

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 27(2) of SEBI (LODR) Regulation, 2015

1. Name of Listed Entity: **SHREE CEMENT LIMITED**2. Quarter ending: **30th September, 2019**

| I. Composition of Board of Directors | | | | | | | | | | | | |
|---|----------------------|------------------------|---|-----------------------------|------------------------|-------------------|---------------------|---------------|---|---|--|---|
| Title (Mr./Ms) | Name of the Director | PAN ⁵ & DIN | Category (Chairperson /Executive/ Non-Executive / independent / Nominee) ^{&} | Initial Date of Appointment | Date of Re-Appointment | Date of Cessation | Tenure* (in months) | Date of Birth | No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No. of Independent Directorship in Listed entities including this listed entity [in reference to proviso to Regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Benu Gopal Bangur | 00244196 / ADRPB5687N | Chairperson - Non-Executive | 25-10-1979 | NA | - | - | 09-07-1934 | 1 | 0 | NIL | NIL |
| Mr. | Hari Mohan Bangur | 00244329 / ADJPB0982E | Executive (Managing Director) | 31-07-1992 | NA | - | - | 29-10-1952 | 1 | 0 | NIL | NIL |
| Mr. | Prashant Bangur | 00403621 / AHAPB4776F | Executive (Jt. Managing Director) | 23-08-2012 | NA | - | - | 22-06-1980 | 1 | 0 | 1 | NIL |
| Mr. | Ratan Lal Gaggar | 00066068 / ADVPG9976H | Independent | 01-09-2014 | 01-09-2019 | - | 61 | 01-12-1932 | 5 | 5 | 6 | 1 |
| Mr. | Om Prakash Setia | 00244443 / ABWPS5004P | Independent | 01-09-2014 | 01-09-2019 | - | 61 | 20-10-1938 | 1 | 1 | 1 | 1 |
| Mr. | Shreekant Somany | 00021423 / AIYPS6272Q | Independent | 01-09-2014 | 01-09-2019 | - | 61 | 29-07-1948 | 3 | 2 | 4 | NIL |



| | | | | | | | | | | | | |
|-----|----------------------------|-----------------------|---------------------------------|------------|------------|------------|----|------------|---|-----|-----|-----|
| Mr. | Yoginder Kumar Alagh | 00244686 / AAEP5300M | Independent | 01-09-2014 | 01-09-2019 | - | 61 | 14-02-1939 | 1 | 1 | 2 | NIL |
| Mr. | Nitin Dayalji Desai | 02895410 / AAFPD7516B | Independent | 01-09-2014 | 01-09-2019 | - | 61 | 05-07-1941 | 1 | 1 | 2 | NIL |
| Mr. | Sanjiv Krishnaji Shelgikar | 00094311 / ARBPS8401P | Independent | 05-08-2015 | NA | - | 49 | 07-04-1955 | 1 | 1 | 1 | NIL |
| Mr. | Prakash Narayan Chhangani | 08189579 / AALPC4856H | Executive (Whole time Director) | 30-07-2018 | NA | - | - | 20-08-1960 | 1 | NIL | NIL | NIL |
| Ms. | Leena Srivastava | 00005737 / ABYPS9825Q | Independent | 01-09-2014 | - | 31-08-2019 | - | 07-09-1960 | - | - | - | - |

Whether Regular Chairperson appointed

YES

Whether Chairpersons related to Managing Director or CEO

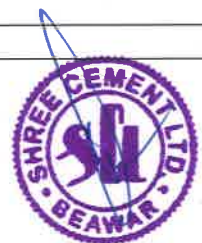
YES

⁵PAN number of any director would not be displayed on the website of Stock Exchange

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

| II. Composition of Committees | | | | | |
|--|---------------------------------------|----------------------------|---|---------------------|-------------------|
| Name of Committee | Whether Regular Chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁵ | Date of Appointment | Date of Cessation |
| 1. Audit Committee | YES | Om Prakash Setia | Chairman | 14-11-2015 | - |
| | | Ratan Lal Gaggar | Member | 14-11-2015 | - |
| | | Yoginder Kumar Alagh | Member | 14-11-2015 | - |
| | | Nitin Dayalji Desai | Member | 14-11-2015 | - |
| | | Prashant Bangur | Member | 14-11-2015 | - |
| | | Shreekant Somany | Member | 14-11-2015 | - |
| | | Sanjiv Krishnaji Shelgikar | Member | 14-11-2015 | - |
| 2. Nomination cum Remuneration Committee | YES | Ratan Lal Gaggar | Chairman | 7-5-2008 | - |
| | | Om Prakash Setia | Member | 7-5-2008 | - |
| | | Shreekant Somany | Member | 7-5-2008 | - |
| | | Yoginder Kumar Alagh | Member | 7-5-2008 | - |
| 3. Risk Management Committee (if | YES | Om Prakash Setia | Chairman | 14-11-2015 | - |
| | | Ratan Lal Gaggar | Member | 14-11-2015 | - |



| | | | | | |
|--|-----|----------------------------|----------|------------|---|
| applicable) | | Yoginder Kumar Alagh | Member | 14-11-2015 | - |
| | | Nitin Dayalji Desai | Member | 14-11-2015 | - |
| | | Prashant Bangur | Member | 14-11-2015 | - |
| | | Shreekant Somany | Member | 14-11-2015 | - |
| | | Sanjiv Krishnaji Shelgikar | Member | 14-11-2015 | - |
| 4. Stakeholders Relationship Committee | YES | Ratan Lal Gaggar | Chairman | 21-01-2013 | - |
| | | Nitin Dayalji Desai | Member | 21-01-2013 | - |
| | | Yoginder Kumar Alagh | Member | 21-01-2013 | - |

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

| III. Meeting of Board of Directors | | | | | |
|---|---|------------------------------------|------------------------------|--|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of Independent directors present* | Maximum gap between any two consecutive (in number of days) |
| 18 th May, 2019 | 9 th August, 2019 | Yes | 10 (Ten) | 6 (Six) | 82 |



* to be filled in only for the current quarter meetings

| IV. Meeting of Committees | | | | | |
|---|--|------------------------------|--|---|---|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of Independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| 9 th August, 2019 | Yes | 6 (Six) | 5 (Five) | 18 th May, 2019 | 82 |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
** to be filled in only for the current quarter meetings



| V. Related Party Transactions | |
|---|---|
| Subject | Compliance status (Yes/No/NA) refer note below |
| Whether prior approval of audit committee obtained | NA |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |
| <p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> | |

| VI. Affirmations |
|---|
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. YES</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 YES</p> <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. YES</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. YES</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: YES, No Comments.</p> |
| <p>Name & Designation : S.S. Khandelwal Company Secretary / Compliance Officer / Managing Director / CEO</p>   |

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

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

| Affirmations | | |
|--|--------------------------------------|--|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) <small>refer note below</small> |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

Name & Designation : S.S. Khandelwal
Company Secretary / Compliance Officer / Managing Director / CEO

