

## CORPORATE GOVERNANCE REPORT

1. Name of the Listed Entity: M/s. RCC Cements Limited  
 2. Quarter Ended: 31st December, 2015

## I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>a</sup>	Date of Appointment in the current term / cessation	Tenure*	No. of Director ship in listed entities including this listed entity (Refer Regulation 25(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 posts of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sunil Kumar	AHDPK4400C & 00175301	Executive / Non-Independent Director	Date of Appointment in current term: 07.05.2015; Original Date of Appointment: 23.03.2001	N.A	1	Audit Committee-1 Stakeholder Committee-1	Audit Committee-Nil Stakeholder Committee-Nil
Mr.	Mukesh Sharma	AIEPS6913Q & 00166798	Non- Executive / Independent Director	Date of Appointment in current term: 30.09.2014; Original Date of Appointment: 15.04.2002	5 years From 30th September, 2014 to 29th September, 2019	1	Audit Committee-Nil Stakeholder Committee-Nil	Audit Committee-1 Stakeholder Committee-1
Mr.	Kishore Bhatia	ACTPB1831B & 00162190	Non- Executive /Independent Director	Date of Appointment in current term: 30.09.2014; Original Date of Appointment: 15.04.2002	5 years From 30th September, 2014 to 29th September, 2019	1	Audit Committee-1 Stakeholder Committee-1	Audit Committee-Nil Stakeholder Committee-Nil



Ms.	Madhu Sharma	BSYPS5514G & 06947852	Non- Executive /Non- Independent Director	Date of Appointment in current term: 30.09.2015; Original Date of Appointment: 31.03.2015	N.A.	6	Audit Committee-Nil Stakeholder Committee-1	Audit Committee-1 Stakeholder Committee-1
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<sup>§</sup> Pan Number of any Director would not be displayed on the website of Stock Exchange.

<sup>&</sup> Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating then with hypen.

<sup>\*</sup> To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

## II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee Members	Category (Chairperson /Executive / Non-Executive / Independent /Nominee) <sup>&amp;</sup>
1. Audit Committee	1. Mr. Mukesh Sharma	Chairman/Non-Executive/Independent Director
	2. Mr. Sunil Kumar	Executive/Non-Independent Director
	3. Mr. Kishore Bhatia	Non- Executive/Independent Director
2. Nomination & Remuneration Committee	1. Mr. Mukesh Sharma	Chairman/Non-Executive/Independent Director
	2. Mr. Kishore Bhatia	Non- Executive/Independent Director
	3. Ms. Madhu Sharma	Non- Executive/ Non-Independent Director
3. Risk Management Committee (if applicable) (Opted Voluntarily)	1. Mr. Kishore Bhatia	Chairman/Non-Executive/Independent Director
	2. Mr. Sunil Kumar	Executive/Non-Independent Director
	3. Mr. Mukesh Sharma	Non- Executive/Independent Director
4. Stakeholders' Relationship Committee	1. Mr. Mukesh Sharma	Chairman/Non-Executive/Independent Director
	2. Mr. Sunil Kumar	Executive/Non-Independent Director



	3. Mr. Kishore Bhatia	Non- Executive/Independent Director
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& Category of Directors means Executive / Non-Executive / Independent / Nominee. If a Director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1) 12.08.2015	1) 21.10.2015	1) 21 Days (i.e. maximum gap between 2 consecutive meetings held on 12.08.2015 and 03.09.2015)
2) 03.09.2015	2) 10.11.2015	2) 26 Days (i.e. maximum gap between 2 consecutive meetings held on 03.09.2015 and 30.09.2015)
3) 30.09.2015		3) 21 Days (i.e. maximum gap between 2 consecutive meetings held on 30.09.2015 and 21.10.2015)
		4) 19 Days (i.e. maximum gap between 2 consecutive meetings held on 21.10.2015 and 10.11.2015)

### IV. Meeting of Committees

Date(s) of meeting of committee in the relevant quarter	Whether requirement of Quorum met (Details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>1. Audit Committee</b> Dates of Audit Committee Meeting held during relevant quarter: 10.11.2015	Yes, requirements of quorum were duly met. Details of Members present at the Meeting: 1. Mr. Mukesh Sharma - (Chairman) 2. Mr. Sunil Kumar - (Member) 3. Mr. Kishore Bhatia - (Member)	Dates of Audit Committee Meeting held during previous quarter: 1) 12.08.2015 2) 03.09.2015	1) 21 days (i.e. gap between last 2 consecutive meetings held on 12.08.2015 and 03.09.2015). 2) 67days (i.e. gap between last 2 consecutive meetings held on 03.09.2015 and 10.11.2015).





<p><b>2. Nomination &amp; Remuneration Committee</b> Dates of Nomination &amp; Remuneration Committee Meeting held during relevant quarter: 21.10.2015</p>	<p>Yes, requirements of quorum were duly met. Details of Members present at the Meeting: 1. Mr. Mukesh Sharma - (Chairman) 2. Mr. Sunil Kumar - (Member) 3. Mr. Madhu Sharma- (Member)</p>	<p>Dates of Nomination &amp; Remuneration Committee Meeting held during previous quarter: 12.08.2015</p>	
<p><b>3. Stakeholders Relationship Committee</b> Dates of Stakeholders Relationship Committee Meeting held during relevant quarter: : 01.11.2015</p>	<p>Yes, requirements of quorum were duly met. Details of Members present at the Meeting: 1. Mr. Mukesh Sharma - (Chairman) 2. Mr. Sunil Kumar - (Member) 3. Mr. Kishore Bhatia- (Member)</p>	<p>Dates of Stakeholders Relationship Committee Meeting held during previous quarter: 1. 03.09.2015 2. 21.09.2015</p>	
<p><b>4. Risk Management Committee</b> Dates of Risk Management Committee Meeting held during relevant quarter: Nil</p>	<p>N.A.</p>	<p>Dates of Risk Management Committee Meeting held during previous quarter: Nil</p>	



\* this information has to be mandatorily be given for Audit Committees, for rest of the Committee giving this information is optional

V. Related Party Transaction		Compliance Status (Yes / No / NA) <small>refer note below</small>
Subject		
Whether prior approval of audit committee obtained		N.A.
Whether shareholders approval obtained for material		N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A.

Note:

1. In the colum "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations. "Yes" may be indicated. Similarly, in case the Listed Entity has no Related Party Transactions, the word "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

#### VI Affirmation

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee (applicable to the top 100 listed entities)
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For RCC Cements Limited

Sunil Kumar  
 Managing Director  
 DIN: 00175301



**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed Entity and instead a statement "same as previous quarter" may be given.