

# RCC CEMENTS LIMITED

**CIN:L26942DL1991PLC043776**

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

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**Dated: 19.04.2022**

**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 31<sup>ST</sup> March 2022**

**Ref: BSE Scrip Code- 531825 (RCCEMEN)**

**Dear Sir,**

Please find enclosed herewith the Corporate Governance Report for the quarter ended 31<sup>ST</sup> March 2022 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**



Vatika Jain  
Company Secretary

General information about company	
Scrp code	531825
NSE Symbol	N.A.
MSEI Symbol	N.A.
ISIN	INE335N01015
Name of the entity	BCC CEMENTS LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
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																				
Whether Chairperson is related to MD or CEO																				
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	Whether special resolution passed (Refer Reg. 171(A) 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 (Refer Regulation 17(A) 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 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	AHD9K400C	0017301	Executive Director	Chairperson	MD	05-06-1962	NA		23-03-2001	30-09-2021			1	0	2	0		
2	Mr	MUKESH SHARMA	AHEP56913Q	00166798	Non-Executive - Independent Director	Not Applicable		13-11-1962	NA		15-04-2002	30-09-2019		60	1	1	0	2		
3	Mr	SANTOSH PRADHAN	AMMP92540C	00354664	Non-Executive - Independent Director	Not Applicable		02-01-1970	NA		03-05-2018	29-09-2018		60	2	2	2	0		
4	Ms	MADHU SHARMA	BSYP55514G	06947852	Non-Executive - Non-Independent Director	Not Applicable		07-01-1955	NA		31-03-2015	30-12-2020			6	5	5	3		

Text Block	
Textual Information(1)	<p>Mr. Sunil Kumar was initially appointed as an Additional Director of the Company w.e.f. 23-03-2001 as per Companies Act, 1956. His term of office as a Director was regularised in the AGM held in 2001 and he was also reappointed as the Managing Director of the Company as per Section 203 of the Companies Act, 2013, for a period of 5 years in the AGM held on 30-09-2015 w.e.f. 07-05-2015. Mr. Sunil Kumar is reappointed as a MD of the Company for a period of 5 years w.e.f. 07-05-2020 in the AGM held on 30-09-2019. He was further reappointed as a Director liable to retire by rotation in the Annual General Meeting held on 30-09-2021 as per the provisions of Section 152 of the Companies Act, 2013.</p> <p>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.</p> <p>Ms. 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.</p> <p>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 30-12-2020 as per the provisions of Section 152 of the Companies Act, 2013.</p>

Annexure I	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Textual Information(1)	
<p><b>Annexure I Text Block</b></p> <p>1. The members present at the meeting of the Audit Committee held on 13-08-2021, 30-08-2021 &amp; 12-11-2021 are-</p> <p>(a) Mr. Mukesh Sharma (Chairman)</p> <p>(b) Mr. Sunil Kumar (Member)</p> <p>(c) Mr. Santosh Pradhan (Member)</p> <p>2. The members present at the meetings of the Nomination and Remuneration Committee held on 30-08-2021 are-</p> <p>(a) Mr. Mukesh Sharma (Chairman)</p> <p>(b) Mr. Santosh Pradhan (Member)</p> <p>(c) Ms. Madhu Sharma (Member)</p> <p>3. The members present at the meetings of the Stakeholders Relationship Committee held on 08-07-2021, 30-08-2021 &amp; 08-10-2021 are-</p> <p>(a) Mr. Mukesh Sharma (Chairman)</p> <p>(b) Mr. Sunil Kumar (Member)</p> <p>(c) Mr. Santosh Pradhan (Member)</p>	

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	15-04-2002		
2	0017301	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
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		
2	00354664	SANTOSH PRADHAN	Non-Executive - Independent Director	Member	03-05-2018		
3	0017301	SUNIL KUMAR	Executive Director	Member	15-04-2002		

Risk Management Committee							
Whether the Risk Management 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

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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

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

Annexure I							
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	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No of Independent Directors attending the meeting*
1	12-11-2021		76		Yes	4	2
2		28-01-2022	76		Yes	4	2
3		31-03-2022	61		Yes	4	2

Text Block	
Textual Information(1)	A SEPARATE MEETING OF INDEPENDENT DIRECTORS WAS HELD ON 31.03.2022.WHEREIN ALL THE INDEPENDENT DIRECTORS WERE PRESENT.

Annexure I								
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)	Number of Directors present* (All directors including Independent Director)	No of Independent Directors attending the meeting*
1	Audit Committee	12-11-2021				Yes	3	2
2	Audit Committee	28-01-2022	76			Yes	3	2
3	Audit Committee	31-03-2022				Yes	3	2
4	Nomination and remuneration committee	31-03-2022				Yes	3	2
5	Stakeholders Relationship Committee	08-10-2021				Yes	3	2
6	Stakeholders Relationship Committee	11-01-2022				Yes	3	2

Annexure I							
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 I							
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 500 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 I		
Sr	Subject	Compliance status
1	Name of signatory	VATIKA JAIN
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				Textual Information(1)
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		https://www.rccements.com/about.html
2	Terms and conditions of appointment of independent directors	Yes		https://www.rccements.com/investor.html
3	Composition of various committees of board of directors	Yes		https://www.rccements.com/about.html
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.rccements.com/investor.html
5	Details of establishment of vigil mechanisms/ Whistle Blower policy	Yes		https://www.rccements.com/policy.html
6	Criteria of making payments to non-executive directors	Yes		https://www.rccements.com/policy.html
7	Policy on dealing with related party transactions	Yes		https://www.rccements.com/policy.html
8	Policy for determining related party subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.rccements.com/policy.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		https://www.rccements.com/investor.html
11	email address for grievance redressal and other relevant details	Yes		https://www.rccements.com/investor.html
12	Financial results	Yes		https://www.rccements.com/investor.html
13	Shareholding pattern	Yes		https://www.rccements.com/investor.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Adviser's as per regulation 47 (1)	Yes		https://www.rccements.com/investor.html
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.rccements.com/index.html
21	Materiality Policy as per Regulation 30	Yes		https://www.rccements.com/investor.html
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.rccements.com/index.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 independence and/or eligibility	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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	VATIKA JAIN
2	Designation	Company Secretary and Compliance Officer

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

Annexure II		
1	Name of signatory	VATIKA JAIN
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)