

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

Dated: 11/04/2019

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 and year ended on 31st March, 2019

Ref : BSE - Scrip Code - 531825 (RCCEMEN)

Dear Sir,

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter and year ended on 31st March,2019 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

Sunil Kumar



Sunil Kumar
Managing Director

Encl: As Above

General information about company	
Scrip code	531825
NSE Symbol	
MSEI Symbol	
ISIN	INE335N01015
Name of the entity	RCC CEMENTS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable



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

Wether the listed entity has a Regular Chairperson No

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	MUKESH SHARMA	AIEPS6913Q	00166798	Non-Executive - Independent Director	Not Applicable		30-09-2014		60	1	0	2		
2	Mr	SUNIL KUMAR	AHDPK4400C	00175301	Executive Director	Chairperson	MD	07-05-2015			1	2	0		
3	Mr	SANTOSH PRADHAN	AMMPP2548J	00354664	Non-Executive - Independent Director	Not Applicable		03-05-2018		60	1	2	0		
4	Mrs	MADHU SHARMA	BSYPS5514G	06947852	Non-Executive - Non Independent Director	Not Applicable		31-03-2015			5	3	3		Textual Information(2)



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



Annexure 1 Text Block	
Textual Information(1)	<p>Please note that during the quarter under review, there was no change in the composition of any of the committees compared to the previous quarter. However for the purpose of validating the sheet we have to fill in the details of composition of committees and the date of appointments.</p> <p>It is to be further noted that although the company does not fall under the ambit of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 and Schedule VII, yet for the purpose of validating the sheet, we have selected 'No' for the Corporate Social Responsibility Committee to have a regular Chairperson and further the provisions of the constitution of Risk Management Committee are also Not Applicable to the company.</p>



Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
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	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
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						Date of Appointment	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors				



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						No	
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
1	13-11-2018			
2		13-02-2019	91	
3		28-03-2019	42	



Text Block	
Textual Information(1)	On 28-03-2019, a separate meeting of Independent Directors of the company was also duly held wherein all the Independent Directors of the company were present.



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 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)	Name of other committee	Reason for not providing date
1	Audit Committee		Yes	3	13-11-2018			The details of the meeting filed herein belongs to the previous quarter ending 31.12.2018.
2	Audit Committee	13-02-2019	Yes	3		91		The details of the meeting filed herein belongs to the current quarter ending 31.03.2019.
3	Stakeholders Relationship Committee		Yes	3	17-10-2018			The details of the meeting filed herein belongs to the previous quarter ending 31.12.2018
4	Stakeholders Relationship Committee	16-01-2019	Yes	3		90		The details of the meeting filed herein belongs to the current quarter ending 31.03.2019.
5	Nomination and remuneration committee	28-03-2019	Yes	3				No meeting of Nomination and Remuneration Committee was held during the quarter ending 31.12.2018



Text Block	
Textual Information(1)	<p>1. The members present at the meetings of the Audit Committee held on 13-11-2018 and 13-02-2019 are:</p> <ul style="list-style-type: none">(a) Mr. Mukesh Sharma (Chairman)(b) Mr. Sunil Kumar(Member)(c) Mr.Santosh Pradhan (Member) <p>2.The members present at the meetings of the Stakeholders Relationship Committee held on 17-10-2018 and 16-01-2019 are:</p> <ul style="list-style-type: none">(a)Mr. Mukesh Sharma (Chairman)(b)Mr. Sunil Kumar (Member)(c)Mr. Santosh Pradhan (Member) <p>3.The members present at the meetings of the Nomination and Remuneration Committee held on 28-03-2019 are:</p> <ul style="list-style-type: none">(a)Mukesh Sharma (Chairman)(b)Santosh Pradhan(Member)(c) Madhu Sharma (Member)



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	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 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



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



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.rccements.com/about.html
2	Terms and conditions of appointment of independent directors	Yes		http://www.rccements.com/investor.html
3	Composition of various committees of board of directors	Yes		http://www.rccements.com/about.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.rccements.com/investor.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.rccements.com/investor.html
6	Criteria of making payments to non-executive directors	Yes		http://www.rccements.com/investor.html
7	Policy on dealing with related party transactions	Yes		http://www.rccements.com/investor.html
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.rccements.com/investor.html http://www.rccements.com/investor.html



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

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.rcccements.com/investor.html
11	email address for grievance redressal and other relevant details	Yes		http://www.rcccements.com/investor.html
12	Financial results	Yes		http://www.rcccements.com/investor.html
13	Shareholding pattern	Yes		http://www.rcccements.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	Yes		http://www.rcccements.com/about.html



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)	Yes	
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)	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.
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 - Add Notes			



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



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	



Annexure II

1	Name of signatory	DIMPLE SINGH
2	Designation	Company Secretary and Compliance Officer



Signatory Details	
Name of signatory	DIMPLE SINGH
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	11-04-2019

