

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

Dated: 12/10/2018

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 and half year ended 30th September, 2018

Ref : BSE - Scrip Code – 531825 (RCCEMEN)

Dear Sir,

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter and half year ended 30th September 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

| 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 | 01-04-2018 |
| Date of end of financial year | 31-03-2019 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2018 |
| 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 | |
| Is there any change in information of board of directors compare to previous quarter | No |



| Annexure 1 | |
|------------------------------------------------------------------------------|----|
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | |
| Is there any change in information of committees compare to previous quarter | No |



| Audit Committee Details | | | | | |
|-------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |



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



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



| Risk Management Committee | | | | | |
|---------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |



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



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| 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 | | | |
|------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|
| 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 | 03-05-2018 | | |
| 2 | 28-05-2018 | | 24 |
| 3 | | 10-08-2018 | 73 |
| 4 | | 01-09-2018 | 21 |



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| 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 |
| 1 | Audit Committee | | Yes | 3 | 28-05-2018 | | |
| 2 | Audit Committee | 10-08-2018 | Yes | 3 | | 73 | |
| 3 | Audit Committee | 01-09-2018 | Yes | 3 | | 21 | |
| 4 | Nomination and remuneration committee | | Yes | 2 | 03-05-2018 | | |
| 5 | Stakeholders Relationship Committee | | Yes | 2 | 13-04-2018 | | |
| 6 | Stakeholders Relationship Committee | 14-07-2018 | Yes | 3 | | 91 | |

| Annexure 1 | | | | | | | |
|---------------------------|-------------------------------------|-------------------------------------------------------------|--------------------------------------------|---------------------------|-------------------------------------------------------------|----------------------------------------------------------------------|-------------------------|
| IV. Meeting of Committees | | | | | | | |
| 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 |
| 7 | Stakeholders Relationship Committee | 21-09-2018 | Yes | 3 | | 68 | |



| Text Block | |
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| Textual Information(1) | <p>1. The members present at the meetings of the Audit Committee held on 28/05/2018, 10/08/2018 and 01/09/2018 are:</p> <ul style="list-style-type: none">(a) Mr. Mukesh Sharma (Chairman)(b) Mr. Sunil Kumar (Member)(c) Mr. Santosh Pradhan <p>3. The members present at the meetings of the Nomination and Relationship Committee held on 03/05/2018 are:</p> <ul style="list-style-type: none">(a) Mr. Mukesh Sharma (Chairman)(b) Mr. Madhu Sharma (Member) <p>4. The members present at the meeting of the Stakeholders Relationship held on 13/04/2018 are:</p> <ul style="list-style-type: none">(a) Mr. Mukesh Sharma (Chairman)(b) Mr. Sunil Kumar (Member) <p>5. The members present at the meetings of the Stakeholders Relationship held on 14/07/2018 and 21/08/2018 are:</p> <ul style="list-style-type: none">a) Mr. Mukesh Sharma (Chairman)(b) Mr. Sunil Kumar (Member)(c) Mr. Santosh Pradhan |



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 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 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 | MS.DIMPLE SINGH |
| 2 | Designation | Company Secretary and Compliance Office |

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| Annexure III | | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------|----------------------------------------------------------------|
| Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year | | | | |
| I. Affirmations | | | | |
| Sr | Broad heading | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |



| Annexure III | | |
|--------------|-------------------|-----------------------------------------|
| 1 | Name of signatory | Ms. DIMPLE SINGH |
| 2 | Designation | Company Secretary and Compliance Office |



A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "RCC CEMENT LIMITED" around the top edge and "NEW DELHI" in the center, with a small star at the bottom. The signature is cursive and appears to be "Dimple Singh".

| Signatory Details | |
|-----------------------|-----------------------------------------|
| Name of signatory | MS. DIMPLE SINGH |
| Designation of person | Company Secretary and Compliance Office |
| Place | NEW DELHI |
| Date | 12-10-2018 |

