, with a small asterisk below the name.

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.rcccements.com/about.html
2	Terms and conditions of appointment of independent directors	Yes		http://www.rcccements.com/investor.html
3	Composition of various committees of board of directors	Yes		http://www.rcccements.com/about.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.rcccements.com/investor.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.rcccements.com/policy.html
6	Criteria of making payments to non-executive directors	Yes		http://www.rcccements.com/policy.html
7	Policy on dealing with related party transactions	Yes		http://www.rcccements.com/policy.html
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.rcccements.com/policy.html



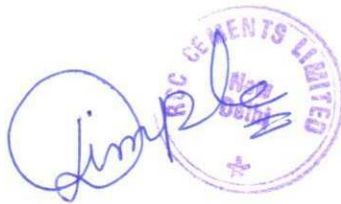
 RCC CEMENTS LIMITED

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.rccements.com/investor.html
11	email address for grievance redressal and other relevant details	Yes		http://www.rccements.com/investor.html
12	Financial results	Yes		http://www.rccements.com/investor.html
13	Shareholding pattern	Yes		http://www.rccements.com/investor.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		


A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "RCC CEMENTS LIMITED" around the perimeter and a star symbol at the bottom. The signature appears to be "J. Singh".

Annexure II

II. Annual Affirmations

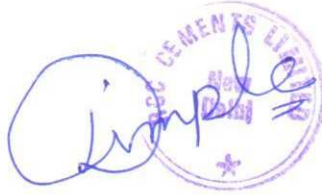
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	




Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	



 The stamp is circular with a purple border and contains the text "CEMENT'S LIMITED" around the top edge. In the center of the stamp, there is a star symbol and some illegible text. The signature is written in blue ink over the stamp.

Annexure II

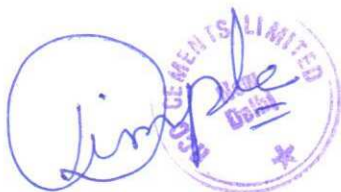
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided			Textual Information(1)	



Text Block

Textual Information(1)

At present the Company is not paying any Fees/compensation to its Non Executive Directors. The company will take the prior approval of shareholders before paying any such Fees/compensation to its Non Executive Director.



A handwritten signature in blue ink, appearing to read "Jimpale", is written over a circular purple stamp. The stamp contains the text "JIMPALE CEMENTS LIMITED" around the top edge, "Jimpale" in the center, and "03/11/2011" at the bottom. There are also two small star-like symbols at the bottom of the stamp.

Annexure II

1	Name of signatory	
2	Designation	

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	



A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text 'SCEMENTS LIMITED' around the perimeter and a small star symbol at the bottom. The signature is cursive and appears to be 'S. R. ...'.

Annexure II		
1	Name of signatory	DIMPLE SINGH
2	Designation	Company Secretary

