

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

Dated: 17.04.2023

**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, 2023

Ref: BSE Scrip Code- 531825 (RCCEMEN)

Dear Sir,

Please find enclosed herewith the Corporate Governance Report for the quarter ended 31st March, 2023 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**

SHIMPY GOYAL Digitally signed by SHIMPY
GOYAL
Date: 2023.04.17 17:29:10 +05'30'

**Shimpy Goyal
Company Secretary
M.No. A40702**

Encl: As Above

General information about company	
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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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)					
the listed entity has a Regular Chairperson				No															
Whether Chairperson is related to MD or CEO				Yes	Disqualification of Directors under section 164 of the Companies Act, 2013														
DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 (Refer Regulation 17A(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 Chairperson in Audit Stakeholder Committee held in listed entity including this listed entity (Refer Regulation 26(1) of Listing Regulations)
03320351	Executive Director	Chairperson	MD	19-12-1979	No				Active	NA		08-07-2022	30-09-2022			1	0	2	0
00166798	Non-Executive - Independent Director	Not Applicable		13-11-1962	No				Active	NA		15-04-2002	30-09-2019		60	1	1	0	2
00354664	Non-Executive - Independent Director	Not Applicable		02-01-1970	No				Active	NA		03-05-2018			60	2	2	2	0
06947852	Non-Executive - Non Independent Director	Not Applicable		07-01-1955	No				Active	NA		31-03-2015	30-09-2022			6	5	5	3

Text Block	
Textual Information(1)	<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 and his office as a Director was regularised in the AGM held in the year 2002. 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>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. His appointment as an Independent Director of the Company for a period of 5 years (60 Months) was approved by the shareholders 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.</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 30-09-2022 as per the provisions of Section 152 of the Companies Act, 2013.</p> <p>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 an the Director & Managing Director of the Company for a period of 5 years in the AGM held on 30-09-2022.</p> <p>The composition of Board of Directors is in compliance with the requirements of Regulation 17(1) of SEBI(LODR) Regulations, 2015</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	12-11-2010		
2	00354664	Santosh Pradhan	Non-Executive - Independent Director	Member	03-05-2018		
3	03320351	Sachin Garg	Executive Director	Member	08-07-2022		

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	00354664	Santosh Pradhan	Non-Executive - Independent Director	Member	03-05-2018		
3	06947852	Madhu Sharma	Non-Executive - Non Independent Director	Member	31-03-2015		

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	03320351	Sachin Garg	Executive Director	Member	08-07-2022		

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

Corporate Social Responsibility Committee							
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							Textual Information(1)	No. of Independent Directors attending the meeting*
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)	
1	14-11-2022				Yes	4	4	2
2		02-02-2023	79		Yes	4	4	2
3		31-03-2023	56		Yes	4	4	2

Text Block	
Textual Information(1)	A SEPERATE MEETING OF INDEPENDENT DIRECTORS WAS HELD ON 30.03.2023 WHEREIN ALL THE INDEPENDENT DIRECTORS 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 (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	14-11-2022				Yes	3	3	2	0
2	Audit Committee	02-02-2023	79			Yes	3	3	2	0
3	Nomination and remuneration committee	30-03-2023	55			Yes	3	3	2	0
4	Stakeholders Relationship Committee	10-10-2022				Yes	3	3	2	0
5	Stakeholders Relationship Committee	11-01-2023	92			Yes	3	3	2	0

Text Block	
Textual Information(1)	<p>1. The members present at the meeting of the Audit Committee held on 14-11-2022 & 02-02-2023 are-</p> <ul style="list-style-type: none">(a) Mr. Mukesh Sharma (Chairman)(b) Mr. Sachin Garg (Member)(c) Mr. Santosh Pradhan (Member) <p>2. The members present at the meetings of the Nomination and Remuneration Committee held on 30-03-2023 are-</p> <ul style="list-style-type: none">(a) Mr. Mukesh Sharma (Chairman)(b) Mr. Santosh Pradhan (Member)(c) Ms. Madhu Sharma (Member) <p>3. The members present at the meetings of the Stakeholders Relationship Committee held on 11-01-2023 & 10-10-2022 are-</p> <ul style="list-style-type: none">(a) Mr. Mukesh Sharma (Chairman)(b) Mr. Sachin Garg (Member)(c) Mr. Santosh Pradhan (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 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

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	SHIMPY GOYAL
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		https://www.rcccements.com/about.html
2	Terms and conditions of appointment of independent directors	Yes		https://www.rcccements.com/investor.html
3	Composition of various committees of board of directors	Yes		https://www.rcccements.com/about.html
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.rcccements.com/investor.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.rcccements.com/policy.html
6	Criteria of making payments to non-executive directors	Yes		https://www.rcccements.com/policy.html
7	Policy on dealing with related party transactions	Yes		https://www.rcccements.com/policy.html
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://rcccements.com/dfpid.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.rcccements.com/investor.html
11	email address for grievance redressal and other relevant details	Yes		https://www.rcccements.com/investor.html
12	Financial results	Yes		https://www.rcccements.com/investor.html
13	Shareholding pattern	Yes		https://www.rcccements.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 institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.rcccements.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://rcccements.com/investor.html
21	Materiality Policy as per Regulation 30	Yes		https://rcccements.com/policy.html
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.rcccements.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 specified criteria 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	Shimpy Goyal
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	Shimpy Goyal
2	Designation	Company Secretary and Compliance Officer

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

Text Block	
Textual Information(1)	The company has not given any loan or other form of debt, any guarantee/comfort letter or any security either directly or indirectly in connection with loan availed, if any, by any of the persons mentioned herein

Signatory Details	
Name of signatory	SHIMPY GOYAL
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	17-04-2023

