

# RCC CEMENTS LIMITED

CIN:L26942DL1991PLC043776

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Dated: 09/07/2019

To,

The Manager (Listing),  
Bombay Stock Exchange Limited,  
1<sup>st</sup> Floor, P. J. Towers,  
Dalal Street, Mumbai - 400001

**Subject: Submission of Corporate Governance Report for the quarter ended 30th June, 2019**

Ref : BSE - Scrip Code - 531825 (RCCEMEN)

Dear Sir,

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended **30<sup>th</sup> June, 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  
DIN: 00175301



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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	30-06-2019
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		
Name of Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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 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
UKESH IARMA	AIEPS6913Q	00166798	Non-Executive - Independent Director	Not Applicable		13-11-1962	15-04-2002	30-09-2014		60	1	1	0	2	
NIL	AHDPK4400C	00175301	Executive Director	Chairperson	MD	05-06-1962	23-03-2001	07-05-2015			1	0	2	0	
JNTOSH ADHAN	AMMPP2548J	00354664	Non-Executive - Independent Director	Not Applicable		02-01-1970	03-05-2018	29-09-2018		60	1	1	2	0	
ADHU IARMA	BSYPS5514G	06947852	Non-Executive - Independent Director	Not Applicable		07-01-1959	31-03-2015	29-09-2018			5	4	3	3	



<b>Text Block</b>	
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. He was appointed as an Independent Director of the Company w.e.f. 30-09-2014 for a period of 5 years in the AGM held on 30-09-2014.</p> <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.</p> <p>Mr. Sunil Kumar is appointed as a Chairperson at the respective Board Meetings and he is also the MD of the Company.</p> <p>Mr. Santosh Pradhan was initially appointed as an Additional 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 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 29-09-2018 as per the provisions of Section 152 of the Companies Act, 2013.</p>
Textual Information(2)	<p>MS. MADHU SHARMA</p> <p>DATE OF APPOINTMENT IN CURRENT TERM- 30.09.2015 (Regularisation as a Director liable to retire by rotation in the AGM held on 30-09-2015)</p> <p>ORIGINAL DATE OF APPOINTMENT - 31-03-2015 (Appointed as an Additional Director)</p>



**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory Textual Information(1)



**Annexure 1 Text Block**

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.

Textual Information(1)

Further, 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.



Audit Committee Details							
Sr	DIN Number	Name of Committee members	Whether the Audit Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			
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						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	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								
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Whether the Stakeholders Relationship Committee has a Regular Chairperson		Date of Cessation	Remarks
					Yes	Date of Appointment		
1	00166798	MUKESH SHARMA	Non-Executive - Independent Director	Chairperson		Yes	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							
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	No		Date of Cessation	Remarks
					Date of Appointment			



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



## Annexure I

## Annexure I

## III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory		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*	No. of Independent Directors attending the meeting*
Date(s) of meeting (if any) in the previous quarter							
1	13-02-2019				Yes		
2	28-03-2019		42		Yes		
3		26-04-2019	28		Yes	4	2
4		29-05-2019	32		Yes	4	2



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)	Textual Information(1)		
							No. of Independent Directors attending the meeting*	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	13-02-2019			N.A	Yes	3	2	
2	Audit Committee	29-05-2019	104			Yes	3	2	
3	Nomination and remuneration committee	28-03-2019			No meeting of the Nomination and Remuneration Committee was held during the quarter under review.	Yes	3	2	
4	Stakeholders Relationship Committee	16-01-2019			N.A	Yes	3	2	
5	Stakeholders Relationship Committee	15-04-2019	88			Yes	3	2	



<b>Text Block</b>	
Textual Information(1)	<p>1. The members present at the meetings of the Audit Committee held on 29-05-2019 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 Stakeholders Relationship Committee held on 15-04-2019 are-</p> <p>(a)Mr. Mukesh Sharma (Chairman)</p> <p>(b)Mr. Sunil Kumar (Member)</p> <p>(c)Mr. Santosh Pradhan (Member)</p>



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 I**

Sr	Subject	Compliance status
1	Name of signatory	SUNIL KUMAR
2	Designation	Managing Director



**Signatory Details**

Name of signatory	SUNIL KUMAR
Designation of person	Managing Director
Place	NEW DELHI
Date	09-07-2019

