

RCC CEMENTS LIMITED

CIN:L26942DL1991PLC043776

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

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Dated: 20.01.2023

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 December, 2022

Ref: BSE Scrip Code- 531825 (RCCEMEN)

Dear Sir,

Please find enclosed herewith the Corporate Governance Report for the quarter ended 31st December, 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

SHIMPY GOYAL Digitally signed by SHIMPY GOYAL
Date: 2023.01.20 12:40:48 +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	Quarterly
Date of Report	31-12-2022
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)					
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								
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)	No. of Independent Directors attending the meeting*
1	08-07-2022				Yes	3	3	2
2	12-08-2022		34		Yes	4	4	2
3	25-08-2022		12		Yes	4	4	2
4		14-11-2022	80		Yes	4	4	2

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	02-07-2022				Yes	3	3	2	0
2	Audit Committee	12-08-2022				Yes	3	3	2	0
3	Audit Committee	25-08-2022	12			Yes	3	3	2	0
4	Audit Committee	14-11-2022				Yes	3	3	2	0
5	Nomination and remuneration committee	08-07-2022				Yes	3	3	2	0
6	Nomination and remuneration committee	25-08-2022				Yes	3	3	2	0

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)	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)
7	Stakeholders Relationship Committee	02-07-2022				Yes	3	3	2	0
8	Stakeholders Relationship Committee	25-08-2022	53			Yes	3	3	2	0
9	Stakeholders Relationship Committee	10-10-2022				Yes	3	3	2	0

Text Block	
Textual Information(1)	<p>Mr. Sunil Kumar, Managing Director of the company resigned w.e.f 04/07/2022 and Mr. Sachin Garg was appointed as the Director of the Company w.e.f 08/07/2022 and Audit Committee & Stakeholders Relationship Committee was reconstituted by the Board of Directors in its meeting held on 08/07/2022.</p> <p>1. The members present at the meeting of the Audit Committee held on 02-07-2022 are-</p> <p>(a) Mr. Mukesh Sharma (Chairman)</p> <p>(b) Mr. Sunil Kumar (Member)</p> <p>(c) Mr. Santosh Pradhan (Member)</p> <p>The members present at the meeting of the Audit Committee held on 12-08-2022 and 25-08-2022 & 14-11-2022 are-</p> <p>(a) Mr. Mukesh Sharma (Chairman)</p> <p>(b) Mr. Sachin Garg (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 08-07-2022 & 25-08-2022 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 02-07-2022 are-</p> <p>(a) Mr. Mukesh Sharma (Chairman)</p> <p>(b) Mr. Sunil Kumar (Member)</p> <p>(c) Mr. Santosh Pradhan (Member)</p> <p>The members present at the meetings of the Stakeholders Relationship Committee held on 25-08-2022 & 10-10-2022 are-</p> <p>(a) Mr. Mukesh Sharma (Chairman)</p> <p>(b) Mr. Sachin Garg (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 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

Signatory Details	
Name of signatory	SHIMPY GOYAL
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	19-01-2023

