

# 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: rcccementslimited@gmail.com ; Website: www.rcccements.com

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Dated: 06<sup>th</sup> September, 2023

To,  
The Manager (Listing)  
BSE Limited,  
1st Floor, P. J. Towers  
Dalal Street, Mumbai – 400001

Sub: Submission of Annual Report for the Financial Year 2022-23

Ref: BSE Scrip Code-531825

Dear Sir,

This is with reference to captioned subject and pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, we hereby enclosed herewith Annual Report for the financial year 2022-23.

Kindly take the aforesaid information in your records.

Thanking You.

Yours Truly,

**SHIMPY GOYAL**

Digitally signed by SHIMPY  
GOYAL  
Date: 2023.09.06 16:02:55 +05'30'

Shimpy Goyal  
Company Secretary

Encl: As above

# **32<sup>ND</sup> ANNUAL REPORT**

## **2022-2023**

### **RCC CEMENTS LIMITED**

CIN : L26942DL1991PLC043776

Regd. Office: 702, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi-110 001

Tel.: 91-11-43571044

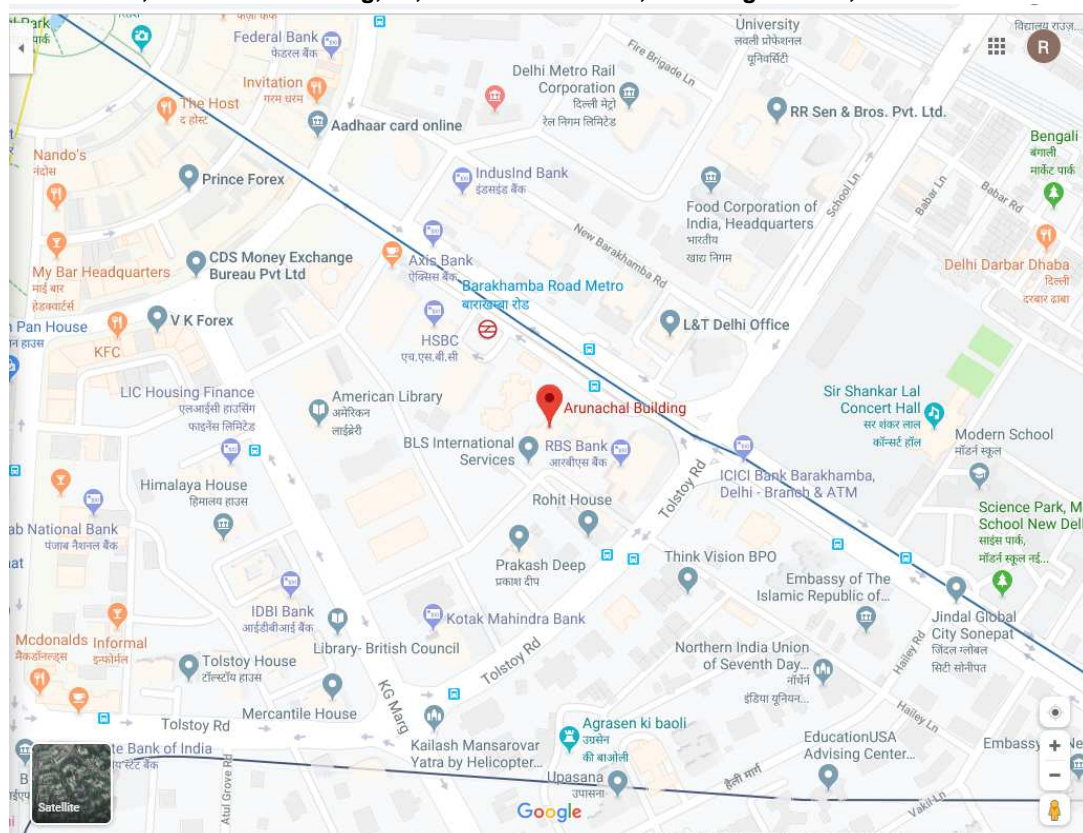
Email: [rccementlimited@gmail.com](mailto:rccementlimited@gmail.com) Website: [www.rcccements.com](http://www.rcccements.com)

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## Route Map for the AGM Venue

Venue: 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001



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Email: [rcccementlimited@gmail.com](mailto:rcccementlimited@gmail.com) Website: [www.rcccements.com](http://www.rcccements.com)**CORPORATE INFORMATION****BOARD OF DIRECTORS**Mr. Sachin Garg  
Mr. Mukesh Sharma  
Mr. Santosh Pradhan  
Ms. Madhu SharmaManaging Director  
Independent Director  
Independent Director  
Non Executive Woman Director**CHIEF FINANCIAL OFFICER**

Mr. Rajesh Kumar

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Shimpy Goyal

**AUDITORS**M/s. Nemani Garg Agarwal & Co.,  
Chartered Accountants  
(Firm Registration No. 010192N)**BANKERS**Bank of Baroda  
Kamla Nagar, New Delhi**REGISTERED OFFICE**702, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi-110 001  
Tel.: 91-11-43571044 Fax : 91-11-43571047  
Email: [rcccementlimited@gmail.com](mailto:rcccementlimited@gmail.com) Website: [www.rcccements.com](http://www.rcccements.com)

CIN OF THE COMPANY: L26942DL1991PLC043776

**REGISTRAR & SHARE TRANSFER AGENTS**MAS Services Limited  
Registrar & Share Transfer Agents.  
T-34, 2nd Floor,  
Okhla Industrial Area  
Phase -II, New Delhi-110020.  
Ph. No.: 011-26387281-83  
Fax No.: 011- 26387384  
Contact Person Details: Mr. Sharwan Mangla  
Email Id: [mas\\_serv@yahoo.com](mailto:mas_serv@yahoo.com);  
[info@masserv.com](mailto:info@masserv.com)**DIRECTORS' IDENTIFICATION NUMBER (DIN)**

Name of Director	Director Identification Number
Mr. Sachin Garg	03320351
Mr. Mukesh Sharma	00166798
Mr. Santosh Pradhan	00354664
Ms. Madhu Sharma	06947852

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF RCC CEMENTS LIMITED WILL BE HELD ON SATURDAY, 30<sup>TH</sup> SEPTEMBER, 2023 AT 09:30 A. M. AT THE REGISTERED OFFICE OF THE COMPANY AT 702, ARUNACHAL BUILDING, 19, BARAKHAMBHA ROAD, CONNAUGHT PLACE, NEW DELHI-110001**

To transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31<sup>st</sup> March, 2023 and the Statement of Profit and Loss of the Company and Cash Flow statement & other Annexures thereof for the financial year ended 31<sup>st</sup> March, 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sachin Garg (DIN:03320351), the Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

### **SPECIAL BUSINESS:**

#### **3. Approval of Related Party Transactions**

**To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and other applicable provisions, if any of the Listing Regulations, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with related parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including availing or providing unsecured loans or loans and advances, appointment of agent for purchase or sale of goods, materials, services or property or appointment of related parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% (Ten percent) of the annual consolidated turnover of the company as per the last audited financial statements of the company or Rs. 1,000 Crores (Rupees One Thousand Crores), whichever is lower or such other threshold limits as may be specified by the Listing Regulations or by the Ministry of Corporate Affairs or any other Regulatory Authority from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice and as may be mutually agreed between related parties and the Company such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value up to the maximum of Rs. 80.00 Lacs during the financial year 2023-24.

**FURTHER RESOLVED THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company) be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

#### **4. Authorisation under Section 186 of the Companies Act, 2013**

**To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other

applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any and SEBI (LODR) Regulations, 2015, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.20,00,00,000 (Rupees Twenty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, all the Directors and/or Company Secretary and/or Chief Financial Officer of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**For and on behalf of the Board of  
RCC Cements Limited  
Sd/-  
Sachin Garg  
Chairman  
DIN: 03320351**

**Place: New Delhi  
Dated: 29.08.2023**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
3. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23<sup>rd</sup> September, 2023 to Saturday, 30<sup>th</sup> September, 2023 (both days inclusive) for the purpose of the AGM.
5. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
7. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
8. The members are requested to intimate changes if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.

9. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
10. Members are requested :
  - i) To quote their folio Nos. in all correspondence.
  - ii) To note that no gifts will be distributed at the meeting.
  - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. **Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.**
12. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
13. **Members/Promoters holding shares, of the Company in demat form shall provide the details of their Bank Account and E-mail Id to the RTA i.e MAS Services Limited having registered office is T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company or to the RTA of the Company. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**
14. **Members/Promoters holding shares in demat form are requested to submit their Permanent Account Number(PAN), to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company as well as to get their shares dematerialized, pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a Depository participants and get their shares dematerialised. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**
15. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies ( Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 23<sup>rd</sup> September, 2023 as cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut-off date, i.e. 23<sup>rd</sup> September, 2023 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 32<sup>nd</sup> AGM on 30th September, 2023.
16. The e-voting period will commence at 09.00 A.M. on 27<sup>th</sup> September, 2023 and will end at 5.00 P.M. on 29<sup>th</sup> September, 2023. The Company has appointed Mr. Kundan Agrawal (Membership No. FCS –7631 & CP No. 8325), Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide e-voting facility.
17. **The AGM will be held at the said venue by strictly adhering to the Social Distancing Norms and Other Safety Protocols including face masks, hand sanitization etc. as per the latest guidelines / advisories /SOP issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.**
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - a. For shares held in electronic form: to their Depository Participants (DPs)

b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.

19. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MAS Services Limited in case the shares are held in physical form.
20. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's Registrar and Transfer Agents, MAS Services Limited at <https://www.masserv.com/downloads.asp>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
21. **Members who hold shares in physical mode and have not registered / updated their email addresses with the Company, are requested to register / update the details in the prescribed Form ISR-1 and other relevant forms with the Registrar & Share Transfer Agent of the Company MAS Services Limited ("RTA"). Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD- 1/P/CIR/2023/37 dated March, 16, 2023, the Company has sent letters to the shareholders holding shares in physical form to furnish the KYC details which are not registered in their respective folios. Further the shareholders can also access the relevant Forms on Company's website at [www.rcccements.com](http://www.rcccements.com)**

**Members holding shares in demat form are requested to update their email address with their respective DPs.**

**For and on behalf of the Board of  
RCC Cements Limited  
Sd/-  
Sachin Garg  
Chairman  
DIN: 03320351**

**Place: New Delhi  
Dated: 29.08.2023**



**VOTING THROUGH ELECTRONIC MEANS**

The procedure and instructions for e-voting as given in the Notice of the 32<sup>nd</sup> Annual General Meeting are again reproduced hereunder for easy reference:

- A. The remote e-voting period begins on 27<sup>th</sup> September, 2023 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2023.
- B. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 23<sup>rd</sup> September, 2023, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- C. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- D. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- E. Mr. Kundan Agrawal Practicing Company Secretary (Membership No. FCS –7631 & CP No. 8325), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- F. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- G. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- H. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.rccements.com](http://www.rccements.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.
- I. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- J. **The "EVEN" of RCC Cements Limited is "126262"**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="516 184 1375 520">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="516 531 1375 615">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="516 625 1375 947">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="516 957 1375 1094">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li data-bbox="516 1104 1375 1188">2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li data-bbox="516 1199 1375 1251">3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li data-bbox="516 1262 1375 1423">4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p data-bbox="475 1434 1375 1663">You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- |   |
|---|
| <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> <p>7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.</p> <p>8. Now, you will have to click on “Login” button.</p> <p>9. After you click on the “Login” button, Home page of e-Voting will open.</p> |
|---|

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cskundanagerawal@gmail.com](mailto:cskundanagerawal@gmail.com) or [agrawal.kundan@gmail.com](mailto:agrawal.kundan@gmail.com) with a copy marked to [rccementlimited@gmail.com](mailto:rccementlimited@gmail.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@masserv.com](mailto:info@masserv.com).
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**For and on behalf of the Board of  
RCC Cements Limited**

**Sd/-**

**Sachin Garg  
Chairman**

**DIN: 03320351**

**Place: New Delhi  
Dated: 29.08.2023**

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. 3**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned hereinbelow with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up capital of Rs. Ten Crores or more, prior approval of shareholders must be obtained for entering into following Related Party Transactions:

1. Sale, purchase or supply of any goods or materials,
2. Selling or otherwise disposing of, or buying, leasing of property of any kind,
3. Availing or rendering of any services,
4. Appointment of any agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties,
5. Appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties.
6. Availing unsecured loans
7. Providing loans and advances.

The proviso to Section 188(1) also states that nothing in Section 188(1) will apply to any transaction entered into by the Company in the ordinary course of business and at arm's length basis. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions.

Further, the Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of Rs. 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the SEBI Listing Regulations has been reduced with effect from April 01, 2022.

In view of the changes in the threshold limits, the related party transactions require prior shareholders approval. The Company therefore seeks the approval of the shareholders to approve entering into contracts/arrangements exceeding the threshold limits and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

In light of provisions of Section 188 (1) of the Companies Act, 2013 and rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee and the Board of Directors of the Company have approved the transactions along with the annual limits that your company may enter with its related parties for the financial year 2023-2024.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members:

(a)

Name of the Related Party	Nature of relationship	Nature of the transaction	Maximum Expected Value of the transactions per annum (Rs.)	Nature, duration of the contract and particulars of the contract or arrangement	Amount of Transactions already entered with related Parties till 31.03.2023
M/s. Omkam Global Capital Private Limited	Mr. Mukesh Sharma, Director of the Company is also a Director in Omkam Global Capital Pvt.. Ltd.	Unsecured Loans Received	Upto 50.00 lakhs during the financial year 2023-2024 in addition to opening balance as on 01.04.2023 as decided by of Board of Directors	Unsecured Loans Received from company in which directors are interested and Payable On Demand By RCC Cements Ltd.	111.04 Lacs
Chief Financial Officer	Chief Financial Officer	Remuneration	Remuneration upto Rs. 15.00 lacs p.a. as decided by	Nature: Services Duration: N.A, subject to	Presently being Paid Rs. 0.56 lacs p.a. ,which

			Audit Committee.	resignation/termination of services Particulars: As per the appointment letter	may be increased on account of promotion/increment to be decided by the management.
Company Secretary	Company Secretary	Remuneration	Remuneration upto Rs. 15.00 lacs p.a. as decided by Audit Committee.	Nature: Services Duration: NA, subject to resignation/termination of services Particulars: As per the appointment letter	Presently being paid Rs. 2.88 lacs p.a., which may be increased on account of promotion/increment to be decided by the management.
<b>Total</b>			<b>80.00 Lacs</b>		

**(b) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:** All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis.

The members are further informed that members of the Company being a related party or having any interest in the resolution as set out in Item No. 3 shall abstain on voting on this resolution whether the entity is a related party to the particular transaction or not.

Except Mr. Mukesh Sharma holding (DIN : 00166798) Director of the company and other related parties to the extent of their shareholding interest in the Company, no other Director or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in passing of this resolution.

The Board of Directors recommends the resolution set forth in Item No. 3 for approval of the Members as an Ordinary Resolution.

#### **ITEM NO. 4**

In order to make optimum use of funds available with the Company, if any and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporates as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.20 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.4 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the resolution at Item no. 4 of the accompanying notice.

The Board of Directors recommends the resolution at Item no.4 for approval of the Members as Special Resolution.

**For and on behalf of the Board of  
RCC Cements Limited  
Sd/-**

**Place: New Delhi  
Dated: 29.08.2023**

**Sachin Garg  
Chairman  
DIN: 03320351**

## DIRECTORS' REPORT

### To the Members of RCC Cements Limited

The Directors are pleased to present their 32<sup>nd</sup> Annual Report on the business and operations of RCC Cements Limited and the Financial Accounts of the company for the Financial Year ended on March 31, 2023.

### FINANCIAL RESULTS

PARTICULARS	(Rs. In Hundred)	
	CURRENT YEAR 31.03.2023	PREVIOUS YEAR 31.03.2022
Income from Operations	6328.00	3515.00
Other Income	-	-
Total Revenue	6328.00	3515.00
Profit /(Loss) before Depreciation and Taxation	(11399.21)	(12822.18)
Less: Depreciation	-	-
Profit / (Loss) before Taxation	-	-
Provision for Taxation	-	-
Deferred tax	-	-
Profit / (loss) after Taxation	(11399.21)	(12822.18)
Profit / (Loss) brought forward from previous years	(315459.09)	(302636.91)
Balance Carried forward	(326858.30)	(315459.09)

#### 1. Results of operations

During the year under review your company had incurred a loss aggregating to Rs. 11399.21 (Hundred) as against a loss of Rs. 12822.18 (Hundred) during the previous financial year.

#### 2. Dividend

Keeping in view the losses incurred by the Company, your Directors do not recommend any dividend for the year ended March 31, 2023.

#### 3. Reserves

In view of the losses incurred by the Company, no amount is proposed to be transferred to Reserves for the year under review.

#### 4. Brief description of the Company's working during the year.

##### Review of Operations

There were not much operations during the year under review, The company, therefore had not earned any income during the F.Y. 2022-2023. The company had incurred a net loss Rs. 11399.21 (Hundred)- as against a net loss (before tax ) of Rs. 12822.18 (Hundred)in the previous year. Your Directors are putting in their best efforts to improve the overall financial position and the profitability of the Company.

The management of the company is exploring the market and business opportunities and is putting necessary efforts in this respect so that the operations of the company can be started again and the financial position & net worth of the company could be improved.

#### 5. Change in the nature of business, if any

During the year, there is no change in the nature of business activity of the company.

#### 6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report



**7. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future**

During the year, there is no significant and material orders passed by the Regulators or Courts or Tribunals which can impact the going concern status and company's operations in future.

**8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements**

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure.

**9. Details of Subsidiary/Joint Ventures/Associate Companies**

The Company has no Subsidiary/Joint venture/Associate Company. During the year under review, no company has become subsidiary/Joint venture/Associate of the company.

**10. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement**

During the year, no consolidated financial statements have been prepared by the company as the Company, neither has a subsidiary company nor an associate company or had entered into any Joint Venture with any entity.

**11. Deposits**

Your Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review. The details relating to deposits, covered under Chapter V of the Act is as under: -

S. No	Particulars	Amount / remarks
(a)	Accepted during the year	Rs. Nil
(b)	Remained unpaid or unclaimed as at the end of the year	Rs. Nil
(c)	whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	N.A Since the company had not accepted any deposit during the financial year under review,
	(i) At the beginning of the year	Rs. Nil
	(ii) Maximum during the year	Rs. Nil
	(iii) At the end of the year	Rs. Nil

**12. Auditors****A. Statutory Auditors:**

M/s. Nemani Garg Agarwal & Co., (Firm's Registration No. 010192N), Chartered Accountants, Delhi were appointed by the shareholders as the Statutory Auditors of the Company at the 28<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2019 for a period of 5 consecutive years commencing from the conclusion of 28<sup>th</sup> Annual General Meeting, until the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company.

**Brief Profile of Nemani Garg Agarwal & Co.**

Nemani Garg Agarwal & Co. is a leading Chartered Accountancy Firm rendering comprehensive professional services which include Audit, Management Consultancy, Tax Consultancy, Accounting Services, Manpower Management, Secretarial Services etc.

Nemani Garg Agarwal & Co. is a professionally managed firm. The team consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultants. The firm represents a combination of specialized skills, which are geared to offers sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of its clients.

**Statutory Auditors' Report:**

The comments on statement of accounts referred to in the report of the Auditors are self explanatory. Auditor's Report does not contain any qualification, reservation or adverse remark.



**B. Secretarial Auditors:**

As required under Section 204 of the Companies Act, 2013 and Rules thereunder, the Board had appointed M/s. Kundan Agrawal & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for the F.Y. 2022-23.

**Annual Secretarial Compliance Report & Secretarial Audit Report**

SEBI vide its circular bearing no. CIR/CFD/CMD1/27/2019 dated February 8, 2019 mandated that all listed entities in addition to Secretarial Audit, on an annual basis, require a check by the PCS on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder.

In compliance with the said circular, M/s. Kundan Agarwal & Associates, Company Secretaries, the Secretarial Auditors of the Company examined the compliance of all applicable SEBI Regulations and circulars / guidelines and provided their report. The Secretarial Auditors vide their report dated 03rd July, 2023 and Secretarial Compliance Report dated 27<sup>th</sup> May, 2023 have reported that your company has maintained proper records under the provisions of SEBI Regulations and Circulars / Guidelines issued thereunder except to the fact that the company has not paid the Annual Listing Fees of BSE. Further, it has also been mentioned in the said Report that BSE suspended the trading of the scrip of the company on BSE's web portal due to non-payment of annual listing fees.

However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.

The company is facing financial hardships and liquidity crunch and, therefore, at present is unable to pay the outstanding listing fees of BSE. However, the management of the company is trying to arrange necessary funds to clear its outstanding annual listing fees and to revoke the consequent suspension on trading of its shares.

There are no other qualifications, reservations, adverse remarks or disclaimers given by the Secretarial Auditor in the Report except those mentioned above.

The company has also obtained a certificate from M/s Kundan Agrawal & Associates, Practicing Company Secretary confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory Authority except to the following observation:

- National Stock Exchange vide order no NSE/COMP/51141 Circular Ref. No: 03/2022 dated 27/01/2022 declared Omkam Capital Markets Pvt. Ltd. as a defaulter and expelled the company from being its trading member and disqualified Mr. Sachin Garg from being director of any company which is a trading member of stock exchange citing clause (iv) sub-rule 4(A) & 5 of Rule 8 of Securities (Contract) Regulation Rules, 1957.
- Clause (iv) of sub-rule 4(A) of Rule 8 provides that a company as defined in the Companies Act, 1956 (1 of 1956), shall also be eligible to be elected as a member of a stock exchange if— the directors of the company are not disqualified from being members of a stock exchange under clause (1) [except sub-clause (b) and sub-clause (f) thereof] or clause (3) [except sub-clause (a) and sub-clause (f) thereof] and the Directors of the company had not held the offices of the Directors in any company which had been a member of the stock exchange and had been declared defaulter or expelled by the stock exchange.
- In view of the provisions contained in Securities (Contract) Regulation Rules, 1957, Mr. Sachin Garg is disqualified to act as Director in companies which are also a trading member of Stock Exchange, However, he can still hold directorship in companies which are not a trading member of Stock Exchange.
- We have been informed by the Management that Omkam Capital Markets Private Limited has filed an appeal against the said order of NSE before the honorable Securities Appellate Tribunal (SAT). The appeal has been registered as A. NO 213 of 2022. Perusal of orders passed by honorable SAT, we understand SAT vide its order dated 09/06/2023 has directed NSE to reconsider its decision of expelling the Company after affording an opportunity within a period of two months from the date of the order.

The Annual Secretarial Compliance Report and the Secretarial Audit Report and certificate regarding disqualification of Directors for the F. Y. 2022-23 are provided as **Annexure-1(A), 1(B) & 1(C) respectively.**

**C. Internal Auditor:**

Pursuant to the provision of the Companies Act, 2013, and Rules framed thereunder, the Board of Directors on the recommendation of the Audit Committee had appointed M/s. Sanghi & Co., Chartered Accountants as the Internal Auditor of the company for the FY 2022-23.

**13. Share Capital**

- A. Issue of equity shares with differential rights: During the year, company has not issued any equity shares with differential rights.
- B. Issue of sweat equity shares during the year, company has not issued any Sweat equity shares.
- C. Issue of employee stock options During the year, company has not issued employee stock options.
- D. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees – Rs. Nil
- E. Bonus Shares - No bonus shares were issued during the year under review.

**14. Annual Return**

An Extract of the Annual Return in form MGT-9 as of March 31, 2023, pursuant to the sub section (3) of Section 92 of the Companies Act 2013 is placed at the Company's website under the web link: : [http://www.rcccements.com/investor/annual\\_reports/mgt9-23.pdf](http://www.rcccements.com/investor/annual_reports/mgt9-23.pdf) .

Further, pursuant to Sections 92 and 134 of the Act, the Annual Return as at March 31, 2023 in Form MGT-7, is available on the website of the Company at the link: [http://www.rcccements.com/investor/annual\\_reports/mgt7-23.pdf](http://www.rcccements.com/investor/annual_reports/mgt7-23.pdf)

**15. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**A) Conservation of energy:**

Your company has undertaken various energy efficient practices which has strengthened the Company's commitment towards becoming an environment friendly organization. The Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. As far as possible, company is utilizing alternate sources of energy.

**B) Technology absorption:**

The business of the company is not technology driven. No technology has been imported. There is nothing to be disclosed on account of technology absorption.

**C) Foreign exchange earnings and Outgo during the year:**

Particulars	Amount (in Rs. Hundred)
Foreign Exchange Earned in terms of actual inflows	Nil
Foreign Exchange outgo in terms of actual outflows Nil	Nil

**16. Corporate Social Responsibility (CSR)**

In terms of Section 135(1) of the Companies Act, 2013, the provisions of Corporate Social Responsibility are not applicable to the Company.

**17. DIRECTORS AND KEY MANAGERIAL PERSONNEL****A) Changes in Directors and Key Managerial Personnel****Appointment and Cessation**

During the year under review, Mr. Sachin Garg (DIN:03320351) was appointed by the Board of Directors as the Additional Director & Managing Director of the Company with effect from 08-07-2022 for a term of five consecutive years. His appointment as the Director and Managing Director of the Company was approved by the shareholders in the 31<sup>st</sup> Annual General Meeting of the Company held on September 30, 2022.

During the year under review, Mr. Santosh Pradhan(DIN 00354664) was also reappointed as an Independent Non-Executive Director of the Company w.e.f. 03<sup>rd</sup> May, 2023 for a second term of Five (5) years His re-appointment as an Independent Director of the Company for a second term of Five (5) years was duly approved by the shareholders in the 31<sup>st</sup> Annual General Meeting of the Company held on September 30, 2022.

Further, Mr. Sunil Kumar (DIN:00175301) resigned from the post of Managing Director & Director of the Company with effect from 04<sup>th</sup> July, 2022 during the year under review.

During the year under review, Ms. Vatika Jain, Company Secretary of the Company, resigned from the post of Company Secretary and the Compliance officer of the company w.e.f. 30<sup>th</sup> June, 2022 and Ms. Bhawna Arora was appointed as the Company Secretary and the Compliance officer of the company w.e.f. 08<sup>th</sup> July, 2022. Further, due to her personal reasons, Ms. Bhawna Arora also resigned from the post of Company Secretary and the Compliance officer of the company w.e.f. 18<sup>th</sup> August, 2022.

Further, Ms. Shimpy Goyal was appointed as the Company Secretary and the Compliance officer of the company w.e.f. 25<sup>th</sup> August, 2022 during the year under review to fill the intermittent vacancy arised due to the resignation of Ms. Bhawna Arora.

Mr. Soban Singh Aswalal so resigned from the post of Chief Financial Officer of the Company w.e.f. 28-05-2022 and Mr. Rajesh Kumar was appointed as the Chief Financial Officer (CFO) of the Company w.e.f. 08<sup>th</sup> July, 2022 to fill the intermittent vacancy arised due to the resignation of Mr. Soban Singh Aswal.

### Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013, Mr. Sachin Garg, (DIN: 03320351) Managing Director of the Company retires by rotation at the forthcoming AGM, and being eligible, offers himself for re-appointment.

Considering the background and experience of Mr. Sachin Garg, the Board is of the opinion that his reappointment will immensely benefit your Company. The Board recommends his reappointment as a Director Liable to retire by rotation.

Mr. Sachin Garg holds 15200 equity shares of the Company. Mr. Sachin Garg does not have any relationship with any of the existing directors and Key Managerial Personnel.

### Brief Profile of Mr. Sachin Garg

Mr. Sachin Garg, aged about 43 years, is a fellow Member of the Institute of Chartered Accountants of India. He has rich experience of more than 17 years. He has significant expertise in Corporate Laws, Audit, Finance & Taxation, Capital Markets, Project Management, Companies Act etc. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional. He has significant expertise in preparing long range business plans using financial modeling, forecasting, and analysis to develop corporate objectives and predict financial outcome. He is Proficient in establishing consistent and appropriate business practices, enhancing controls for credit risks; instituting controls, teamwork and answerability throughout the entity.

Mr. Sachin Garg holds directorship and membership of the Committees of the Board in the following public limited companies:

Sl. No.	Name of the Public Limited Company	Date of Committee Memberships
1	Onus Plantations And Agro Limited	NIL

Listed entities from which Mr. Sachin Garg has resigned in the past three years –

Sl. No.	Name of the listed entity	Designation	Date of Resignation
1	B. P. Capital Limited	Director	07-07-2022
2	MPS Pharmaa Limited	Managing Director	23-04-2019

### B. Appointment of Independent Directors

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, your Company has requisite number of Independent Directors on its Board. Your Company has duly complied with the requirements of the said provisions for appointment of Independent Directors during the year under review.

**C. Declaration by Independent Directors**

Your Company has received necessary declaration from each Independent Directors of the Company under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that they meet with the criteria of independence as prescribed under the aforesaid Section and Regulation.

**D. Formal Annual Evaluation**

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors including the Chairman of the Board. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The evaluation of Independent Directors was carried out by the entire Board and that of the Chairman and Non -Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**E. Demise of Mr. Rakesh Jain, Promoter of the Company**

The Company was intimated on 06<sup>th</sup> April, 2023 about the sudden demise of Mr. Rakesh Jain, promoter of the Company in the year 2021.

All the Directors and employees of the Company convey their deep sorrow and condolences to the family of Mr. Rakesh Jain w.r.t his unexpected passing away.

Further, Mr. Rakesh Jain would ceased to be the part of promoter & promoter group of the company in accordance with the Regulation 31A (6) (c) of the SEBI (LODR) Regulations, 2015. The transmission of shareholding of Mr. Rakesh Jain to his nominees shall take place in due course and therefore, shareholding of Mr. Rakesh Jain will be shown in his name till the conclusion of transmission.

**18. Number of meetings of the Board of Directors**

Seven (7) meetings of the Board of Directors were held during the year on 28/05/2022, 08/07/2022, 12/08/2022, 25/08/2022, 14/11/2022, 02/02/2023 and 31/03/2023.

One separate meeting of Independent Directors of the Company was also held on 30/03/2023.

**19. Committees of the Board**

The Board had constituted following committees in accordance with the Companies Act, 2013 and Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- Audit Committee
- Stakeholders' Relationship Committee
- Nomination and Remuneration Committee

Details of the said Committees alongwith their charters, compositions and meetings held during the year are provided in the Report of Corporate Governance which forms part of this Annual Report.

**Recommendation of Audit Committee**

During the year under review, there were no instances of non-acceptance of any recommendation of the Audit Committee by the Board of Directors.

**20. Board Evaluation**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board Evaluation framework. The Companies Act, 2013 provides that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Board of Directors had carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Structured questionnaires were used in the overall Board evaluation comprising various aspects of Board function.

The performance of the Board was evaluated by the Board on the basis of Performance Evaluation Policy formulated by the Board and after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees were evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of Committee meetings, etc. and on such further criteria as is set out in the Performance Evaluation Policy (**as per Annexure 2**) formulated by the Nomination and Remuneration Committee and approved by the Board to evaluate the performance of the Board and its Committees.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors held on 30/03/2023, the performance of non-Independent Directors, the performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

Based on the outcome of performance evaluation for the financial year 2022-23, further measures/actions have been suggested to improve and strengthen the effectiveness of the Board and its Committees.

#### **21. Policy On Directors’ Appointment And Remuneration**

Your Company has a policy to have an appropriate mix of executive and Independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2023, the Board consisted of 4 members, out of whom, one is an Executive Director, two are Independent Directors and one is a Non-Executive Woman Director.

The policy of the Company on directors’ appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director, and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is attached as **Annexure – 3** to the Board Report. Further, the remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company. However, your directors have voluntarily decided not to take any remuneration or sitting fees.

#### **22. Risk management policy and Internal Control**

The Company has adopted a Risk Management Policy duly approved by the Board and also has in place a mechanism to identify, access, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

#### **23. Whistle Blower Policy and Vigil Mechanism**

Your Company has established a “Whistle Blower Policy” and Vigil Mechanism for directors and employees to report to the appropriate authorities concerns about the unethical behavior actual or suspected, fraud or violation of the Company’s code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also

provide for direct access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the company and can be accessed at <http://www.rccements.com/policy.html>. None of the personnel has been denied access to the Audit Committee.

#### **24. Particulars of loans, guarantees or investments under Section 186**

Particulars and details of loans given, investments made or guarantees given and securities provided, if any, at the year end and maximum outstanding amount thereof during the year as required under Para A of Schedule V of the Listing Regulations have been provided in the notes to the Financial Statements of the Company.

#### **25. Contracts and arrangements with related parties**

All Related Party Transactions, if any, that were entered into during the financial year were on an arm’s length basis

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website <http://www.rcccements.com/policy.html>. The details of the transactions with related parties are provided in Notes to Financial Statements.

## 26. Corporate Governance

Your Company has been benchmarking itself with well-established Corporate Governance practices besides strictly complying with the requirements of Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and / or any other applicable Regulation of the SEBI, as amended from time to time.

A separate "Report on Corporate Governance" together with requisite certificate has been granted by the Statutory Auditors of the Company, confirming compliance with the provisions of Corporate Governance as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

## 27. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) read with 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and belief confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable accounting standards had been followed and no material departures have been made from the same;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year i.e. on 31st March, 2023 and of the profit or loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating efficiently; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## 28. Particulars Of Employees

There are no employees employed throughout the financial year who were in receipt of remuneration of Rs. 102.00 lacs or more or employed for part of the year who were in receipt of remuneration of Rs. 8.50 lacs or more a month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014.

Disclosure u/s 197(12) and Rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as **Annexure – 4**.

During the year under review, none of the Directors of the Company have received remuneration from the Company. The Nomination and Remuneration Committee of the Company has affirmed in its meeting held on March 30, 2023 that the remuneration paid to the Senior Management Employee/KMPs is as per the remuneration policy of the Company.

## 29. Internal Auditors & Their Report

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed M/s Sanghi & Co. as Internal Auditor for the financial year 2022-23.

### Internal Financial Control and Their Adequacy

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its asset, the prevention and detection of fraud and error, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosure. The Company has an adequate internal controls system commensurate with its size and the nature of its business. All the transactions entered into by the Company are duly authorized and recorded correctly. All operating parameters are monitored and controlled. The top management and the Audit Committee of the Board of Directors review the adequacy and effectiveness of internal control systems from time to time.

## 30. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder

Pursuant to the provisions of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

**31. Reporting Of Frauds By Auditors**

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which need to be mentioned in this Report.

**32. Secretarial Standards**

The Company has complied with the provisions of the applicable Secretarial Standards, i.e. SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings).

**33. Human Resources**

Your Company treats its "human resources" as one of its most important assets. We focus on all aspects of the employee lifecycle. This provides holistic experience for the employees as well. During their tenure at the Company, employees are motivated through various skill development programs. We create effective dialogue through our communication channels to ensure that feedback reach the relevant team, including leadership.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

**34. Segment-wise performance**

The Company is into single reportable segment only.

**35. Management Discussion and Analysis**

The Management Discussion and Analysis Report on the business of the Company and performance review for the year ended March 31, 2023, as stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate report which forms part of the Report.

**36. Details relating to material variations**

The Company has not issued any prospectus or letter of offer and raised no money from public and as such the requirement for providing the details relating to material variation is not applicable to the Company for the year under review.

**37. Details of the difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from banks or financial institutions along with the reasons thereof.**

There was no one time settlement made with the Banks or Financial Institutions during the Financial Year 2022- 23 and accordingly no question arises for any difference between the amount of the valuation done at the time of one time settlement and the valuation done while taking loan from Banks or Financial Institutions during the year under review.

**38. Acknowledgements**

Your Directors are grateful to the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express their sincere appreciation for their continues co-operation and assistance. We look forward for their continued support in future.

Your directors would like to express their sincere appreciation for the assistance and cooperation received from banks, customers, vendors, Government, members and employees during the year under review.

Finally, the Directors thank you for your continued trust and support.

**For and on behalf of the Board of  
RCC Cements Limited  
Sd/-  
Sachin Garg  
Chairman  
DIN: 03320351**

**Place: New Delhi  
Dated: 29.08.2023**



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY OUTLOOK

In India the cement industry has tremendous potential for development as limestone of good quality is found throughout the country. Cement is an important element in any construction initiative, from building a small factory to building multi-purpose projects. It is, therefore, correctly ranked as a basic industry. The Indian cement sector accounts for about 1.2% of GDP and employs more than 0.5 million people.

India is the world's second largest cement producer with Rs. 509 million tonnes per year (mtpa) of cement production capacity and accounts for over 8% of the global installed capacity of the total capacity, 98% is owned by the private sector and the remainder by the public sector. Some 70% of the total production is accounted for by the top 20 companies.

In order to boost economic growth, the Government of India is strongly focused on infrastructure development and is aiming for 100 smart cities. The government also intends to expand the capacity of the railways and the handling and storage facilities to ease the transport of cement and reduce the cost of transportation. Due to the growing demands of various divisions, i.e. housing, commercial construction and industrial construction, the demand for the cement industry is expected to constantly reach 550-600 million tonnes per annum by 2025.

India has a lot of development potential in the infrastructure and construction sectors and is expected to benefit to a large extent from the cement sector. Some of the recent major initiatives are expected to provide a major boost to the sector, such as the development of 98 smart cities.

At present, the Installed capacity of cement in India is 500 MTPA with production of 298 MTPA

The Cement sector has received good investments and support from the Government in the recent past.

FDI inflows in the industry, related to the manufacturing of cement and gypsum products, reached US\$ 5.48 billion between April 2000-June 2022.

In June 2022, UltraTech Cement approved Rs. 12,886 crore (US\$ 1.65 billion) capital expenditure to increase capacity by 22.6 million tonnes per annum (MTPA) through brownfield and greenfield projects.

PE/VC investments in real estate and infrastructure stood at US\$ 338 million and US\$ 795 million respectively in September 2022.

Cement production in India increased by 12.1% in September 2022 compared to September 2021.

In October 2022, UltraTech announced that it has been granted Environmental Product Declaration (EPD) certificates for four of its cement products, which are Ordinary Portland Cement (OPC), Portland Pozzolana Cement (PPC), Portland Slag Cement (PSC) and PCC (Portland Composite Cement).

As per the Union Budget 2022-23, there was a higher allocation for infrastructure to the tune of US\$ 26.74 billion in roads and US\$ 18.84 billion in railways is likely to boost demand for cement.

Under the housing for all segment, 8 million households will be identified according Rs. 48,000 crore (US\$ 6.44 billion) set aside for PM Awas Yojana.

The government approved an outlay of Rs. 199,107 crore (US\$ 26.74 billion) for the Ministry of Road Transport and Highways, and this step is likely to boost the demand for cement.

Several government schemes such as MGNREGA, PM Garib Kalyan Rozgar Abhiyan and state-level schemes such as MatirSrisht (West Bengal) and public work schemes (Jharkhand) have aided demand

In October 2021, Prime Minister, Mr. Narendra Modi, launched the 'PM Gati Shakti - National Master Plan (NMP)' for multimodal connectivity. Gati Shakti will bring synergy to create a world-class, seamless multimodal transport network in India. This will boost the demand for cement in the future.

Growth in Infrastructure and real estate sector, post-COVID-19 pandemic, is likely to augment the demand for cement in 2022. The industry is likely to add an 8 MTPA capacity in cement production.

As per DGCIS, India's export of Portland cement, aluminous cement, slag cement, super sulphate cement and similar hydraulic cements stood at US\$ 118.15 million in FY21. India exported cement to countries such as Sri Lanka, Nepal, the US, the UAE and Bangladesh.

The Government of India is strongly focused on infrastructure development to boost economic growth and is aiming for 100 smart cities. The Government also intends to expand the capacity of railways and the facilities for handling and storage to ease the transportation of cement and reduce transportation cost. These measures would lead to an increased construction activity, thereby boosting cement demand.

The future outlook of the cement sector looks on track with pandemic easing out.



In the next 10 years, India could become the main exporter of clinker and gray cement to the Middle East, Africa, and other developing nations of the world. Cement plants near the ports, for instance the plants in Gujarat and Visakhapatnam, will have an added advantage for export and will logistically be well armed to face stiff competition from cement plants in the interior of the country. India's cement production capacity is expected to reach 550 MT by 2025. The cement demand in India is estimated to touch 419.92 MT by FY 2027 driven by the expanding demand of different sectors, i.e., housing, commercial construction, and industrial construction.

## MARKET SIZE

The cement demand in India is exhibiting a CAGR of 5.65% between 2016-22. As India has a high quantity and quality of limestone deposits through-out the country, the cement industry promises huge potential for growth. India has a total of 210 large cement plants, of which 77 are in Andhra Pradesh, Rajasthan, and Tamil Nadu. Nearly 32% of India's cement production capacity is based in South India, 20% in North India, 13% in Central, 15% in West India, and the remaining 20% is based in East India. India's cement production is expected to increase at a CAGR of 5.65% between FY16-22, driven by demands in roads, urban infrastructure and commercial real estate. India's cement production was expected to range between 380-390 million tonnes in FY23, a growth rate of 8-9% year-on-year (yoy).

Between FY12 and FY23, the installed capacity grew by 61% to 570 MT from 353 in FY22. The Indian cement sector's capacity is expected to expand at a compound annual growth rate (CAGR) of 4-5% over the four-year period up to the end of the FY27. It would thus begin the 2028 financial year at 715-725 MT/ year in installed capacity.

The consumption of cement in India is expected to grow at a CAGR of 5.68% from FY16 to FY22. As per Crisil Ratings, the Indian cement industry is likely to add ~80 million tonnes (MT) capacity by FY24, the highest in the last 10 years, driven by increasing spending on housing and infrastructure activities.

## GOVERNMENT INITIATIVES

In order to help private sector companies, thrive in the industry, the Government has been approving their investment schemes. Some of the initiatives taken by the Government off late are as below:

- As per the Union Budget 2023-24:  
Government approved an outlay of US\$ 32.57 billion (Rs. 2.7 lakh crore) for the Ministry of Road Transport and Highways which is likely to boost demand for cement.  
  
Under the housing for all segment, in 2023-24 the budget estimate for Pradhan Mantri Awas Yojana is US\$ 9.63 billion (Rs. 79,590 crore), a 66% rise than the last year's budget estimate of US\$ 6.43 billion (Rs 48,000 crore) in 2022-23.
- As per Invest India, National Infrastructure Pipeline (NIP) expanded to 9,305 projects from 7,400 projects.
- In October 2021, Prime Minister, Mr. Narendra Modi, launched the 'PM Gati Shakti - National Master Plan (NMP)' for multimodal connectivity. Gati Shakti will bring synergy to create a world-class, seamless multimodal transport network in India. This will boost the demand for cement in the future.
- The Union Budget allocated Rs. 13,750 crore (US\$ 1.88 billion) and Rs. 12,294 crore (US\$ 1.68 billion) for Urban Rejuvenation Mission: AMRUT and Smart Cities Mission and Swachh Bharat Mission.

## ROAD AHEAD

The cement industry in India is globally competitive as the industry continues to witness positive trends such as cost control, continuous technology up-gradation and increased construction activities. Major cement manufacturers in India are also increasingly using alternate fuels, especially bio-energy, to fire their kilns. This is not only helping to bring down production costs of cement companies, but is also proving effective in reducing emissions. With the ever-increasing industrial activities, real estate, construction and infrastructure, in addition to the onset of various Special Economic Zones (SEZs) being developed across the country, there is remain a growing demand for cement.

Due to the increasing demand in various sectors such as housing, commercial construction and industrial construction, cement industry is expected to reach 550-600 million tonnes per annum (MTPA) by the year 2025. Number of foreign players are also expected to enter the cement sector owing to the profit margins and steady demand.

## OUTLOOK

The domestic cement industry is expected to have a volumetric growth of 7-8 per cent in F.Y. 2023-24, helped by a rise in demand from the housing and infrastructure sector, giving a 'stable' outlook for the sector according to a report by ICRA.

Besides, the softening of input costs would help the cement industry to improve its operating profits before interest, tax, depreciation and amortisation by 14-18 per cent Year-on-Year (YoY) to Rs 900-950 per MT in F.Y. 2023-24.

Moreover, supported by healthy demand prospects, the capacity addition in the cement industry is estimated at 63-69 million metric tonnes (MT) between F.Y. 2023-24 and F.Y. 2024-25.

In this, a capacity worth around 33-36 million MT will be added in F.Y. 2023-24 and around 30-33 million MT in F.Y. 2024-25. "The cement capacity is expected to rise by 6 per cent in FY2024, the highest addition in the last five years," according to a report by ICRA..

ICRA has given a "stable" outlook for the cement sector. Steady demand from the housing and infrastructure sectors along with a pick-up in industrial capex is expected to support volume off take.

Power and fuel costs, which were at a peak in H1 F.Y. 2022-23, eased in H2 F.Y. 2022-23 and are expected to further moderate in F.Y. 2023-24, improving the operating margins.

The cement demand in India is estimated to touch 419.92 MT by FY 2027. As India has a high quantity and quality of limestone deposits through-out the country, the cement industry promises huge potential for growth.

As per Crisil Ratings, the Indian cement industry is likely to add ~80 million tonnes (MT) capacity by FY24, the highest since the last 10 years, driven by increasing spending on housing and infrastructure activities.

## SWOT ANALYSIS OF CEMENT INDUSTRY

### Strengths

The cement industry has many strengths to be considered. Cement is, literally, the building block of the construction industry. Almost every building constructed relies on cement for its foundation. There is also a strong reputation behind the cement industry.

Second largest in the world in terms of capacity: In India there are approximately 200 large and 300 mini plants with installed capacity of 360 million tonnes. There is a low cost of production due to the easy availability of raw materials and cheap labour. Cement is, literally, the building block of the construction industry. Almost every building constructed relies on cement for its foundation. The cement business is a \$10 billion industry, measured by annual cement shipments. There is also a strong reputation behind the cement industry. Cement is a solid material and consumers rarely have complaints about the product. Regional distribution plants have also made cement widely available to any type of buyer.

### Weaknesses

Cement Industry is highly fragmented and it is also highly regionalized and Low value commodity makes transportation over long distances uneconomical. The cement industry is not without its drawbacks. The cement industry relies on construction jobs to create a profit. Another weakness is the cost of transport; the cost of transporting cement is high and this keeps cement from being profitable over long distances

It also impact the health of the human. Due to Highly dusty environment at the time of dumping the cement is hazardous for health. It affects human's respiratory system adversely.

High Interest rates on housing: The re-pricing of the interest rates in the last four years from 7% to 12% has resulted in the slowdown in residential property market. But the cement industry heavily relies on weather. About two-thirds of cement production takes place between May and October. Cement producers often use the winter months to produce and stockpile cement, to meet demand. Another weakness is the cost of transport; the cost of transporting cement is high and this keeps cement from being profitable over long distances. In other words, shipping cement costs more than the profit from selling it.

### Opportunities:

The cement industries has opportunities as well. One such opportunity is the cement industry's efficiency. Cement industry can attract the best of people by designing & structuring Rewards, Accolades, and Flexible

Compensation & Benefits. Creating the supportive culture in the organization wherein people are open to innovate.

Indian economy has been one of the stars of global economics in the recent years. Infrastructure accounts for 35% of cement consumption in India. And with increase in government focus on infrastructure spending, such as roads, highways and airports, the cement demand is likely to grow in future. There has been increase in the purchasing power of emerging middle-class with rise in salaries and wages, which results in rising demand for better quality of life that further necessitates infrastructure development and hence increases the demand for cement. Heavy demand of housing and other sectors in which Cement is to be treated as raw material. Foreign direct Investment in the Retail and other Sector may surge demand of Cement in coming years.

### **Threats**

The nature of the economy have uncovered a number of threats to the cement industry. The cement industry greatly relies on construction. The current economy has lessened the number of construction jobs, which in turn hurts the cement industry. The availability of power from the State Electricity Boards is another area of concern with acute shortages in power availability in Tamil Nadu and Andhra Pradesh. Availability of indigenous coal from the nationalized coal companies and the quality of supplies is another area of concern. This problem has however been mitigated to a large extent due to the coal linkages obtained during the last two years to cater to the requirements of the recent capacity expansions in Andhra Pradesh. The ever-rising cost of energy in the form of petroleum products will also have its impact on the power and transportation costs.

### **INTERNAL CONTROL SYSTEM**

Pursuant to the acquisition, the Management of the Company is in the process ensuring that systems and processes for ensuring that Internal Financial Controls (IFC') have been laid down in the Company and that such controls are adequate and operating effectively. Consequently, an IFC framework, to commensurate with the size, scale and complexity of the Company's operations is being developed. The systems, standard operating procedures and controls forming part of the IFC will be reviewed by the internal audit team whose findings and recommendations will be placed before the Audit Committee. The Internal Audit team will be responsible for regularly monitoring and evaluating the efficacy and adequacy of internal control systems in the Company and its compliance with systems, procedures and policies at all locations of the Company. The internal control systems and procedure are continuously monitored to enhance its effectiveness and to be commensurate with the scale and nature of its operations.. During the year the Audit Committee of the Board regularly met to discharge its functions. The Audit Committee reviews compliance to the Revenue Recognition of the Company. Internal audit activities are undertaken as per the Annual Audit Plan as approved by the Audit Committee and the committee reviews compliance with the plan. The Audit Committee regularly meets with the statutory auditors to review their observations on the financial reports.

### **HUMAN RESOURCES**

Our Company believes that targets of the Company can only be reached with efforts from all its employees. Our Company recognizes that job satisfaction requires congenial work environment that promotes motivation among employees and therefore results in enhanced productivity, and innovation and also provide avenues for employee training and development to identify their potential and develop their careers in the Company. The Company values contribution of its employees and follows the principle of informing all its employees about its future growth strategies

### **CAUTIONARY STATEMENT**

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in Government Regulations, tax regimes, economic developments within India and other incidental factors.

**Place: New Delhi**  
**Dated: 29.08.2023**

**For and on behalf of the Board of**  
**RCC Cements Limited**  
**Sd/-**  
**Sachin Garg**  
**Chairman**  
**DIN: 03320351**

## REPORT ON CORPORATE GOVERNANCE

### Philosophy on Code of Corporate Governance

Your Company stand committed to good Corporate Governance - transparency, accountability, disclosure and independent supervision to increase the value to the stakeholders. The Company is committed to transparency in all its dealings with shareholders, employees, the Government and other parties and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and increasing long-term shareholder value, keeping in view the interests of the company's stakeholders. Your company believes that Corporate Governance is a powerful tool for building trust and long-term relationship with stakeholders, employees, customers and suppliers. The Company has consistently endeavored to be transparent in all areas of its operations.

Corporate Governance to the Company is not just a compliance issue but central guiding principle for everything it does. It's a way of thinking, way of conducting business and a way to steer the organization to take on challenges for now and for the future. The following report on the implementation of the Corporate Governance Code is a sincere effort of the Company to follow the Corporate Governance Principles in its letter and spirit.

Your Directors are committed to good Governance practices and the company has been sharing all important information about its various business segments and operations of the company through Directors Report, Quarterly Results, Chairman's Statement and Annual Reports. Further as required by the Listing Agreement, report on Corporate Governance is given below:

### Board of Directors

The Company is managed by well- qualified Directors. All directors are suitably qualified, experienced and competent .The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefited by the experience and skills of the Board of Directors.

As on 31<sup>st</sup>March, 2023, the Board of Directors consists of four members, comprising of One Executive Director, Two Non Executive Independent Directors and One Non Executive Woman Director. The Board's composition meets the stipulated requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors hold directorship in more than ten public limited companies or act as an Independent Director in more than seven Listed Companies, none of the Directors acts as a member of more than ten or Chairman of more than five Committees as on 31<sup>st</sup>March, 2023 across all public limited companies in which they are Directors.

### Board Meetings

The Board of Directors formulates the business policies of the company, reviews the performance and decides on the main issues concerning the company. During the year under review, Seven (7) Board Meetings were held on 28<sup>th</sup> May, 2022, 08<sup>th</sup> July, 2022, 12<sup>th</sup> August, 2022, 25<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022, 02<sup>nd</sup> February, 2023 and 31<sup>st</sup>March, 2023.

One separate meeting of Independent Directors of the Company was also held on 30/03/2023.

Details of attendance of each Director at various meetings of the Company during the F.Y. 2022-23 are as follows:

Name	Category and Designation	No. of Board Meeting		Whether attended last AGM Yes/No	No. of Committees Chairmanship/Membership of Board Committees including this listed entity*		Number of Directorships Held in Public Companies (as on 31 <sup>st</sup> March, 2023)	No. of Shares and convertible instruments held by Executive/ Non-Executive Directors
		Held	Attended		Chairman	Member		
Mr. Sunil Kumar (Resigned w.e.f. 04/07/2022)	Executive and Managing Director	7	1	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Mukesh Sharma	Non Executive and Independent Director	7	7	Yes	2	0	4	NIL
Mr. Santosh Pradhan	Non Executive and Independent Director	7	7	Yes	0	2	5	31,200
Ms. Madhu Sharma	Non Executive & Non Independent Director	7	7	Yes	3	5	6	NIL
Mr. Sachin Garg (Appointed w.e.f. 08/07/2022)	Executive and Managing Director	7	5	Yes	0	2	2	15,200

\* As per the requirements of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chairmanship and Membership of the Audit Committee and Stakeholders' Relationship Committees in Public Limited Companies is mentioned only.

The Board of Directors has complete access to any information within the Company. At the Board Meetings, Directors are provided with all the relevant information on important matters, working of the Company as well as related details that require deliberations by the members of the Board.

#### OUTSIDE DIRECTORSHIPS/COMMITTEE POSITIONS OF DIRECTORS AS ON MARCH 31, 2023

Name of the Directors	In Listed Companies	Name of the Listed Entity and category	In unlisted Public Limited companies	As Chairman/ Member of Board Committees
Mukesh Sharma	-	N.A.	a) Kameshwari Buildwell Limited b) Onshore Shipping Limited. c) Omkam Developers Limited	NIL
Santosh Pradhan	1	MPS Infotecnics Limited/Independent Director	a) E-Visesh.Com Limited b) Infotecnics India Limited c) Patliputra International Limited	NIL

Madhu Sharma	5	Polar Marmo Agglomerates Limited/Independent Director	NIL	<b><u>Polar Marmo Agglomerates Ltd.</u></b> Audit Committee-Chairperson Nomination and Remuneration Committee- Chairperson Stakeholder Relationship Committee-Chairperson
		MPS Pharmaa Limited (Formerly Advik Laboratories Limited)/Independent Director		<b><u>MPS Pharmaa Limited (Formerly Advik Laboratories Limited)</u></b> Audit Committee- Member Nomination and Remuneration Committee- Member Stakeholder Relationship Committee-Member
		MPS Infotecnics Limited/Independent Director  Interworld Digital Limited/Independent Director  B.P.Capital Limited /Independent Director		<b><u>MPS Infotecnics Limited</u></b> Audit Committee- Chairperson Risk Management Committee-Member Nomination and Remuneration Committee- Chairperson Corporate Social Responsibility Committee-Chairperson  <b><u>Interworld Digital Limited</u></b> Audit Committee- Member Nomination and Remuneration Committee- Member Stakeholder Relationship Committee-Member Risk Management Committee-Member  <b><u>B.P.Capital Limited</u></b> Audit Committee - Member Nomination & Remuneration Committee-Member
Mr. Sachin Garg	-	N.A.	Onus Plantations and Agro Limited	NIL

#### Relationship between Directors

None of the Directors are related to each other.

#### Induction and Familiarisation Programme for Independent Directors

On appointment, the concerned Director is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a familiarization programme. The programme aims to familiarize the Directors with their role, rights and responsibilities, nature of business model of the Company, etc.

The Details of the familiarisation programme held for the Independent Directors are available on the Company's website i.e. <http://www.rccements.com/investor.html>.

#### Skill/expertise/competencies of the Board of Directors

The following is the list of core skills/expertise/competencies identified by the Board of Directors:

- Knowledge of Companies policies and culture including the knowledge of industry in which the Company operates
- Business Strategy, Corporate Governance, Administration, Decision Making
- Financial and Management Skills
- Technical Skills and Specialized Knowledge in relation to Company's business
- Familiarity with Laws applicable to the business

The aforementioned skills are only indicative and not possessing any skill/competency/expertise is not seen as a disqualifying ability. The nominations to the Board are made on the recommendations of the Nomination and Remuneration Committee which considers various other factors.

Following is the chart/matrix setting out the Names of the Directors of the Company possessing the requisite skills/competencies/expertise:

Names of Director	Skills/Competencies/expertise
Mr. Mukesh Sharma	Mr. Mukesh Sharma has an extensive experience and significant expertise of around 34 years and his core areas of practice include risk management, internal controls, finance and taxation. He has great leadership, decision making & entrepreneur skills also. His vast knowledge has been invaluable to the company.
Ms. Madhu Sharma	She has extensive experience of more than 2 decades in various aspects of management, viz., the field of marketing and general administration. She has good leadership skills too.
Mr. Santosh Pradhan	He has more than two decades of experience in the Corporate Sector at various levels including marketing and general administration. He has good leadership and decision making skills also.
Mr. Sachin Garg	Mr. Sachin Garg is a fellow Member of the Institute of Chartered Accountants of India. He has rich experience of more than 17 years. He has significant expertise in Corporate Laws, Audit, Finance & Taxation, Capital Markets, Project Management, Companies Act, SEBI Laws etc. He has significant expertise in preparing long range business plans using financial modelling, forecasting, and analysis to develop corporate objectives and predict financial outcome. He is Proficient in establishing consistent and appropriate business practices, enhancing controls for credit risks; instituting controls, teamwork and answerability throughout the entity.

#### **Certificate from Practising Company Secretary**

The company has obtained a certificate from M/s Kundan Agrawal & Associates, Practising Company Secretary confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such Statutory Authority except to the following observations:

- National Stock Exchange vide order no NSE/COMP/51141 Circular Ref. No: 03/2022 dated 27/01/2022 declared Omkam Capital Markets Pvt. Ltd. as a defaulter and expelled the company from being its trading member and disqualified Mr. Sachin Garg from being director of any company which is a trading member of stock exchange citing clause (iv) sub-rule 4(A) & 5 of Rule 8 of Securities (Contract) Regulation Rules, 1957.
- Clause (iv) of sub-rule 4(A) of Rule 8 provides that a company as defined in the Companies Act, 1956 (1 of 1956), shall also be eligible to be elected as a member of a stock exchange if— the directors of the company are not disqualified from being members of a stock exchange under clause (1) [except sub-clause (b) and sub-clause (f) thereof] or clause (3) [except sub-clause (a) and sub-clause (f) thereof] and the Directors of the company had not held the offices of the Directors in any company which had been a member of the stock exchange and had been declared defaulter or expelled by the stock exchange.
- In view of the provisions contained in Securities (Contract) Regulation Rules, 1957, Mr. Sachin Garg is disqualified to act as Director in companies which are also a trading member of Stock Exchange, However, he can still hold directorship in companies which are not a trading member of Stock Exchange.
- We have been informed by the Management that Omkam Capital Markets Private Limited has filed an appeal against the said order of NSE before the honorable Securities Appellate Tribunal (SAT). The appeal has been registered as A. NO 213 of 2022. Perusal of orders passed by honorable SAT, we understand SAT vide its order dated 09/06/2023 has directed NSE to reconsider its decision of expelling the Company after affording an opportunity within a period of two months from the date of the order.

#### **Independent Directors' Meeting**

In compliance with Section 149(8) of the Companies Act, 2013, read alongwith Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One separate meeting of Independent Directors of the Company was held on 30.03.2023. The meeting was conducted in an informal manner without the presence of Managing Director, the Non Executive Non Independent Director or any other Management Personnel.

During the year under review, the Independent Directors met inter alia, to:

1. Review the performance of non-independent directors and the Board as a whole.
2. Review the performance of the Chairman of the company, taking into account the views of executive directors and non-executive directors.
3. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

## Performance Evaluation

In compliance with the provisions of the Companies Act, 2013 and as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted a formal mechanism for evaluation of its performances as well as that of its committees and Individual Directors, including the Chairman of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and other criteria as set out in Performance Evaluation Policy.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors. The performance evaluation of all the Directors individually was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

## Board Committees

### I. Audit Committee

The role and terms of reference of the Audit Committee are in accordance with Regulation 18 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. This, inter alia, includes the overview of Company's financial reporting process, review of quarterly, half yearly and annual financial statements, review of internal control and internal audit systems, engage consultants who can analyze/review the internal practices and give a report thereon to the audit committee from time to time in respect of Company's Financial Reporting and controls thereto, recommendation for appointment, remuneration and terms of appointment of auditors of the company, review and monitor the auditors' independence, approval of any subsequent modification of transactions with the related parties, scrutiny of inter corporate loans and investments, etc.

During the year under review, Six Audit Committee Meetings were held on 28<sup>th</sup> May, 2022, 02<sup>nd</sup> July, 2022, 12<sup>th</sup> August, 2022, 25<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022 and 02<sup>nd</sup> February, 2023. The Committee is headed by a Non Executive Independent Director. The Chairman of the Audit Committee was present at the last AGM held on 30.09.2022.

Details of attendance of each members of the Audit Committee are as under:

Name of the Director	Category	Number of meetings during the financial year 2022-23	
		Held	Attended
Mr. Mukesh Sharma	Chairman & Independent Director	6	6
Mr. Sunil Kumar (resigned w.e.f. 04/07/2022)	Executive Director, Member	6	2
Mr. Santosh Pradhan	Independent Director, Member	6	6
Mr Sachin Garg (appointed w.e.f. 08/07/2022)	Executive Director, Member	6	4

The Company Secretary of the Company also acts as the Secretary of the Audit Committee.

The role of the audit committee shall include the following:

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;



- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee;

The audit committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses; and

- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

## II. Nomination and Remuneration Committee

The constitution and terms of reference of the Committee are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 and Part D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The broad terms of reference of the Nomination and Remuneration Committee (NRC), inter alia, are as follows:

- a. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of directors, key managerial personnel and other employees..
- b. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- c. Devising a policy on diversity of board of directors.
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal
- e. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Three meetings of Nomination and Remuneration Committee were held on 08.07.2022, 25.08.2022, 30.03.2023.

The Composition of the Nomination and Remuneration Committee (NRC) as on March 31, 2023 and the attendance of each member at the Nomination and Remuneration Committee Meetings held during the year is as given below:

Name of Members	Status	Number of meetings during the financial year 2022-23	
		Held	Attended
Mr. Mukesh Sharma	Chairman & Independent Director	3	3
Mr. Santosh Pradhan	Independent Director, Member	3	3
Ms. Madhu Sharma	Non-Executive Director, Member	3	3

## Performance Evaluation

The Nomination and Remuneration Committee had laid down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors. The assessment was carried on the basis of following criteria:

1. Valuable Input Provided;
2. Dedication and Commitment;
3. Industry Knowledge;
4. Raising of Concern;
5. Compliances under Companies Act;
6. Contribution to development of strategy and to risk management.
7. Updations with the latest developments.
8. Communication with other Board members, senior management and others.

## Remuneration of Directors

During the year under review, none of the Non Executive Directors has entered into pecuniary relationship or transaction with the Company.

The detailed criteria for making remuneration to Non- executive Director is mentioned in the Nomination and Remuneration Policy of the Company and is displayed at the website of the Company at <http://www.rcccements.com/investor.html>.

At present, none of the Executive and Non- Executive Directors is drawing any remuneration from the Company.

None of the Directors except Mr. Santosh Pradhan & Mr. Sachin Garg holds any equity shares of the Company as on 31<sup>st</sup> March, 2023. Mr. Santosh Pradhan holds 31,200 equity shares of the Company & Mr Sachin Garg holds 15,200 equity shares of the Company as on 31<sup>st</sup> March, 2023.

During the financial year 2022-23, the Company did not come out with any stock option plans and no Stock Options were granted to any of the Directors.

### III. Stakeholders' Relationship Committee:

In Compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the Board has formed an "Stakeholders' Relationship Committee". Stakeholders' Relationship Committee reviews the redressal of grievances of stakeholders pertaining to the requests/complaints of the shareholders related to transfer/transmission of shares, Dematerialization/ Re-materialization of shares, non-receipt of annual reports, non-receipt of dividend, recording the change of address and to deal with all related matters. The Minutes of the Committee are circulated to the Board of Directors.

The committee met 5 times during the year i.e on 07<sup>th</sup> April, 2022, 02<sup>nd</sup> July, 2022, 25<sup>th</sup> August, 2022, 10<sup>th</sup> October, 2022, and 11<sup>th</sup> January, 2023.

The Composition of the Committee as on 31st March, 2023 and details of attendance of the Committee members at the meetings are as follows:

Name of Members	Status	Number of meetings during the financial year 2022-23	
		Held	Attended
Mr. Mukesh Sharma	Chairman & Independent Director	5	5
Mr. Sunil Kumar (resigned 04/07/2022) w.e.f.	Executive Director, Member	5	2
Mr. Santosh Pradhan	Independent Director, Member	5	5
Mr Sachin Garg (appointed w.e.f. 08/07/2022)	Executive Director, Member	5	3

Details of Investor complaints received and redressed during the Financial Year 2022-23 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	0	0	0

### Annual General Meetings

The details of last three Annual General Meetings are as follows:

Year	Date	Venue	Time
2020	30.12.2020	702, Arunachal Building,19, Barakhamba Road, Connaught Place, New Delhi 110001	09.30 A.M.
2021	30.09.2021	702, Arunachal Building,19, Barakhamba Road, Connaught Place, New Delhi 110001	09.30 A.M.
2022	30.09.2022	702, Arunachal Building,19, Barakhamba Road, Connaught Place, New Delhi 110001	09.30 A.M.

**Special Resolutions passed during the last three Annual General Meetings:**

During the previous three Annual General Meetings the following three special resolutions were passed by the shareholders of the company:

Sl. No.	Date of AGM	Details of Resolution
1	30-09-2019	Re-appointment of Mr. Mukesh Sharma (DIN: 00166798) as an Independent Director of the Company for a second term of Five Years
2	30-09-2022	Appointment of Mr. Sachin Garg (DIN: 03320351) as the Managing Director of the Company
3	30-09-2022	<ol style="list-style-type: none"> <li>1. Appointment of Mr Sachin Garg (DIN: 03320351) as the Managing Director of the Company.</li> <li>2. Reappointment of Mr. Santosh Pradhan(DIN: 00354664) as an Independent Director of the Company</li> </ol>

**Postal Ballot**

During the year under review, no resolution was passed through Postal Ballot. None of the Business proposed to be transacted at the ensuing Annual General Meeting require passing of a special resolution through Postal Ballot.

**Means of Communication**

The quarterly audited/un-audited financial results are sent to BSE, i.e., where the Company's shares are listed immediately after the conclusion of the Board Meetings.

The Company regularly publishes its Audited/Unaudited Financial Results, E-voting& Book Closure Notice and other Communications in the following Newspapers:

- For English Edition- Financial Express.
- For Hindi Edition- Jansatta.

At the Company's website [www.rccements.com](http://www.rccements.com) information for shareholders is available. The Company's website displays the information as stipulated under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016 such as Quarterly/Annual Financial Results, Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern, Policies, Investors' Contact details etc.

In addition, the Company makes use of this website for publishing official news release, if any.

As mandated by Ministry of Corporate Affairs (MCA), the Company will send Annual Report, Notices, etc. to the shareholders at their email address registered with their Depository Participants and/ or Company's Registrar and Share Transfer Agent (RTA).

To continue its support to the GREEN INITIATIVES measures of MCA, the Company has requested shareholders to register and/ or update their email address with the Company's RTA, in case of shares held in physical mode and with their respective Depository Participants, in case of shares held in dematerialized mode.

The Company has not made any presentation to the institutional investors/ analysts during the financial year 2022-23. In compliance with the requirement of the Listing Regulations, the official website of the Company contains information about its business, shareholding pattern, compliance with corporate governance, contact information of the compliance officer, etc. and the same are updated regularly.

**General Shareholders' Information****Details of 32<sup>nd</sup> Annual General Meeting of the Company**

Day & Date	Saturday, 30 <sup>th</sup> September, 2023
Time	09:30 A.M.
Venue	702, Arunachal Building, 19, BarakhambaRoad, Connaught Place, New Delhi 110001

**Tentative Calendar for the financial year ending 31st March, 2024**

Financial Reporting for the	Tentative time frame
First quarter ended 30th June, 2023	First fortnight of August, 2023
Second quarter ending 30th September, 2023	First fortnight of November, 2023
Third quarter ending 31st December, 2023	First fortnight of February, 2024
Fourth quarter ending 31st March, 2024	By the end of May, 2024

**Date of Book Closure**

From 23<sup>rd</sup> September, 2023 to 30<sup>th</sup> September, 2023 (both days Inclusive) for the purpose of 32<sup>nd</sup> Annual General Meeting of the Company.

**Listing on Stock Exchanges**

Name and Address of the Stock Exchanges	Stock Code
The Bombay Stock Exchange Ltd ( BSE) 1st Floor, P.J. Towers, Dalal Street, Mumbai-400001	Scrip Code – 531825/ RCCCEMEN

**Listing Fees**

The Listing Fees of the Bombay Stock Exchange (BSE) is pending. The Company is in the process of making the payment of the same.

Further, BSE has vide its Circular no. LIST/COMP/OPS/ 16 /2019-2020 dated June 11, 2019 and Notice no. 20190903-37 dated September 3, 2019 has initiated action against the company by freezing the Demat accounts of its Promoter and Promoter Group for all debits and further the shares of the company are also marked as suspended for trading on BSE's web portal w.e.f. 12th March, 2020 due to nonpayment of its annual listing fees.

However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.

Due to paucity of funds the Annual Listing Fees to BSE could not be paid. The Company is trying its level best to arrange funds & is expected to pay the fees in very near future.

**ISIN No.**

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE 335N01015.

**Stock Market Data**

The Company's equity shares are listed at Bombay Stock Exchange Ltd. (BSE). The monthly high and low quotations of equity shares traded on the Bombay Stock Exchange Limited during the financial year 2022-23 are as follows:

Company : **RCC CEMENTS LTD.** 531825

Period: **01-Apr-2022 to 31-Mar-2023**

All Prices in Rs

Date	Open	High	Low	Close	WAP	No. of Sha res	No. of Trades	Total Turnover	Delivera ble Quantity	% Deli. Qty to Traded Qty	* Spread	
											H-L	C-O
16/05/22	10.61	10.61	10.61	10.61	10.00	1	1	10	1	100.00	0.00	0.00
23/01/23	11.00	11.00	11.00	11.00	11.00	1	1	11	1	100.00	0.00	0.00
30/01/23	11.55	11.55	11.55	11.55	11.00	1	1	11	1	100.00	0.00	0.00

Source : BSE's website

The Equity Shares of the company have been suspended from trading by Bombay Stock Exchange i.e. BSE, where the shares of the Company are listed due to non-payment of annual listing fees.

BSE has vide its Circular no. LIST/COMP/OPS/ 16 /2019-2020 dated June 11, 2019 and Notice no. 20190903-37 dated September 3, 2019 has initiated action against the company by freezing the Demat accounts of its Promoter and Promoter Group for all debits and further the shares of the company are also marked as suspended for trading on BSE's web portal w.e.f. 12th March, 2020 due to nonpayment of its annual listing fees.

However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.

#### **Name and Address of the Registrar and Share Transfer Agent (RTA)**

MAS Services Ltd.  
T-34, 2<sup>nd</sup> Floor,  
Okhla Industrial Area  
Phase -II, New Delhi-110020.  
Ph. No.:011-26387281-83  
Fax No.:011-26387384  
Contact Person Details: Mr. Sharwan Mangla  
Email Id: [mas\\_serv@yahoo.com](mailto:mas_serv@yahoo.com)  
[info@masserv.com](mailto:info@masserv.com)

#### **Share Transfer System**

The Company's equity shares which are in dematerialized form are transferable through the dematerialized system Equity Shares in physical form are processed by Registrar and Share Transfer Agent, M/s. MAS Services Limited and approved by the Shareholders' Relationship Committee of the Board.

#### **Reconciliation of Share Capital Audit Report**

A practicing Company Secretary carried out reconciliation of share capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit report confirms that the total issued/ paid up capital is in consonance with the total number of shares in physical form and the total number of dematerialized shares held with the depositories.

#### **Distribution of Shareholding as on 31<sup>st</sup> March, 2023**

Share or Debenture holding Nominal Value	Nominal Value of Each Share : Rs. 10/-				
	Number of Shareholders	% to Total Numbers	Number of Shares	Share or Debenture holding Amount	% to Total Amount
(Rs.)				(Rs.)	
1	2	3	4	5	6
1 To 5,000	1278	60.973	213651	2136510	3.814
5001 To 10,000	700	33.397	628750	6287500	11.224
10001 To 20,000	26	1.24	36635	366350	0.654
20001 To 30,000	2	0.095	4740	47400	0.085
30001 To 40,000	1	0.048	3100	31000	0.055
40001 To 50,000	4	0.191	20000	200000	0.357
50001 To 1,00,000	22	1.05	193274	1932740	3.45
1,00,001 and Above	63	3.006	4501850	45018500	80.361
<b>Total</b>	<b>2096</b>	<b>100.000</b>	<b>5602000</b>	<b>56020000</b>	<b>100.000</b>

#### **Dematerialisation of Shares and Liquidity**

The Company shares are traded in dematerialized form and have to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the de-mat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Limited (NSDL) and Central

Depository Services (India) Limited (CDSL). M/s. MAS Services Ltd. is the Registrar and Transfer Agent of the Company for the purposes of electronic connectivity for effective dematerialization of shares.

**Status of Dematerialised Shares as on 31<sup>st</sup> March, 2023  
Equity ISIN No. INE335N01015)**

Shares Held through	No. of Shares	Percentage of Holding
NSDL	142121	2.54
CDSL	131079	2.34
Physical	5328800	95.12
Total	5602000	100.00

**Shareholding Pattern of the Company as on 31st March, 2023**

Category	No. of Shares held	% of share holding
<b>A. Promoters' holding</b>		
Promoters		
Indian Promoters	2191100	39.11
Body Corporates	140000	2.50
Foreign Promoters	-	-
2. Persons Acting in Concert	Nil	Nil
Sub-total (A)	2331100	41.61
<b>B. Non-Promoters' holding</b>		
3. Institutional Investors		
a. Mutual Funds & UTI	Nil	Nil
b. Banks, Financial Institutions, Insurance Companies (Central/State Government Institutions/Non-government Institutions)	Nil	Nil
c. FIIs	Nil	Nil
Sub-total	Nil	Nil
4. Non Institutional Investors		
a. Bodies Corporate	1476149	26.35
b. individuals		
-Individual shareholders holding nominal share capital up to Rs. 2 Lakhs	1063695	18.99
-Individual shareholders holding nominal share capital up in excess of Rs. 2 Lakhs	684650	12.22
c. Any Other		
NRI	6	0.00
Directors or Directors' Relatives	46400	0.83
Hindu Undivided Family	-	-
Clearing Members	-	-
Sub-total (B)	3270900	58.39
Grand Total (A)+(B)	5602000	100.00

**ADRs/GDRs/Warrant:**

The Company has not issued any ADRs/GDRs/Warrants or any other convertible instruments.

**Commodity Price Risk or Foreign Exchange Risk And Hedging Activities:**

The Company is not involved into any activities relating to commodities price risks and hedging thereof.

**Brief profile of the Directors liable to retire by rotation and others**

Brief resumes of the Directors who are proposed to be re-appointed are furnished in the Directors Report forming part of this Annual Report.

**Address for Correspondence**

RCC Cements Limited  
 Registered Office: 702, Arunachal Building, 19,  
 Barakhamba Road, Connaught Place,  
 New Delhi – 110001  
 Phones: 011 – 43571044  
 Fax: 011 - 43571047  
 Email Id: [rccementslimited@gmail.com](mailto:rccementslimited@gmail.com)  
**CIN Number: L26942DL1991PLC043776**

**Investor's Correspondence may be addressed to**

The shareholders desiring to communicate with the Company on any matter relating to their shares of the Company may either visit in person or write quoting their Folio Number at the following address:

The Company Secretary,  
 RCC Cements Limited  
 702, Arunachal Building,  
 19, Barakhamba Road,  
 Connaught Place, New Delhi – 110001  
 Ph. No.: 011-43571044 Fax No.: 011-43571047  
 Email Id: [rccementslimited@gmail.com](mailto:rccementslimited@gmail.com)

**SEBI Complaints Redress System (SCORES)**

SCORES, i.e., a SEBI Complaints Redress System is a centralized web based complaints redress system which serves as a centralised database of all Complaints received enables uploading of Action Taken Reports (ATR's) by the concerned Companies & online viewing by the investors of actions taken on the Complaint & its current status. Your Company is registered with SEBI under the SCORES system.

**Prohibition of Insider Trading**

In compliance with SEBI's Regulations on Prevention of Insider Trading, the Company has formulated a Code of Conduct for prohibition and prevention of Insider Trading for all the Directors, Officers and the designated employees of the Company and their immediate relatives. The Code lays down the Guidelines and procedures to be followed and disclosures to be made while dealing with equity shares of the Company.

**CEO/CFO Certification**

The Managing Director and CFO of the Company has issued certificate pursuant to Regulation 17(8) read with Part B of Schedule II of the Listing Regulations certifying that the financial statements and the cash flow statement do not contain any untrue statements and these statements represent a true and fair view of the Company's affairs. The same is annexed to this Report.

**Annual Return**

An Extract of the Annual Return in form MGT-9 as of March 31, 2023, pursuant to the sub section (3) of Section 92 of the Companies Act 2013 is placed at the Company's website under the web link: : [http://www.rccements.com/investor/annual\\_reports/mgt9-23.pdf](http://www.rccements.com/investor/annual_reports/mgt9-23.pdf)

Further, pursuant to Sections 92 and 134 of the Act, the Annual Return as at March 31, 2023 in Form MGT-7, is available on the website of the Company at the link: [http://www.rccements.com/investor/annual\\_reports/mgt7-23.pdf](http://www.rccements.com/investor/annual_reports/mgt7-23.pdf)

**Practising Company Secretary's Certificate on Corporate Governance**

A Certificate has been obtained from M/s Kundan Agrawal & Associates, (FRN:S2009DE113700), Practising Company Secretaries & Secretarial Auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid down in Schedule V (E) of the SEBI (LODR) Regulations, 2015 in force. The same is annexed to this report.

**Disclosures**

- (i) The policy on related party transaction is available in the website of the Company i.e. <http://www.rccements.com/policy.html>.
- (ii) There was no instance of non-compliance and no penalties or strictures were imposed on the Company by Stock Exchange or SEBI or any other Statutory Authorities on any matter related to the Capital Markets during the last three years except the following:



BSE has vide its Circular no. LIST/COMP/OPS/ 16 /2019-2020 dated June 11, 2019 and Notice no. 20190903-37 dated September 3, 2019 has initiated action against the company by freezing the Demat accounts of its Promoter and Promoter Group for all debits and further the shares of the company are also marked as suspended for trading on BSE's web portal w.e.f. 12th March, 2020 due to nonpayment of its annual listing fees.

However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.

- (iii) The Company has formulated a Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company. The Whistle Blower Policy/Vigil Mechanism policy is available in the website of the Company i.e. <http://www.rcccements.com/policy.html>. Further, no employee has been denied access to the Audit Committee.
- (iv) The Company has complied with all the mandatory requirements of Corporate Governance of the Listing Regulations as are applicable to the Company. The Company also endeavors to follow Non-Mandatory requirements.
- (v) The Company is not involved into activities relating to commodity price risks and hedging thereof.

**Details of Compliance with mandatory requirements and adoption of non-mandatory requirements of the Listing Regulations:**

The Company has complied with all the Mandatory requirements as prescribed under the Listing Regulations, to the extent applicable, including Corporate Governance requirements as specified under Regulation 17 to 27 and Clause (b) to (i) of Sub- Regulation (2) of Regulation 46 of the Listing Regulations as applicable to the Company.

A Certificate from M/s Kundan Agrawal & Associates, (FRN:S2009DE113700), Practising Company Secretaries & Secretarial Auditors of the company confirming compliance with the conditions of corporate governance as specified under Schedule V (E) of the Listing Regulations is annexed to this Report. Further, the Company has also complied with all requirements about disclosures in the Corporate Governance Report, as specified in sub para (2) to (10) of Clause C of Schedule V of the Listing Regulations.

**Non- Mandatory requirements of Regulation 27(1) and Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

1. The quarterly/half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company's website.
2. The Company's Financial Statement for the Financial Year 2022-2023 do not contain any audit qualification.
3. The Internal Auditors Report to the Audit Committee.

**Disclosure of Accounting Treatment:**

The financial statements for the financial year 2022-2023 have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued the reunder and other recognised accounting practices and policies to the extent applicable. The company has for the first time adopted Ind AS w.e.f. April 01, 2017 with a transition date of April 1, 2016.

**Details of fees paid by the Company to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part as per Clause 10(k), Part C of Schedule V of SEBI (LODR) Regulations, 2015:**

During the year under review, the Company has paid to its Statutory Auditors the total fees of Rs. 29,750/- (inclusive of GST) for Audit and related services. Further, apart from the above fees, no fees had been paid by the Company to any network firm/network entity of which the statutory auditor is a part.

**Green Initiative in Corporate Governance**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement.

Keeping in view the underlying theme, the Company will continue to send various communications and documents like notice calling general meetings, audited financial statements, directors' report, auditor's report etc., in electronic form, to the email address provided by the members to the Depositories or to the Company.

**To support this green initiative in full measure, members/ Promoters who have not registered their E-mail address and PAN Number. so far, are requested to register their E-mail address and PAN Number and their Bank Account details, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to fill their e-mail address and PAN Number and Bank Account Details for our records in the registration form which can be downloaded from the Company's website i.e. www.rcccelements.com for sending the documents in electronic form or else sent a request letter directly to the Company mentioning their E-mail address and PAN No. and Bank Account Details alongwith self attested copy of their PAN Card. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**

#### Dematerialization of Shares

**Shareholders are requested to convert their physical holding to demat/electronic form through any of the Depository Participants to avoid any possibility of loss, mutilation etc. of physical share certificates and also to ensure safe and speedy transaction in securities.**

**Further, SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08-06-2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (fourth Amendment) Regulations, 2018 ("The New Regulations") to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The New Regulations came into force on the 180<sup>th</sup> day from the date of its publication in the official gazette i.e. 08.06.2018 (Effective Date of implementation is December 5, 2018). The New Regulations have inter alia amended the Regulation 40 of SEBI (LODR) Regulations, 2015 and as per amended Regulation 40, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulation, you are requested to open a de-mat account with a Depository Participant (DP) and deposit your physical shares with such DP and get your shares de-mat at the earliest to avoid any kind of inconvenience. Necessary communication in this regard has already been sent separately to the shareholders by the Company.**

#### Consolidation of Multiple Folios

Shareholders who have multiple folios in identical names, are requested to apply for consolidation of such folios and the relevant share certificates to the Company/its Registrar and Transfer Agent.

#### Updation of Registered Address with the Company

Shareholders are requested to update their addresses registered with the Company directly through the Share Transfer Agent, to receive all communications promptly. Shareholders holding shares in electronic form, are requested to deal only with their Depository Participants in respect of change of address.

#### Code of Conduct

The Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel. The Code of Conduct is also available on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.

#### Declaration of Compliance of the Code of Conduct in terms of Schedule V of SEBI ( Listing Obligations and Disclosure Requirements), Regulations, 2015

" In terms of Schedule V of SEBI ( Listing Obligations and Disclosure Requirements), Regulations, 2015 and as per affirmation received from the Directors and the Members of Senior Management Personnel of the Company, I hereby declare that Directors & the Members of Senior Management of the Company have complied with the Code Of Conduct during the F.Y. 2022-2023.

For and on behalf of the Board of  
RCC Cements Limited  
Sd/-

Place: New Delhi  
Dated: 29.08.2023

Sachin Garg  
Chairman  
DIN: 03320351

**Practising Company Secretary's Certificate on compliance with the conditions of Corporate Governance**

To,  
The Members  
M/s RCC CEMENTS LIMITED  
702, Arunachal Building,  
19, Barakhamba Road, Connaught Place,  
New Delhi-110001

- 1) We have examined the compliance of the conditions of Corporate Governance by RCC CEMENTS LIMITED ('the Company') for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para-C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015").
- 2) The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- 3) In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2023.
- 4) We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Kundan Agrawal & Associates  
Company Secretaries  
FRN:S2009DE113700  
Sd/-

Kundan Agrawal  
Membership No.:-7631  
C.P.No.8325  
UDIN:F007631E000783043  
Peer Review No.:- 614/2019

Date:11/08/2023  
Place:Delhi

**CEO/CFO Certification**

This is to certify to the Board that:

- a. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2023 and that to the best of our knowledge and belief state that:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - i. significant changes in internal control over financial reporting during the year, whenever applicable;
  - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. That there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For RCC Cements Limited**  
Sd/-  
**Sachin Garg**  
Managing Director  
(DIN: 00175301)

Place: New Delhi  
Date: 29<sup>th</sup> May, 2023



## Kundan Agrawal & Associates

Company Secretaries  
 Phone: 91-11-43093900  
 Mobile: 09212467033, 09999415059  
 E-mail: agrawal.kundan@gmail.com

### Annexure-1(A)

#### Secretarial Compliance Report of RCC Cements Limited for the year ended 31<sup>st</sup> March, 2023

We, Kundan Agrawal & Associates, Company Secretaries, having FRN: S2009DE113700 and office at E-21, Office No.301, Jawahar Park, Laxmi Nagar New Delhi-110092(India)and have examined:

- (a) all the documents and records made available to us and explanation provided by “RCC CEMENTS LIMITED”(“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

**For the year ended 31<sup>st</sup> March, 2023 (“Review Period”) in respect of compliance with the provisions of :**

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India(“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable during the period under review).**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable during the period under review).**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable during the period under review).**
- (g) The Securities and Exchange Board of India (Registrars to an Issue and ShareTransfer Agents) Regulations, 1993, regarding the Companies Act and dealingwith client;
- (h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable during the period under review).**
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares)Regulations, 2009; **(Not applicable on the company for the period underreview)**

- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (k) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(To the extent applicable on the company for the period under review).**

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the review period

a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

• **Refer Annexure “A” annexed to the Report**

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

• **Refer Annexure “B” annexed to the Report**

I further report that –

- The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.

Further to the matter and as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the part of ongoing Annual Secretarial Audit Report –

S.NO.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1	<b>Secretarial Standards:</b> The Compliances of Listed Entity are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	NA
2	<b>Adoption and timely updation of the Policies:</b> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Listed Entity All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes  Yes	NA  NA
3	<b>Maintenance and disclosures on Website:</b> • The Listed Entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes  Yes  Yes	NA  NA  NA
4	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under section 164 of the Companies Act, 2013	Yes	NA

5	<p><b>To examine details related to subsidiaries of Listed Entity:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>NA</p> <p>NA</p>	<p>NA</p> <p>NA</p>
6	<p><b>Preservation of Documents:</b></p> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal or records as per policy of preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015</p>	<p>Yes</p>	<p>NA</p>
7	<p><b>Performance Evaluation:</b></p> <p>The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in the SEBI Regulations.</p>	<p>Yes</p>	<p>NA</p>
8	<p><b>Related Party Transactions:</b></p> <p>(a) The Listed Entity has obtained prior approval of Audit Committee for all Related Party Transactions.</p> <p>(b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently Approved/ratified/reject er by the Audit Committee.</p>	<p>Yes</p> <p>NA</p>	<p>For the Financial Year 2022-23, the listed entity has obtained approval of shareholders for all related party transactions.</p>
9	<p><b>Disclosure of events or information:</b></p> <p>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>NA</p>
10	<p><b>Prohibition of Insider Trading</b></p> <p>The Listed Entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition and Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	<p>NA</p>
11	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>Actions taken against the Listed Entity/ its Promoters/ Directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars)</p>	<p><b>No</b></p> <p>Regulation 14 –Non Payment of Annual Listing Fees</p> <p>The Company has defaulted in payment of Annual Listing Fees of BSE and, therefore, BSE has suspended the trading of the scrip of the company on BSE's web portal due to non-payment of annual listing fees.</p>	<p>Due to paucity of funds the Annual Listing Fees to BSE could not be paid. The Company is trying its level best to arrange funds &amp; is expected to pay the fees in very near future.</p>

		However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange	
1 1	<b>Additional Non-Compliances, if any:</b> No any additional non-compliance observed for all SEBI regulatory/circular/guidance note etc.	NA	NA

**Compliances related to resignation of Statutory Auditors from Listed Entity and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:**

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report, for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review /audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	No Event has been occurred for resignation of the Auditor and hence, the existing Auditor has duly signed till date the Limited Review Report (LRR) for all the three quarters of the reporting F.Y. 2022-23.
2.	<b>Other Conditions relating to resignation of Statutory Auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the Quarterly Audit Committee meetings.</p>	NA	NA

	<p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the Company, the Auditor has informed the Audit Committee the details of information/explanation sought and not provided by the Management, as applicable.</p> <p>c) The Audit Committee/Board of Directors as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The Auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>No Event has been occurred for resignation of the Auditor</p> <p>As there was no event for resignation of Auditor, no information was required to be received and communicated.</p> <p>NA</p>
3.	The Listed Entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFR/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	NA

**For Kundan Agrawal & Associates  
Company Secretaries**

**Place: New Delhi  
Date: 27.05.2023**

**Sd/-  
Kundan Agrawal  
Company Secretary  
Membership No. 7631  
C.P. No. 8325  
UDIN: F007631E000399011**



<b>Annexure "A"</b>									
<b>The listed entity has complied with the provisions of the above below: –</b>									
Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified									
<b>Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)</b>	<b>Regulation/ Circular No</b>	<b>Deviations</b>	<b>Action taken by</b>	<b>Type of Action (Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.)</b>	<b>Details of Violation</b>	<b>Fine Amount</b>	<b>Observations / Remarks of the Practicing Company)</b>	<b>Management Response</b>	<b>Remarks</b>
Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015-Fees and other Charges to be paid to the recognized stock exchange(s)	Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	Non-payment of Annual Listing Fees to the Bombay Stock Exchange Limited (BSE)	Bombay Stock Exchange Limited (BSE)	The Company has defaulted in payment of Annual Listing Fees to BSE and, therefore, BSE has suspended the trading of the scrip of the company on BSE's web portal due to non-payment of annual listing fees. However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.	The company has defaulted in payment of Annual Listing Fees to BSE as per Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	NA	As per the explanations provided to us by the management of the Company, the company is trying to arrange necessary funds to clear its outstanding listing fees and the company is committed to pay the listing fees in near future.	Due to paucity of funds the Annual Listing Fees to BSE could not be paid. The Company is trying its level best to arrange funds & is expected to pay the fees in very near future.	
<b>Annexure "B"</b>									
<b>The listed entity has taken the following actions</b>									
<b>to comply with the observations made in previous reports: –</b>									
<b>Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)</b>	<b>Regulation/ Circular No</b>	<b>Deviations</b>	<b>Action taken by</b>	<b>Type of Action (Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.)</b>	<b>Details of Violation</b>	<b>Fine Amount</b>	<b>Observations / Remarks of the Practicing Company)</b>	<b>Management Response</b>	<b>Remarks</b>
Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015-Fees and other Charges to be paid to the recognized stock exchange(s)	Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	Non-payment of Annual Listing Fees to the Bombay Stock Exchange Limited (BSE)	Bombay Stock Exchange Limited (BSE)	The trading of the scrip of the company has been suspended on Bombay Stock Exchange (BSE) due to non payment of annual listing fees. However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.	The company has defaulted in payment of Annual Listing Fees to BSE as per Regulation 14 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	NA	As per the explanations provided to us by the management of the Company, the company is trying to arrange necessary funds to clear its outstanding listing fees and the company is committed to pay the listing fees in near future.	Due to paucity of funds the Annual Listing Fees to BSE could not be paid. The Company is trying its level best to arrange funds & is expected to pay the fees in very near future.	



## Kundan Agrawal & Associates

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

### Annexure-1(B)

Form No. MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members  
**M/s RCC CEMENTS LIMITED**  
702, Arunachal Building, 19,  
Barakhamba Road, Connaught Place,  
New Delhi-110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s RCC CEMENTS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that:

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of the financial records and Books of the Company.
- c) Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.
- d) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) Indian Stamp Act, 1899;
- (vii) Indian Contract Act, 1872;
- (viii) Income Tax Act, 1961 and indirect tax laws;
- (ix) Applicable Labour Laws; and
- (x) Other applicable Laws;

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Compliance Auditors of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Listing Agreements with Stock Exchanges in India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. But further adherence to the rules and provisions of the act for drafting of minutes will be appreciated.
- The Company has defaulted in payment of Annual Listing Fees of BSE and, therefore, BSE has suspended the trading of the scrip of the company on BSE's web portal due to non-payment of annual listing fees.

However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.

We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Disclaimer:-**

- The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
- Filing of Income tax returns does not fall in our ambit and is the duty of the statutory auditor to check on that matter.

**Place: Delhi**  
**Date: 03/07/2023**

**For Kundan Agrawal & Associates**  
**Company Secretaries**  
**FRN: S2009DE113700**

**Sd/-**  
**Kundan Agrawal**  
**Company Secretary**  
**Membership No.:- 7631**  
**C.P. No. 8325**  
**UDIN:F007631E000535081**



## Kundan Agrawal & Associates

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
**The Members of**  
**RCC Cements Limited**  
**702, Arunachal Building,**  
**19, Barakhamba Road, Connaught Place,**  
**New Delhi-110001**

We, Kundan Agrawal & Associates, Company Secretaries have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **RCC Cements Limited** having CIN L26942DL1991PLC043776 and having registered office at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001 India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company	Date of resignation in Company
1.	Mr. Mukesh Sharma	00166798	15.04.2002	-
2.	Mr. Sunil Kumar	00175301	23.03.2001	04.07.2022
3.	Mr. Santosh Pradhan	00354664	03.05.2018	-
4.	Ms. Madhu Sharma	06947852	31.03.2015	-
5.	Mr. Sachin Garg	03320351	08.07.2022	-

- National Stock Exchange vide order no NSE/COMP/51141 Circular Ref. No: 03/2022 dated 27/01/2022 declared Omkam Capital Markets Pvt. Ltd. as a defaulter and expelled the company from being its trading member and disqualified Mr. Sachin Garg from being director of any company which is a trading member of stock exchange citing clause (iv) sub-rule 4(A) & 5 of Rule 8 of Securities (Contract) Regulation Rules, 1957.

- Clause (iv) of sub-rule 4(A) of Rule 8 provides that a company as defined in the Companies Act, 1956 (1 of 1956), shall also be eligible to be elected as a member of a stock exchange if— the directors of the company are not disqualified from being members of a stock exchange under clause (1) [except sub-clause (b) and sub-clause (f) thereof] or clause (3) [except sub-clause (a) and sub-clause (f) thereof] and the Directors of the company had not held the offices of the Directors in any company which had been a member of the stock exchange and had been declared defaulter or expelled by the stock exchange.
- In view of the provisions contained in Securities (Contract) Regulation Rules, 1957, Mr. Sachin Garg is disqualified to act as Director in companies which are also a trading member of Stock Exchange, However, he can still hold directorship in companies which are not a trading member of Stock Exchange.
- We have been informed by the Management that Omkam Capital Markets Private Limited has filed an appeal against the said order of NSE before the honorable Securities Appellate Tribunal (SAT). The appeal has been registered as A. NO 213 of 2022. Perusal of orders passed by honorable SAT, we understand SAT vide its order dated 09/06/2023 has directed NSE to reconsider its decision of expelling the Company after affording an opportunity within a period of two months from the date of the order.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Kundan Agarwal & Associates**

**Company Secretaries**

**FRN: S2009DE113700**

**Sd/-**

**Kundan Agrawal**

**Company Secretary**

**M. No. 7631**

**COP No. 8325**

**UDIN: F007631E000493798**

**Date: 24/06/2023**

**Place: Delhi**

## Performance Evaluation Policy

### 1. Introduction

The RCC Cements Limited (“**The Company**”) conducts its operations as per the directions provided by the Board of Directors within the framework laid down by the Companies Act, 2013 (“**the Act**”), the Articles of Association, Listing Agreement with stock exchanges and Code of Conduct and policies formulated by the Company for its internal execution. The Company’s Board of Directors is dedicated to act in good faith; exercise their judgment on an informed basis, in the best interest of the company and its stakeholders.

The Act provides that the Nomination and Remuneration Committee shall formulate the criteria for evaluation of performance of Independent Directors and the Board. Such an evaluation procedure will provide a fine system of checks and balances on the performance of the directors and will ensure that they exercise their powers in a rational manner. The Act further casts an obligation on part of the board of directors for evaluating the performance of independent directors. All the directors on the board of a company, except the independent director whose performance is being evaluated, will assess the performance of the independent director. Accordingly, a report of performance evaluation of each independent director of the company would be prepared, which would determine whether to extend or continue the term of appointment of the concerned independent director or not.

As one of the most important functions of the Board of Directors is to oversee the functioning of Company’s top management, this Board Performance Evaluation process aims to ensure individual directors (“Directors”) and the Board of Directors of the Company (“Board”) as a whole work efficiently and effectively in achieving their functions. This policy aims at establishing a procedure for conducting periodical evaluation of its own performance and individual directors. Hence, it is important that every individual Board Member effectively contributes in the Board deliberations.

### 2. Role of Board and Independent Directors

In conformity with the requirement of the Act, the performance evaluation of all the Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Independent Directors are duty bound to evaluate the performance of non – independent directors and Board as a whole. The independent directors of the Company shall meet at least once in a year to review the performance of the non- independent directors, performance of Chairperson of the Company and Board as a whole, taking into account the views of executive directors and non-executive directors.

### 3. Evaluation Criteria

The Board of Directors shall pay regards to the following parameters for the purpose of evaluating the performance of a particular director. In respect of each of the evaluation factors, various aspects have been provided to assist with the evaluation process in respect of performance of Board itself, and individual directors. Such evaluation factors may vary in accordance with their respective functions and duties. Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director being evaluated.

**Appraisal of each Director of the Company shall be based on the criteria as mentioned herein below.**

**Rating Scale:**

Performance	Rating
Excellent	4
Very Good	3
Good	2
Satisfactory	1
Not Satisfactory	0

**Evaluation of Independent Directors**

While evaluating the performance of Independent Directors following points needs to be considered.

**Name of the Director being assessed:** \_\_\_\_\_

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Attendance and participations in the meetings		
2.	Raising of concerns to the Board		
3.	Safeguard of confidential information		
4.	Rendering independent, unbiased opinion and resolution of issues at meetings.		
5.	Initiative in terms of new ideas and planning for the Company		
6.	Safeguarding interest of whistle-blowers under vigil mechanism.		
7.	Timely inputs on the minutes of the meetings of the Board and Committee's, if any		
8.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
9.	Contribution to development of strategy and to risk management		
10.	Updatons with latest developments		
11.	Communications with Board members, senior management and others		

**Evaluation of Non Independent/ Executive Directors**

While evaluating the performance of Non-Independent Directors/ Executive Directors following points needs to be considered:

**Name of the Director being assessed:** \_\_\_\_\_

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Leadership initiative		
2.	Initiative in terms of new ideas and planning for the Company		
3.	Professional skills, problem solving and decision making		
4.	Compliance with policies of the Company, ethics, Code of Conduct etc.		
5.	Reporting of frauds, violations etc.		
6.	Motivating employees, providing assistance & directions		
7.	Attendance and presence in meeting of Board, Committee and General Meeting.		
8.	Safeguarding of interest of whistle blowers under vigil mechanism.		
9.	Timely inputs of the minutes of the meetings of the Board and Committee, if any.		
10.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
11.	Contribution to development of strategy and to risk management		
12.	Updatons with latest developments		
13.	Communications with Board members, senior management and others		

**Evaluation of Board of Directors**

While evaluating the Performance of the Board of Directors as a whole, following points needs to be considered:

<b>Sr. No.</b>	<b>Assessment Criteria</b>	<b>Rating</b>	<b>Remarks/ Comments</b>
1.	The Board of Directors of the company is effective in decision making		
2.	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.		
3.	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law.		
4.	The Board reviews the organization's performance in carrying out the stated mission on a regular basis.		
5.	The Board of Directors is effective in providing necessary advice and suggestions to the company's management.		
6.	Is the board as a whole up to date with latest developments in the regulatory environment and the market?		
7.	The information provided to directors prior to Board meetings meets your expectations in terms of length and level of detail.		
8.	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.		
9.	The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the board.		
10.	The Board appropriately considers internal audit reports, management's responses, and steps towards improvement.		
11.	The Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor's qualifications and performance.		
12.	The Board considers the independent audit plan and provides recommendations.		

**COMMITTEES OF BOARD**

The Board has constituted the following committees:

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Nomination and Remuneration Committee;

For evaluating the performance of each committee, the Board of Directors shall pay regards to the following aspects:

<b>Sr. No.</b>	<b>Assessment Criteria</b>	<b>Rating</b>	<b>Remarks/ Comments</b>
1.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws applicable to the Company		
2.	Compliance with ethical standards & code of conduct of Company		
3.	Committee's accomplishments w.r.t. performance objectives		
4.	Redressal of complaints & grievances		
5.	Coordination with other committees and Board of Directors		
6.	Fulfillment of roles & responsibilities assigned to them		
7.	Adherence to Company's policies and internal procedures		



**Evaluation of Key Management Personnel and Senior Executives**

While evaluating the performance of Key Management Personnel and Senior Executives (other than Directors) following points shall be kept in mind:

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Abidance and behavior in accordance with ethical standards & code of conduct of Company.		
2.	Compliance with Article of Association, Companies Act, Listing Regulations & other laws. Applicable to the Company		
3.	Interpersonal and communication skills		
4.	Team work attributes		
5.	Safeguard of confidential information		
6.	Compliance with policies of the Company, ethics, code of conduct, etc.		
7.	Punctuality and other personality related aspects		

**4. Review of the Policy**

The Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company.

**5. Disclosure**

Company will disclose details of its Board Performance Evaluation processes in its Board's report. The Board's report containing such statement shall indicate the manner in which formal evaluation has been made by the Board of its own performance and individual directors of the Company.

**For and on behalf of the Board of  
RCC Cements Limited**

**Sd/-**

**Sachin Garg**

**Chairman**

**DIN: 03320351**

**Place: New Delhi**

**Dated: 29.08.2023**

**Annexure - 3**

**NOMINATION & REMUNERATION POLICY****1. Introduction**

Pursuant to Section 178 of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of had constituted the Nomination and Remuneration Committee. The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 read along with the applicable rules thereto and Listing Regulations, 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

**2. Objective and purpose of the policy**

The objectives and purpose of this policy are:

- 2.1 To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees. This includes, reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluating the CEO's performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO's compensation level based on this evaluation; and making recommendations to the board with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval;

- 2.2 The policy also addresses the following items: Committee member qualifications; Committee member appointment and removal; Committee structure and operations; and Committee reporting to the Board.
- 2.3 To formulate the criteria for evaluation of performance of all the Directors on the Board;
- 2.4 To devise a policy on Board diversity; and
- 2.5 To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

### Definitions

- 'Board' means Board of Directors of the Company.
- 'Directors' means Directors of the Company.
- 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable SEBI listing Regulations, 2015 and/or any other Act/Regulations.
- 'Company' means RCC Cements Limited.
- 'Independent Director' means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.
- 'Key Managerial Personnel (KMP)' means-
  - (i) the Managing Director or the Chief Executive Officer or the manager and in their absence, a Whole-time Director;
  - (ii) the Company Secretary; and
  - (iii) the Chief Financial Officer

Senior Management means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and Listing as may be amended from time to time shall have the meaning respectively assigned to them therein.

### General

This Policy is divided in three parts: -

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and nomination; and

Part – C covers remuneration and perquisites etc.

### Part – A

#### Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The following matters shall be dealt by the Committee:-

#### (a) Size and composition of the Board:

Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole and ensure compliance of various provision of applicable laws and SEBI listing Regulations, 2015;

#### (b) Directors:

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

#### (c) Succession plans:

Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;

**(d) Evaluation of performance:**

Make recommendations to the Board on appropriate performance criteria for the Directors.

Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company.

Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

**(e) Remuneration framework and policies:**

The Committee is responsible for reviewing and making recommendations to the Board on:

- (i) the remuneration of the Managing Director, Whole-time Directors and KMPs
- (ii) the total level of remuneration of Non-Executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;
- (iii) the remuneration policies for all employees including KMPs, senior management and other employees including base pay, incentive payments, equity awards, retirement rights and service contracts having regard to the need to
- (iv) attract and motivate talent to pursue the Company's long term growth;
- (v) demonstrate a clear relationship between executive compensation and performance; and
- (vi) be reasonable and fair, having regard to best governance practices and legal requirements.
- (vii) The Company's superannuation arrangements and compliance with relevant laws and regulations in relation to superannuation arrangements; and
- (viii) the Company's remuneration reporting in the financial statements.

**PART – B****Policy for appointment and removal of Director, KMPs and Senior Management*****I. Appointment criteria and qualifications***

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his / her appointment.
2. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.
4. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of seventy years and shall not appoint Independent Director who is below age of 21 years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond Seventy years as the case may be.
5. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.

***II. Term / Tenure*****1. Managing Director / Whole-time Director**

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

## 2. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

### III. Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company with the approval of shareholders by passing a special resolution at the general meeting of the Company.

## PART – C

### Policy relating to the remuneration for Directors, KMPs and other employees

#### A. General

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of Chapter xiii of the Companies Act, 2013 read with schedule v, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### B. Remuneration to KMPs and other employees

The policy on remuneration for KMPs and other employees is as below:-

#### 1. Fixed pay

The remuneration and reward structure for employees comprises two broad components - annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.

These guidelines are as under:

##### a) Annual remuneration

Annual remuneration refers to the annual compensation payable to the employees of the Company. This comprises two parts - a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit. Employee is required to determine his/her key result areas for that particular defined role. The performance-linked variable pay will be directly linked to the performance on individual components of the performance and the overall performance of the business. An employee's variable pay would, therefore, be directly dependent on key performance measures that represent the best interests of shareholders.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber, and high potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group globally, established through independent compensation surveys, from time to time.

**b) Long-term rewards**

Long-term rewards may be granted to eligible key employees based on their contribution to the performance of the Company, relative position in the organization, and length of service under the supervision and approval of the Committee.

The grant, vesting and other scheme details would be formulated from time to time.

These long-term reward schemes are implemented to attract and retain key talent in the industry.

**2. Minimum remuneration to Managing Director/ Chief Executive officer**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**C. Remuneration/ Setting Fees / Commission to Non-Executive / Independent Directors****1. Remuneration/ Setting Fees / Commission**

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made there under.

The remuneration to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

Non-Executive Directors/ Independent Director shall be paid a Setting Fees / Commission as may be decided by the Board of Directors from time to time subject to the limits specified in Companies Act, 2013 and other applicable laws/ Regulations.

**2. Stock options**

The Independent Directors shall not be entitled to any stock option of the Company.

**Policy review**

This policy is framed based on the provisions of the Companies Act, 2013 and rules there under and the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

**For and on behalf of the Board of  
RCC Cements Limited  
Sd/-  
Sachin Garg  
Chairman  
DIN: 03320351**

**Place: New Delhi  
Dated: 29.08.2023**

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis**

(a) Name(s) of the related party and nature of relationship	<b>Not Applicable</b>
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

**2. Details of material contracts or arrangement or transactions at arm's length basis:****(Rs. In Hundred)**

(a) Name(s) of the related party and nature of relationship	<b>Omkam Global Capital Pvt. Ltd.</b>
(b) Nature of contracts/arrangements/transactions	<b>Unsecured Loan</b>
(c) Duration of the contracts / arrangements/transactions	<b>01/04/2022 to 31/03/2023</b>
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Mr. Mukesh Sharma, Director of the Company is also the director of Omkam Global Capital Pvt. Ltd. For the smooth functioning of the company as well as for day to day funds requirements, the company had been requesting M/s Omkam Global Capital Pvt Ltd and it has been infusing the required funds. The funds received by the company are repayable on demand and/or as and when the company has surplus funds. During the year under review a sum of Rs. 6847.18 had been infused by M/s Omkam Global Capital Pvt Ltd, out of which an amount of Rs. 111042.65 is outstanding at the end of the Financial Year 2022-23.
(e) Justification for entering into such contracts or arrangements or transactions	Short Term fund required for day to day transactions
(f) date(s) of approval by the Board	28.05.2022
(g) Amount paid as advances, if any:	Nil
(h) Date on which the ordinary resolution was passed in general meeting as required under first proviso to section 188	30.09.2022

**For and on behalf of the Board  
of RCC Cements Limited**

Place: New Delhi  
Dated: 29.05.2023

Sd/-  
Sachin Garg  
Chairman  
DIN: 03320351

## Annexure – 4

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-2023, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-2023 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

(Rs. In Hundred)

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2022-2023 (Rs. In Lacs)	% Increase in Remuneration in the Financial Year 2022-2023	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Sunil Kumar Managing Director	NIL	Not Applicable	Not Applicable	Net loss for the year is Rs. 11399.21 as compare to the loss of Rs. 12822.18 for the year 2021-22
2.	Mr. Mukesh Sharma Independent Director	Not Applicable	Not Applicable	Not Applicable	-
3.	Mr. Santosh Pradhan Independent Director	Not Applicable	Not Applicable	Not Applicable	-
4.	Mrs. Madhu Sharma Director	NIL	Not Applicable	Not Applicable	-
5.	Mr. Soban Singh Aswal Chief Financial Officer	55.500	NIL	Not Applicable	Net loss for the year is Rs. 11399.21 as compare to the loss of Rs. 12822.18 for the year 2021-22
6.	Ms. Vatika Jain Company Secretary (Resigned w.e.f 30/06/2022)	650.00	NIL	Not Applicable	Net loss for the year is Rs. 11399.21 as compare to the loss of Rs. 12822.18 for the year 2021-22
7.	Ms Bhawna Arora Company Secretary (Appointed w.e.f 08/07/2022 & resigned w.e.f 18/08/2022)	344.00	NIL	Not Applicable	Net loss for the year is Rs. 11399.21 as compare to the loss of Rs. 12822.18 for the year 2021-22
8.	Ms. ShimpyGoel Company Secretary (Appointed w.e.f 25/08/2022)	1881.00	NIL	Not Applicable	Net loss for the year is Rs. 11399.21 as compare to the loss of Rs. 12822.18 for the year 2021-22
9.	Mr. Rajesh Kumar Chief Financial Officer (Appointed w.e.f 08/07/2022)	NIL	NIL	Not Applicable	Net loss for the year is Rs. 11399.21 as compare to the loss of Rs. 12822.18 for the year 2021-22

No sitting fee paid for attending Board Meeting/Committee Meetings.

- ii. In the financial year 2022-2023, there was no increase in the median remuneration of employees;
- iii. There were 3 permanent employees on rolls of Company as on March 31, 2023;
- iv. Relationship between average increase in remuneration and company performance – During the F.Y. 2022-2023, there was no increase in remuneration. The company incurred net loss for the year 2022-2023 of Rs. 11399.21 (Hundred), hence there is no increase in median remuneration.
- iv. a) Variations in the market capitalization of the Company: The market capitalization as on March 31, 2023 is Rs.61,622,000/- and March 31, 2022 is Rs. 56,020,000/- respectively.
- b) The closing price of the Company's equity shares on the BSE as on March 31, 2023 is not available as the shares of the Company are suspended at BSE w.e.f. 12<sup>th</sup> March, 2020 due to non payment of annual listing fees of BSE. However, BSE vide its notice no. 20210219-31 dated 19 Feb, 2021 has allowed the

trading of shares of the company on Trade-for-Trade basis only on the first trading day of every week till the company makes payment of outstanding ALF to the Exchange.

Hence, for the purpose of calculation of market capitalization, the last traded W.A.P of Rs. 11.00 per share as on 30/01/2023 has been taken and the WAP of the equity shares of the company as on 31/01/2022 was Rs. 10.00 per share.

- v. The Key Parameters for any variable component of remuneration availed by the Directors – Please refer to the salient features of Remuneration Policy annexed and forming part of this Report.
- vi. Average percentage in increase made in the salaries of employees other than the managerial personnel in the last financial year i.e.2022-23 was NIL
- vii. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- viii. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- ix. None of the employees of the Company are related to any Director of the Company.

**Place: New Delhi**  
**Dated: 29.08.2023**

**For and on behalf of the Board of  
RCC Cements Limited  
Sd/-  
Sachin Garg  
Chairman  
DIN: 03320351**



**NEMANI GARG AGARWAL & CO.**

**CHARTERED ACCOUNTANTS**

**1517, DEVIKA TOWER, 6, NEHRU PLACE,  
NEW DELHI- 110 019.**

**Br.Office: Ch. No.5, Kamadgiri Aptt., Kaushambi, Ghaziabad-201010**

**Tel.-011-26448022/33;0120-4374727**

**Email ID: sknemani@sknemani.com,nemani61@gmail.com**

**Independent Auditors' Report**

**To The Members of RCC CEMENTS LIMITED**

**29th May, 2023**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of RCC CEMENTS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its LOSS including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Information Other than the Financial Statements and Auditors' Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B” to this report.
- g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed pending litigations if any on its financial position in its financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There was no delay in transferring the amounts, which was required to be transferred to the investor education and protection fund by the company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether rerecorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The company has not declared or proposed dividend during the year.

**For Nemani Garg Agarwal & Co.**  
Chartered Accountants  
Firm’s Registration Number: **010192N**

**Sd/-**  
**(J.M. Khandelwal)**  
Partner  
Membership Number: 074267  
UDIN: 23074267BGWKNJ9549

Place of Signature: New Delhi  
Date: 29th May, 2023

**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our STANDALONE AUDIT Report to the Members of RCC CEMENTS LIMITED of even date)**

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - (a) The company had no Property, plant and Equipments and Intangible Assets during the year hence provisions of clause 3 (i) (a) to (d) of the above order are not applicable to the company.
  - (b) No Proceedings under Benami Property Transactions (Prohibition) Act, 1988 have been initiated against the company.
- ii. (a) The company had no inventory during the year, hence clause 3(ii) (a) of above order are not applicable to the company.
  - (b) The Company has no sanction of working capital limits in excess of Rs.5 crore, in aggregate, during the year, from banks or financial institutions on the basis of security of current assets, hence no requirement of filing quarterly returns or statements with banks
- iii. The Company has made no investments in companies, Limited Liability, Partnerships, and has not granted unsecured loans to other parties, during the year, hence reporting under clause 3(iii) (a) to (f) of the order are not applicable to the company.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company.
- vii. In respect of statutory dues:
  - (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.  
  
There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
  - (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are NIL.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest from any lender.
  - (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
  - (c) The Company has not received the term loan during the year.
  - (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised any loans on the pledge of securities held in its subsidiary, joint ventures or associates companies.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As per informations provided to us no whistle blower complaints was received by the Company during the year (and upto the date of this report).
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a),(b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash loss of Rs. 11.39 Lac during the financial year covered by our audit and incurred cash loss of Rs. 12.82 Lac during the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than on going projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) No amount unspent under sub section (5) of section 135 of Companies Act pursuant to any ongoing project for CSR amount was outstanding for transfer to special Account in compliance with the provision of sub section (6) of section 135 of Companies Act at the end of the Financial Year.

**For Nemani Garg Agarwal & Co.**

Chartered Accountants

Firm's Registration Number: .010192N

Sd/-

**(J.M. Khandelwal)**

Partner

Membership Number: 074267

UDIN: 23074267BGWKNJ9549

Place of Signature: New Delhi

Date: 29th May, 2023

## **Annexure 'B' To the Independent Auditors' Report**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of RCC CEMENTS LIMITED)

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

#### **Opinion**

We have audited the internal financial controls with reference to financial statements of RCC CEMENTS LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

**Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For Nemani Garg Agarwal & Co.**  
**Chartered Accountants**  
**Firm's Registration Number:-010192N**

**Sd/-**  
**(J.M. Khandelwal)**  
**Partner**  
**Membership Number: 074267**  
**UDIN: 23074267BGWKNJ9549**

**Place of Signature: New Delhi**  
**Date: 29th May, 2023**



**RCC CEMENTS LIMITED**

CIN: L26942DL1991PLC043776

Balance Sheet as at 31st March, 2023

(Amount in Hundred)

Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment	4	-	-
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Intangible assets		-	-
(e) Deferred Tax assets		-	-
(f) Long-Term Loan and Advances	5	424,406.25	424,406.25
(g) Non Current Investments		-	-
<b>Total Non Current Assets</b>		<b>424,406.25</b>	<b>424,406.25</b>
<b>(2) Current assets</b>			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Cash and cash equivalents	6	6,287.94	2,724.08
(iv) Bank balances other than iii) above		-	-
(v) Loans		-	-
(c) Other Current Assets	7	286,957.10	292,316.60
<b>Total Current Assets</b>		<b>293,245.04</b>	<b>295,040.68</b>
<b>Total Assets</b>		<b>717,651.29</b>	<b>719,446.93</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	8	560,200.00	560,200.00
(b) Others Equity	9	(221,858.30)	(210,459.09)
<b>Total Equity</b>		<b>338,341.70</b>	<b>349,740.91</b>
<b>Liabilities</b>			
<b>(2) Non Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other financial liabilities		-	-
(b) Deferred tax liabilities (Net)		-	-
<b>Total Non Current Liabilities</b>		<b>-</b>	<b>-</b>
<b>(3) Current liabilities</b>			
(a) Trade payables		-	-
(b) Other current liabilities	10	379,309.59	365,900.52
(c) Short-Term Provision	11	-	3,805.50
<b>Total Current Liabilities</b>		<b>379,309.59</b>	<b>369,706.02</b>
<b>Total Equity &amp; Liabilities</b>		<b>717,651.29</b>	<b>719,446.93</b>
<b>Summary of significant accounting policies</b>	1-3		

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

For Nemani Garg Agarwal & Co.  
Chartered Accountants  
Firm Reg. No. 010192N

For and on behalf of the Board  
of RCC CEMENTS LIMITED

Sd/-  
(J.M. Khandelwal)  
Partner  
M.No.:074267  
UDIN: 23074267BGWKNJ9549

Sd/-  
(Sachin Garg)  
Mg. Director  
DIN :03320351

Sd/-  
(Mukesh Sharma)  
Director  
DIN:00166798

Sd/-  
(Rajesh Kumar)  
CFO  
PAN:AUBPR7393C

Sd/-  
(Shimpy Goyal)  
Company Secretary  
M. No. 64938

Place: New Delhi  
Date: 29.05.2023

## RCC CEMENTS LIMITED

CIN: L26942DL1991PLC043776

Statement of Profit &amp; Loss for the Year Ended 31st March, 2023

(Amount in Hundred)

Particulars	Note No.	Year Ended 31.03.2023	Year Ended 31.03.2022
<b>Continuing Operations</b>			
Revenue from Operations	12	6,328.00	3,515.00
Other Income		-	-
<b>Total Income (I)</b>		<b>6,328.00</b>	<b>3,515.00</b>
<b>Expenses</b>			
Changes in Inventory of Finished Goods,		-	-
Purchase of Trading goods		5,465.00	2,795.00
Employee Benefit Expenses	13	5,111.28	6,942.45
Finance Cost	14	-	-
Depreciation & amortization expenses		-	-
Other expenses	15	7,150.93	6,599.73
<b>Total Expenses (II)</b>		<b>17,727.21</b>	<b>16,337.18</b>
<b>III. Profit / (loss) before Tax (I) - (II)</b>		<b>(11,399.21)</b>	<b>(12,822.18)</b>
Exceptional Items		-	-
		<b>(11,399.21)</b>	<b>(12,822.18)</b>
<b>IV. Tax expense:</b>			
(1) Current Income Tax		-	-
(2) Deferred Tax		-	-
(3) Short provision for earlier year		-	-
<b>V. Profit / (loss) for the year</b>		<b>(11,399.21)</b>	<b>(12,822.18)</b>
<b>VI. Discontinuing Operations</b>			
Profit / (loss) for the year from discontinued Operations		-	-
Tax Income /(Expense) of discontinuing operations		-	-
<b>VII. Profit /(loss) for the year from discontinued Operations (after tax)</b>		-	-
<b>VIII. Profit / (Loss) for the year (V +VII)</b>		<b>(11,399.21)</b>	<b>(12,822.18)</b>
<b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>(IX) Other Comprehensive Income for the year</b>		-	-
<b>(X) Total Comprehensive Income for</b>		<b>(11,399.21)</b>	<b>(12,822.18)</b>
<b>Earning per share for continuing operations [face value of Share Rs. 10/-each]</b>			
(Previous Year Rs. 10/- each)			
<b>(i) Basic</b>			
Computed on the basis of total profit for the year		<b>(0.20)</b>	<b>(0.23)</b>
<b>(ii) Diluted</b>			
Computed on the basis of total profit for the year		<b>(0.20)</b>	<b>(0.23)</b>
Summary of significant accounting policies	1-3		

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

**For Nemani Garg Agarwal & Co.**  
Chartered Accountants  
Firm Reg. No. 010192N

**For and on behalf of the Board**  
**of RCC CEMENTS LIMITED**

Sd/-  
(J.M. Khandelwal)  
Partner  
M.No.:074267  
UDIN: 23074267BGWKNJ9549

Sd/-  
(Sachin Garg)  
Mg. Director  
DIN :03320351

Sd/-  
(Mukesh Sharma)  
Director  
DIN:00166798

Sd/-  
(Rajesh Kumar)  
CFO  
PAN:AUBPR7393C

Sd/-  
(Shimpy Goyal)  
Company Secretary  
M. No. 64938

Place: New Delhi  
Date: 29.05.2023

**RCC CEMENTS LIMITED**  
CIN: L26942DL1991PLC043776

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023**

(Amount in Hundred)		
	Year Ended 31.03.2023	Year Ended 31.03.2022
<b>A. Cash Flow From Operating Activities:</b>		
Net Profit/(loss) before tax and extraordinary items	(11,399.21)	(12,822.18)
Adjustments for:	-	-
Interest income	-	-
Depreciation	-	-
Interest & Finance Charges	-	-
<b>Operating cash flow before changes in working capital</b>	(11,399.21)	(12,822.18)
Cash Flow in Working Capital Activities:		
(Increase)/Decrease in Sundry Debtors	-	-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Loans & Advances	5,359.50	2,987.00
Increase/(Decrease) in Current Liabilities	9,603.57	12,457.28
<b>Cash generated from operations</b>	3,563.86	2,622.10
Less: Income Tax Paid	-	-
<b>Net cash provided by / (used in) operating activities</b>	<b>3,563.86</b>	<b>2,622.10</b>
<b>B. Cash Flow From Investing Activities:</b>		
Sale/(Purchase) of fixed assets	-	-
Sale/(Purchase) of fixed assets	-	-
(Increase)/Decrease in investments	-	-
Interest received	-	-
<b>Net cash provided by / (used in) investing activities</b>	-	-
<b>C. Cash Flow From Financing Activities:</b>		
Increase/(Decrease) in capital	-	-
Proceeds from Long Term Borrowings	-	-
Interest and Finance Charges	-	-
Repayment of Long Term Borrowings	-	-
<b>Net cash provided by / (used in) financing activities</b>	-	-
<b>Net increase / (decrease) in cash and cash equivalents during the year [(A) + (B) + (C)]</b>	<b>3,563.86</b>	<b>2,622.10</b>
<b>Cash and Cash Equivalents:</b>		
<b>Opening Balance</b>	2,724.08	101.98
<b>Closing Balance</b>	6,287.94	2,724.08

The above Cash Flow Statement has been prepared under the Indirect method as set out in Indian Accounting Standard (IND AS-7). The amendments to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact upon on the financial statements of the Company.

Previous year figures have been re-grouped/re-arranged wherever considered necessary.

As per our report of even date

**For Nemani Garg Agarwal & Co.**

**Chartered Accountants**

**Firm Reg. No. 010192N**

**For and on behalf of the Board  
of RCC CEMENTS LIMITED**

Sd/-

(J.M. Khandelwal)

Partner

M.No.:074267

UDIN: 23074267BGWKNJ9549

Sd/-

(Sachin Garg)

Mg. Director

DIN :03320351

Sd/-

(Mukesh Sharma)

Director

DIN:00166798

Sd/-

(Rajesh Kumar)

CFO

PAN:AUBPR7393C

Sd/-

(Shimpy Goyal)

Company Secretary

M. No. 64938

Place: New Delhi

Date: 29.05.2023

**RCC CEMENTS LIMITED**  
Statement of Changes in Equity as at 31st March, 2023

**A. Equity Share Capital**

	Note	Numbers	Amount in Hundred
<b>Equity Shares of Rs. 10/- each issued, subscribed &amp; fully Paid-up</b>			
<b>At 1st April 2021</b>	8	5,602,000	560,200.00
Changes in Equity Share Capital Shares during the year		-	-
<b>At 31st March, 2022</b>		5,602,000	560,200.00
Changes in Equity Share Capital Shares during the year		-	-
<b>At 31st March, 2023</b>		<b>5,602,000</b>	<b>560,200.00</b>

**B. Other Equity**

For the year ended 31st March, 2023

(Amount in Hundred)

Particulars	Reserve and Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
<b>Balance as at April 01, 2021</b>	-	<b>105,000.00</b>	<b>(302,637)</b>	<b>(197,637)</b>
Changes in accounting policy or prior period errors	-	-	-	-
Transfer to retained earnings	-	-	-	-
<b>Restated balance at the beginning of the reporting period</b>				
Profit for the year	-	-	(12,822.18)	(12,822.18)
Other Comprehensive Income for the year	-	-	-	-
<b>Total comprehensive Income for the year</b>	-	-	<b>(12,822.18)</b>	<b>(12,822.18)</b>
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>As at 31st March, 2022</b>	-	<b>105,000.00</b>	<b>(315,459.09)</b>	<b>(210,459.09)</b>
				-
<b>As at 1st April, 2022</b>	-	105,000.00	(315,459.09)	(210,459.09)
Profit for the year	-	-	(11,399.21)	(11,399.21)
Other Comprehensive Income for the year	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-
<b>Total comprehensive Income for the year</b>	-	-	<b>(11,399.21)</b>	<b>(11,399.21)</b>
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change (to be specified)	-	-	-	-
<b>As at 31st March, 2023</b>	-	<b>105,000.00</b>	<b>(326,858.30)</b>	<b>(221,858.30)</b>

**RCC CEMENTS LIMITED****Notes to the IND AS financial statements for the year ended March 31, 2023****1. Corporate information**

RCC Cements Limited is a Limited Company incorporated under the provisions of the Companies Act, 1956.

**2. Basis of preparation of IND AS financial statements****(i) Statement of compliance:**

The IND AS financial statements of the Company for the year ended 31 March 2023 are prepared in all material aspects in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and relevant provisions of the Companies Act, 2013.

**(ii) Basis of Preparation:**

Effective April 1, 2017, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards, with April 1, 2016 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

**(iii) Basis of Measurement**

The IND AS financial statements have been prepared under the historical cost convention except for the following which have been measured at fair value:

- Financial assets and liabilities except borrowings carried at amortised cost

**3. Significant accounting policies:****i) Cash and cash equivalents:**

Cash and cash equivalents comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are ready convertible into known amounts of cash and which are subject to insignificant risk of change in value.

**ii) Employees Benefits:****a) Short term employee benefits**

All employees' benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

**iii) Foreign currency transactions:****(a) Functional and presentation Currency**

The Company's IND AS financial statements are presented in INR, which is also the Company's functional and presentation currency.

**(b) Transaction and Balance**

Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The resultant exchange differences are recognized in the Statement of profit and loss.

Non-Monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transactions.

**iv) Revenue recognition:**

Revenue is recognized to the extent that it is possible that the economic benefits will flow to the company and the revenue can be reliably measured.

**v) Leases**

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

**vi) Provisions and contingencies****(a) Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

**(b) Contingencies**

A disclosure for contingent liability is made when there is possible obligation arising from past event the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

A disclosure for contingent assets is also made when there is possibility of an inflow of economic benefits to the entity which arise from unplanned or other unexpected events.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

**vii) Earnings per share:**

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**viii) Income Taxes:**

Income tax comprises current tax (including MAT) and deferred tax. Income tax expenses is recognized in net profit in statement of Profit and loss extent to the extent that it relates to items recognized directly in other comprehensive income/equity, in which case it is recognized in other comprehensive income/equity.

Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income Tax Act, 1961. Current tax asset and liabilities are offset when company has a legally enforceable right to set off the recognized amount and also intends to settle on net basis.

Deferred income tax assets and liabilities are recognized for deductible and taxable temporary difference arises between the tax bases of assets and liabilities and their carrying amount in the financial statement

Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that sufficient taxable profit will be available against which those deductible temporary differences can be utilised. Deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax is measured at the tax rates and tax law that that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the year in which those temporary difference is expected to be recovered or settled.

#### **viii) Financial instruments:**

##### **Initial measurement**

Financial instrument is recognized as soon as the company become a party to the contractual provision of the instruments. All Financial assets and financial liabilities are measured at fair value on initial recognition, except for trade receivable which are initially measured at transaction price. Transaction cost that are directly attributable to the acquisition or issue of financial instrument (other than financial measured at fair value through profit or loss) are added or deducted from the value of the financial instrument, as appropriate, on initial recognition.

Financial Instrument sated as financial assets or financial liabilities are generally not offset, and they are only offset when a legal right to set off exist at that and settlement on a net basis is intended.

##### **Subsequent measurement**

##### **Financial assets:**

Subsequent measurement of financial assets depends on their classification as follows: -

##### **(a) Financial asset carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within business model whose objective is to hold the asset in order to collect contractual cash flow and the contractual term of the asset give rise on specified dates to cash flow that are solely payment of principal and interest on the principal amount outstanding.

##### **(b) Financial asset carried at Fair Value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial asset the contractual term of the asset give rise on specified dates to cash flow that are solely payment of principal and interest on the principal amount outstanding.

For all other equity instrument, the company makes irrevocable election to present in other comprehensive income subsequent change in fair value. The company makes such election on an instrument- to- instrument basis.

##### **(c) Financial asset carried at Fair Value through Profit and loss**

A financial asset which is not classified in any of the above category is subsequently measured at fair value through profit and loss.

##### **Financial liabilities and equity instruments:**

Debts and equity instrument issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and the definition of a financial liability and an equity instruments.

##### **a) Equity Instruments**

An equity instrument is any contract that an evidence and residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the company are recognized at the proceeds received, net of direct issue costs.

**b) Financial Liabilities**

All Financial liabilities are subsequently measured at amortised cost using the Effective interest method.

**De-recognition of financial Instrument: -**

A financial asset is primarily derecognized when the contractual right to the cash flow from the financial asset expires and it transfers the financial asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

**(ix). Impairment****A). Financial Asset**

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

**B). Non-Financial Asset****Critical accounting estimates, assumptions and judgements**

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognized in the financial statement. Uncertainty about these assumptions and estimates could result in outcome that require a material adjustment to assets or liabilities affected in future periods.

**i) Income taxes**

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions

**ii) Contingencies**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

**iii) Allowance for uncollected accounts receivable and advances**

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables and advances are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

**iv) Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

**v) Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**vi) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.



## RCC CEMENTS LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

## 4 Property, Plant and Equipment

(Amount In Hundred)

Description	Office Equipments	Total
<b>Gross carrying value</b>		
<b>As at April 1, 2021*</b>	2,238.09	2,238.09
Additions	-	-
Disposals	-	-
Adjustments	-	-
Exchange differences	-	-
<b>As at March 31, 2022</b>	<b>2,238.09</b>	<b>2,238.09</b>
Additions	-	-
Disposals	-	-
Adjustments	-	-
Exchange differences	-	-
<b>As at March 31, 2023</b>	<b>2,238.09</b>	<b>2,238.09</b>
<b>Accumulated depreciation</b>		
<b>As at April 2021</b>	<b>2,238.09</b>	<b>2,238.09</b>
Charge for the year	-	-
Deduction during the year	-	-
Exchange differences	-	-
<b>As at March 31, 2022</b>	<b>2,238.09</b>	<b>2,238.09</b>
Charge for the year	-	-
Disposals	-	-
Exchange differences	-	-
<b>As at March 31, 2023</b>	<b>2,238.09</b>	<b>2,238.09</b>
<b>Net block as at April 1, 2021*</b>	-	-
<b>Net block as at March 31, 2022</b>	-	-
<b>Net block as at March 31, 2023</b>	-	-

\*The company has exercised the exemption available under Ind AS 101 for Property, Plant and Equipment to measure the same at the carrying value as per previous GAAP on the date of transition i.e. Deemed Cost.

The deemed cost has been calculated as under

## Deemed Cost at April 1, 2022

Particulars	Gross Block	Accumultaed Depreciation	Net Block	Ind AS Adjustments	Deemed Cost
	As at 1.04.2022	As at 1.04.2022	As at 1.04.2022		As at 31.03.2023
<b>Property, plant &amp; Equipment</b>					
Leasehold Land	-	-	-	-	-
Building	-	-	-	-	-
Furniture & Fittings	-	-	-	-	-
Office Equipments	2,238.09	2,238.09	-	-	-
Computer Equipments	-	-	-	-	-
Vehicles	-	-	-	-	-
<b>Total</b>	<b>2,238.09</b>	<b>2,238.09</b>	-	-	-

**RCC CEMENTS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

(Amount In Hundred)

Note	Particulars	As at 31st March, 2023	As at 31st March, 2022
5	<b>Long-Term Loan and Advances</b>		
	Unsecured, considered good		
	Other Advances	50,000.00	50,000.00
	Capital Advance	374,406.25	374,406.25
		<b>424,406.25</b>	<b>424,406.25</b>
6	<b>Cash and Cash Equivalents</b>		
	Cash and cash equivalents		
	a) Balances with Bank in current account	9.44	9.44
	b) Cash in Hand	6,278.50	2,714.64
		<b>6,287.94</b>	<b>2,724.08</b>
7	<b>Other Current Assets</b>		
	Others Advances/ Recoverable	286,851.60	292,316.60
	Prepaid Expenses	105.50	
		<b>286,957.10</b>	<b>292,316.60</b>

(Amount In Hundred)

Note	Particulars	As at 31st March, 2023	As at 31st March, 2022
8	<b>Share Capital</b>		
	<b>a. Authorised</b>		
	1,20,00,000 Equity Shares of Rs.10/- each (Previous Year 1,20,00,000 Equity Shares of Rs. 10/- each)	1,200,000.00	1,200,000.00
	<b>b. Issued, Subscribed &amp; fully Paid-up Shares</b>		
	56,02,000 (Previous Year 56,02,000) Equity Shares of Rs.10/- each fully paid	560,200.00	560,200.00
	<b>Total Issued, Subscribed &amp; fully Paid-up Share Capital</b>	<b>560,200.00</b>	<b>560,200.00</b>

**c. Terms /rights attached to equity shares**

The company has only one class of equity shares having a face value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend declared, if any is payable in Indian rupees. The dividend if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual General Meeting. The board has not proposed any dividend for current year and previous year.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts including preference shares. The distribution will be in

**d. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year****Equity Shares**

	As at 31st March, 2023		As at 31st March, 2022	
	In Nos.	Amount in Hundred	In Nos.	Amount in Hundred
At the beginning of the year	5,602,000	560,200.00	5,602,000	560,200.00
Add : Issued during the year ending	-	-	-	-
<b>Outstanding at the end of the Year</b>	<b>5,602,000</b>	<b>560,200.00</b>	<b>5,602,000</b>	<b>560,200.00</b>

**e. Detail of shareholders holding more than 5% shares in the company**

	As at 31st March, 2023		As at 31st March, 2022	
	In Nos.	% holding in the Class	In Nos.	% holding in the Class
Equity shares of Rs.10/- each fully paid				
- Regent Marketing Private Limited	310,000	5.53%	310,000	5.53%
- Simple Investment Private Limited	450,000	8.03%	450,000	8.03%
- Rishabh Jain	337,200	6.02%	337,200	6.02%

As per records of the company, including its register of shareholders/members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

## RCC CEMENTS LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

## Details of shares held by promoters

S. No.	Promoter's Name	Shareholding at the begning of the year (As on 31.03.2022)			Shareholding at the begning of the year (As on 31.03.2023)		
		No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
1	Rakesh Jain	173,100	3.09	No	173,100	3.09	No
2	Shabnam Jain	34,000	0.61	No	34,000	0.61	No
3	Yogesh Jain	268,300	4.79	No	268,300	4.79	No
4	Apporve Jain	72,500	1.29	No	72,500	1.29	No
5	Abhinav Jain	68,000	1.21	No	68,000	1.21	No
6	Anupreksha Jain	68,500	1.22	No	68,500	1.22	No
7	Akshat Jain	63,000	1.12	No	63,000	1.12	No
8	Ashok Jain	31,000	0.55	No	31,000	0.55	No
9	Anil Kumar Jain (Huf)	9,000	0.16	No	9,000	0.16	No
10	Rajesh Jain	117,000	2.09	No	117,000	2.09	No
11	Meenu Jain	79,000	1.41	No	79,000	1.41	No
12	Himanshu Jain	9,000	0.16	No	9,000	0.16	No
13	Rishabh Jain	337,200	6.02	No	337,200	6.02	No
14	Laxmi Jain	7,000	0.12	No	7,000	0.12	No
15	Swati Jain	6,000	0.11	No	6,000	0.11	No
16	Prabhat Jain	9,000	0.16	No	9,000	0.16	No
17	Ritu Jain	9,000	0.16	No	9,000	0.16	No
18	Reena Jain	9,000	0.16	No	9,000	0.16	No
19	Savitri Jain	9,500	0.17	No	9,500	0.17	No
20	Yogesh Jain (Huf)	54,000	0.96	No	54,000	0.96	No
21	Rakesh Jain (Huf)	70,000	1.25	No	70,000	1.25	No
22	S S Jain	20,000	0.36	No	20,000	0.36	No
23	Shashi Bala Jain	34,800	0.62	No	34,800	0.62	No
24	Charoo Jain	29,500	0.53	No	29,500	0.53	No
25	Sharad Jain	104,500	1.87	No	104,500	1.87	No
26	Anju Jain	9,500	0.17	No	9,500	0.17	No
27	Ritul Jain	9,500	0.17	No	9,500	0.17	No
28	Sachi Jain	9,500	0.17	No	9,500	0.17	No
29	Preeti Jain	19,800	0.35	No	19,800	0.35	No
30	Puneet Jain	19,800	0.35	No	19,800	0.35	No
31	Aridaman Kumar Jain	14,500	0.26	No	14,500	0.26	No
32	Bhushan Kumar Jain	10,000	0.18	No	10,000	0.18	No
33	Mukesh Jain	10,000	0.18	No	10,000	0.18	No
34	Nem Chand Jain	10,000	0.18	No	10,000	0.18	No
35	Shama Rani Jain	8,100	0.14	No	8,100	0.14	No
36	Shashi Daman Jain	13,500	0.24	No	13,500	0.24	No
37	Sumat Chand Jain	30,000	0.54	No	30,000	0.54	No
38	T C Jain	20,000	0.36	No	20,000	0.36	No
39	Ashok Jain (Huf)	90,000	1.61	No	90,000	1.61	No
40	Charu Jain	75,000	1.34	No	75,000	1.34	No
41	Rajesh Jain (Huf)	75,000	1.34	No	75,000	1.34	No
42	Tara Chand Jain	75,000	1.34	No	75,000	1.34	No
43	Diplomate Leasing Pvt. Ltd.	100,000	1.79	No	100,000	1.79	No
44	Focus Impex Pvt. Ltd	40,000	0.71	No	40,000	0.71	No

## RCC CEMENTS LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount In Hundred)

Note	Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>9</b>	<b>Other Equity</b>		
	<b>a. Retained Earnings</b>		
	Opening balance	(315,459.09)	(302,636.91)
	Add: Net profit/(loss) for the current year	(11,399.21)	(12,822.18)
	<b>Profit available for appropriation</b>	<b>(326,858.30)</b>	<b>(315,459.09)</b>
	Less : Appropriations ( Investments increase)	-	-
	<b>Closing balance</b>	<b>(326,858.30)</b>	<b>(315,459.09)</b>
	<b>b. Securities premium reserve</b>		
	Opening Balance	105,000.00	105,000.00
	Change during the Year	-	-
	<b>Closing Balance</b>	<b>105,000.00</b>	<b>105,000.00</b>
	<b>Total Reserves and Surplus</b>	<b>(221,858.30)</b>	<b>(210,459.09)</b>
Securities Premium Reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.			
<b>10</b>	<b>Other Current Liabilities</b>		
	Others Amounts payable	351,746.65	344,983.99
	Statutory Dues Payable	15.10	392.45
	Expense Payable	27,547.84	20,524.08
	<b>Total other liabilities</b>	<b>379,309.59</b>	<b>365,900.52</b>
<b>11</b>	<b>Short-Term Provision</b>		
	Provision for Expenses	-	3,805.50
	Provision of Income Tax	-	-
		-	<b>3,805.50</b>
<b>12</b>	<b>Revenue from Operations</b>		
	Sale & Service Charges	6,328.00	3,515.00
		<b>6,328.00</b>	<b>3,515.00</b>
<b>13</b>	<b>Employee Benefit Expenses</b>		
	Salaries	4,985.00	6,780.00
	Staff Welfare	126.28	162.45
		<b>5,111.28</b>	<b>6,942.45</b>
<b>14</b>	<b>Finance costs</b>		
	Bank Charges	-	-
		-	-
<b>15</b>	<b>Other expenses</b>		
	Advertisement Expenses	473.32	473.33
	AGM Expenses	182.25	128.70
	Audit Fee	297.50	324.50
	Conveyance Expenses	89.68	83.60
	Fee & Subscription	4,189.00	4,189.00
	Filing Fee	81.00	48.00
	Legal & Professional Charges	50.00	650.00
	Miscellaneous Expenses	199.83	183.15
	Office Expenses	194.63	175.65
	Postage and Couriers Expenses	1,046.47	130.65
	Printing & Stationery Expenses	284.60	213.15
	Software Expenses	62.65	-
		<b>7,150.93</b>	<b>6,599.73</b>
	<b>*Payment to Auditors</b>		
	As auditor:		
	Statutory Audit Fee and Internal Audit Fee	297.50	324.50
	In other capacity:		
	Other Services (Certification)	-	-
		<b>297.50</b>	<b>324.50</b>

## RCC CEMENTS LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount In Hundred)

Note	Particulars	As at 31st March, 2023	As at 31st March, 2022
16	<b>INCOME TAX</b>		
	<b>The income tax expense consists of the following :</b>		
	Current tax expense for the current year	-	-
	Current tax expense pertaining to previous years	-	-
	Minimum alternative tax (MAT) credit	-	-
	Deferred tax expense/(benefit)	-	-
	<b>Total income tax</b>	-	-
	<b>Reconciliation of tax liability on book profit vis-à-vis actual tax liability</b>		
	Profit before income taxes	(11,399.21)	(12,822.18)
	Enacted Tax Rate	26.00%	26.00%
	Computed Tax Expense	-	-
	<b>Adjustments in respect of current income tax</b>		
	Tax impact of exempted income	-	-
Tax impact of expenses which will never be allowed	-	-	
Tax effect of expenses that are not deductible for tax purpose	-	-	
Tax effect due to non taxable income	-	-	
Minimum alternative tax (MAT) credit	-	-	
Previously unrecognised tax losses used to reduce current tax expense	-	-	
Other	-	-	
<b>Total income tax expense</b>	-	-	
17	<b>EARNINGS PER SHARE</b>		
		<b>As at</b>	<b>As at</b>
		<b>31st March, 2023</b>	<b>31st March, 2022</b>
	Profit/(loss) attributable to shareholders	(11,399.21)	(12,822.18)
	Weighted average number of equity shares	5,602,000	5,602,000
	Nominal value per equity share	10	10
	<b>Weighted average number of equity shares adjusted for the effect of dilution</b>	5,602,000	5,602,000
	<b>Earnings per equity share</b>	(0.20)	(0.23)
	Basic	(0.20)	(0.23)
	Diluted		
18	<b>CONTINGENCIES AND COMMITMENTS</b>		
		<b>As at</b>	<b>As at</b>
		<b>31st March, 2023</b>	<b>31st March, 2022</b>
	<b>(A) Contingent liabilities</b>		
	I Income Tax	Nil	Nil
	II Other Legal Cases	Nil	Nil
		-	-
	<b>(B) Capital and other commitments</b>		
	Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided in the books are as follows:		
	<b>Particulars</b>	<b>As at</b>	<b>As at</b>
	<b>31st March, 2023</b>	<b>31st March, 2022</b>	
Property, plant and equipment	Nil	Nil	

## RCC CEMENTS LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

## Note-19

Ratios Analysis (2022-23)						REMARKS
Sl. No.	Particulars	Formula	Financial Year 2022-23	Financial Year 2021-22	% Variance	
1	Current Ratio	Current Assets / Current Liability	0.77	0.80	(3.13)	
2	Debt-to-Equity Ratio	Debts (Long Term and Short Term) / Equity Shareholder Fund	NA	NA	--	
3	Debt Service Coverage Ratio	EBIDT / Interest+Principal	NA	NA	--	
4	Return on Equity Ratio	Net Income / Shareholder's Equity	-0.03	-0.04	(8.10)	
5	Inventory Turnover Ratio	Cost of Goods Sold / Avg Inventory	NA	NA	--	
6	Receivables turnover	Sales / Trade Receivable	NA	NA	--	
7	Trade Payable Turnover Ratio	Sales / Trade Payable	NA	NA	--	
8	Net Capital Turnover Ratio	Sales/Average Working Capital	NA	NA	--	
9	Net Profit Margin Ratio	Net Income / Net Sales	(1.80)	(3.65)	(50.62)	Revenue base is low in both years
10	Return on Capital Employed	EBIT/ Total Assets - Current Liabilities	(0.03)	(0.04)	(8.10)	
11	Return on Investment	EBIT/Average Operating Assets	(0.004)	(0.004)	(10.96)	

**20. Related Party Disclosures as per Ins AS 24:**

The nature of relationship and summary of transactions with related parties are summarized below

**a. Name of the related party and nature of their relationship****Name of key managerial personnel (KMP)**

Mr. Sunil Kumar

(Resignation 04.07.2022)

Mr. Sachin Garg

(Appointment w.e.f. 08.07.2022)

Ms. Madhu Sharma

Mr. Soban Singh Aswal

(Resignation w.e.f. 28.05.2022)

Mr. Rajesh Kumar

(Appointment w.e.f. 08.07.2022)

Ms. Vatika Jain

(Resignation 30.06.2022)

Ms. Bhawna Arora

(Appointment 08.07.2022 and Resignation 18.08.2022)

Shimpy Goyal

(Appointment 25.08.2022)

**Designation**

Managing Director

Managing Director

Non Executive Director

Chief Financial Officer

Chief Financial Officer

Company Secretary

Company Secretary

Company Secretary

**Enterprises over which key management personnel and relatives of such personnel exercise significant influence with whom transactions has been undertaken**

Omkam Global Capital Private Limited

Mr. Mukesh Sharma is a Common Director

**Transactions during the year with related parties (Rs. Hundred)**

	Key Managerial Personnel/ Director	Key Managerial Personnel (CFO/CS)	Relatives of Key Managerial Personnel	Entities in which KMP/Relatives of KMP can exercise significant influence
Remuneration	-	3430.00 (5340.00)	-	-
Loan Received	-	-	-	6762.66 (11134.27)
Loan Repaid	-	-	-	-
Personal/Corporate Guarantees obtained to the extent of loan taken by the Company	-	-	-	-

\*Figures in bracket represent preceeding year figures

**Closing balances of related parties (Rs. Hundred)**

	Key Managerial Personnel/ Director	Key Managerial Personnel (CFO/CS)	Relatives of Key Managerial Personnel	Enterprises over which Key Managerial Personnel are able to exercise significant influence
Remuneration Payable	-	445.00 (260.00)	-	-
Unsecured loan	-	-	-	111042.65 (104279.99)
Security Deposit	-	-	-	-

\*Figures in bracket represent preceeding year figures

21. There is nothing to be disclosed under Ind-AS 108 – Segment Reporting since there is no business segment or geographical segment which is a reportable segment based on the definitions contained in the accounting standard.

Deferred Tax has been created as per IND-AS-12 issued by Institute of Chartered Accountants of India.

In accordance with IND AS 12 – Income Taxes issued by ministry of corporate affairs, the company has accounted for the Deferred Tax. Major Components of Deferred Tax Assets and Liabilities are – NIL

22. The debit and credit balances standing in the name of parties are subject to confirmation from them.
23. In the opinion of the Board of Directors, the current assets, loans & advances are fully realizable at the value stated, if realized in the ordinary course of business. The provisions for all known liabilities are adequate in the opinion of board.

**24. Employee Benefits**

Provision of Gratuity, ESI, PF not applicable in the Company.

**25. Ageing of Trade Payable (Creditors)**

As on 31.03.2023

Particulars	Amount of Trade Payable outstanding from due date of payment (Rs. Hundred)				
	Less than 1 Years	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Dues – MSME	-	-	-	-	-
Undisputed Dues – Others	-	-	-	-	-
Disputed dues - MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

As on 31.03.2022

Particulars	Amount of Trade Payable outstanding from due date of payment (Rs. Hundred)				
	Less than 1 Years	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Dues – MSME	-	-	-	-	-
Undisputed Dues – Others	-	-	-	-	-
Disputed dues - MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

## 26. Ageing of Trade Receivable (Debtors)

As on 31.03.2023

Particulars	Amount of Trade Receivable outstanding from due date of payment (Rs. Hundred)					
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade receivables- considered good	-	-	-	-	-	-
Undisputed Trade receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade receivables- considered good	-	-	-	-	-	-
Disputed Trade receivables- considered doubtful	-	-	-	-	-	-

As on 31.03.2022

Particulars	Amount of Trade Receivable outstanding from due date of payment (Rs. Hundred)					
	Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade receivables considered good	-	-	-	-	-	-
Undisputed Trade receivables considered doubtful	-	-	-	-	-	-
Disputed Trade receivables considered good	-	-	-	-	-	-
Disputed Trade receivables considered doubtful	-	-	-	-	-	-

27. **Title Deeds of immovable Property** : The company does not have any immovable properties. Hence the question of title deeds of immovable properties are in the name of the Company does not arise.

28. **Revaluation of Property, Plant and Equipment**: During the financial year, the Company has not re-valued any of its Property, Plant & Equipment.

29. **Disclosure of loans/advances given to Directors/KMP/Related parties:-**

Disclosure w.r.t loans and advances which are:-

a. repayable on demand or

b. without specifying any terms or period of repayment are as follows:

Type of Borrower	As on 31.03.2023		As on 31.03.2022	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-



30. **Capital-Work In Progress** :There is no capital work in progress for tangible or intangible assets.
31. **Benami Properties** :No proceedings has been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988.
32. **Borrowings from Banks/FI on the basis of security of Current Assets:** The Company does not have any borrowings. Hence the question of Quarterly Returns or Statements of Current Assets filed by the Company with Banks/FI, are in agreement with books of accounts does not arise.
33. The company has not been declared as willful defaulter by any bank of financial institution or any other lender.
34. **Transactions with Struck-off Companies** :The company has not entered into any transactions with struck off companies under section 248 of the Companies Act 2013 or Section 560 of Companies Act 1956.
35. **Registration of Charges or Satisfaction** :The company does not have any charges.
36. **Compliance with layers of the companies:-**  
The company has complied with the number of layers prescribed under Clause (87) of the Act read with Companies (Restriction on number of Layers) Rules 2017.
37. **Scheme or Arrangement:** During the year, the company has not entered into any scheme or arrangement in terms of Section 230 to 237 of the Companies Act 2013
38. During the year no income was surrendered or disclosed as income in the tax Assessments.
39. The company has not dealt in Crypto Currency during the year.
40. The Company has not advanced or loaned or invested funds to any other person or entities with an understanding that the intermediary will invest or provide any guarantee, security or the like to or on behalf of ultimate beneficiaries.
41. The Company has not received any fund from any person (s) or entity(s), including foreign entities (Funding party)with the understanding that the company shall directly or indirectly investor provide any guarantee, security or the like to or on behalf of funding party.
42. **Use of Borrowed Funds:** The Company has not taken any borrowings from banks and Financial Institutions. Hence the question of its usage does not arise.
43. Debit and credit balances standing in the name of the parties are subject to confirmation from them.
44. In the opinion of the Board, all current assets have a value on realization in the ordinary course of business which is equal to the amount at which they are stated in financial statements.
45. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
46. Previous year figures have been regrouped/ reclassified wherever necessary.
- 47-A **Financial instruments**
- (i) **Fair values hierarchy**  
Financial assets and financial liabilities measured at fair value in the statement of financial position are classified into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:
- Level 1:** Quoted prices (unadjusted) in active markets for financial instruments.
- Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.
- Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**(ii) Fair value of instruments measured at amortised cost**

Fair value of instruments measured at amortised cost for which fair value is not ascertainable are disclosed is as follows:

(Rs. In Hundred)

Particulars	Level	March 31, 2023		March 31, 2022	
		Carrying value	Fair value	Carrying value	Fair value
<b>Financial assets</b>					
Loans	Level 3	424,406.25	-	424,406.25	-
Trade receivable	Level 3	-	-	-	-
Other Current Assets	Level 3	286,957.10	-	292,316.60	-
Cash and cash equivalents	Level 1	6,287.94	-	2,724.08	-
<b>Total financial assets</b>		<b>717,651.29</b>	<b>-</b>	<b>719,446.93</b>	<b>-</b>
<b>Financial liabilities</b>					
Borrowings	Level 3	-	-	-	-
Trade payables	Level 3	-	-	-	-
Other financial liabilities	Level 3	-	-	-	-
Other current liabilities	Level 3	379,309.59	379,309.59	365,900.52	365,900.52
<b>Total financial liabilities</b>		<b>379,309.59</b>	<b>379,309.59</b>	<b>365,900.52</b>	<b>365,900.52</b>

**(iii) Financial instruments by category**

(Rs. In Hundred)

Particulars	March 31, 2023			March 31, 2022		
	FVTPL	FVOCI	Amortised	FVTPL	FVOCI	Amortised
<b>Financial assets</b>						
Investments	-	-	-	-	-	-
Loan - Other	-	-	424,406.25	-	-	424,406.25
Other current assets	-	-	286,957.10	-	-	292,316.60
Trade receivables	-	-	-	-	-	-
Cash and cash equivalents	-	-	6,287.94	-	-	2,724.08
<b>Total</b>	<b>-</b>	<b>-</b>	<b>717,651.29</b>	<b>-</b>	<b>-</b>	<b>719,446.93</b>
<b>Financial liabilities</b>						
Borrowings	-	-	-	-	-	-
Trade payable	-	-	-	-	-	-
Other Current Liabilities	-	-	379,309.59	-	-	365,900.52
Other financial liabilities	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>379,309.59</b>	<b>-</b>	<b>-</b>	<b>365,900.52</b>

**47-B Financial risk management**

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

**A) Credit risk**

Credit risk is the risk that a counterparty fails to discharge an obligation to the company. The company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,

- loans & receivables carried at amortised cost, and
- deposits with banks

### Credit risk management

#### Credit risk rating

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

### Credit risk management

#### Credit risk rating

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- A: Low
- B: Medium
- C: High

Assets under credit risk –

(Rs. In Hundred)

Credit rating	Particulars	March 31, 2023	March 31, 2022
High	Loans	424,406.25	424,406.25
Low	Cash and cash equivalents	6,287.94	2,724.08
High	Other Current Assets	286,957.10	292,316.60

### Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

### Loan measured at amortised cost

Other loan and advances measured at amortized cost includes advances to different persons. Credit risk related to these other current assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

### Other Current assets measured at amortised cost

Other current assets measured at amortized cost includes advances to different persons. Credit risk related to these other current assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

## B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

#### Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(Rs. In Hundred)

March 31, 2023	Less than 1 year/ on Demand	1-5 year	More than 5 years	Total
Borrowings	-	-	-	-
Trade payable	-	-	-	-
Other financial liabilities	-	-	-	-
Other current liabilities	379,309.59	-	-	379,309.59
<b>Total</b>	<b>379,309.59</b>	-	-	<b>379,309.59</b>

March 31, 2022	Less than 1 year/ on Demand	1-5 year	More than 5 years	Total
Borrowings	-	-	-	-
Trade payable	-	-	-	-
Other financial liabilities	-	-	-	-
Other current liabilities	365,900.52	-	-	365,900.52
<b>Total</b>	<b>365,900.52</b>	-	-	<b>365,900.52</b>

#### C) Market risk

##### a) Interest rate risk

The Company is not exposed to changes in market interest rates.

##### b) Price risk

###### Exposure

The Company's exposure to price risk arises is nil

As per our report of even date attached.

For Nemani Garg Agarwal & Co.

Chartered Accountants

Firm Reg. No. 010192N

Sd/-

(J.M. Khandelwal)

Partner

M.No.:074267

UDIN: 23074267BGWKNJ9549

For and on behalf of the Board

of RCC CEMENTS LIMITED

Sd/-

(Sachin Garg)

Mg. Director

DIN :03320351

Sd/-

(Mukesh Sharma)

Director

DIN:00166798

Sd/-

(Rajesh Kumar)

CFO

PAN:AUBPR7393C

Sd/-

(Shimpy Goyal)

Company Secretary

M. No. 64938

Place: New Delhi

Date: 29.05.2023



## 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

### ATTENDANCE SLIP

(To be handed over at the entrance of the meeting venue)

Name of the Member(s) / Proxy\*: .....  
(\*Strike off whichever is not applicable)

Registered address:.....

E-mail Id: ..... Folio No. /DP ID & Client ID:.....

I/We, being the member (s) of ..... shares of the above named company, hereby record my/our presence at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Saturday, the 30th day of September, 2023 at 9.30A.M.at702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001 and at any adjournment thereof.

Signature of the Member/Proxy\*: .....  
(\*strike out whichever is not applicable)

#### NOTES:

- 1) Members/Proxies are requested to bring the duly signed attendance slip to the meeting and hand it over at the entrance.
- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) For the convenience of Members, persons other than Members/Proxies will not be admitted

**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: rccementlimited@gmail.com ; Website: www.rccements.com

**Form No. MGT 11  
PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Name of the Member (s):** .....**Registered address:** .....**E-mail Id:** ..... **Folio No. /DP ID & Client ID:** .....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1) **Name:** ..... **E-mail Id:** .....**Address:** .......... **Signature:** ..... **or failing him/her**2) **Name:** ..... **E-mail Id:** .....**Address:** .......... **Signature:** ..... **or failing him/her**as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Saturday, the 30th day of September, 2023 at 9.30 A.M. at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Res. No.	Description	For	Against
1.	Adoption of Audited Financial Statements, Board and Auditors' Report for the Financial Year 2022-2023		
2.	To appoint a Director in place of Mr. Sachin Garg (DIN: 03320351), the Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013		
3.	Approval of Related Party Transactions		
4.	Authorisation under Section 186 of the Companies Act, 2013		

Signed this-----day of ..... 2023. Signature of Shareholder:.....

**Affix  
Revenue  
Stamp****NOTES:**

- 1) Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) This form of Proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.





**If Undelivered, Please Return to:**

# **RCC CEMENTS LIMITED**

CIN : L26942DL1991PLC043776

Regd. Office: 702, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi-110 001

Tel.: 91-11-43571044

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