

CORPORATE GOVERNANCE REPORT

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

1. Name of Listed Entity: **SHREE CEMENT LIMITED**2. Quarter ending: **31st March, 2020**

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN ^s & 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	-	67	01-12-1932	5	5	6	1
Mr.	Om Prakash Setia	00244443 / ABWPS5004P	Independent	01-09-2014	01-09-2019	-	67	20-10-1938	1	1	1	1
Mr.	Shreekant Somany	00021423 / AIYPS6272Q	Independent	01-09-2014	01-09-2019	-	67	29-07-1948	3	2	4	NIL

Mr.	Yoginder Kumar Alagh	00244686 / AAEPAS300M	Independent	01-09-2014	01-09-2019	-	67	14-02-1939	1	1	2	NIL
Mr.	Nitin Dayalji Desai	02895410 / AAFPD7516B	Independent	01-09-2014	01-09-2019	-	67	05-07-1941	1	1	2	NIL
Mr.	Sanjiv Krishnaji Shelgikar	00094311 / ARBPS8401P	Independent	05-08-2015	NA	-	55	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.	Uma Ghurka	00351117 / ADRPG7397Q	Independent	11-Nov-2019	NA	-	5	15-01-1954	1	1	NIL	NIL

Whether Regular Chairperson appointed

YES

Whether Chairpersons related to Managing Director or CEO

YES

[§]PAN 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) [§]	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	-
		Shreekant Somany	Member	14-11-2015	-
		Sanjiv Krishnaji Shelgikar	Member	14-11-2015	-
		Prashant Bangur	Member	14-11-2015	14-02-2020
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	-
		Shreekant Somany	Member	14-11-2015	-
		Sanjiv Krishnaji Shelgikar	Member	14-11-2015	-
		Prashant Bangur	Member	14-11-2015	14-02-2020
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)
19 th October, 2019	14 th February, 2020	Yes	11 (Eleven)	7 (Seven)	117
* to be filled in only for the current quarter meetings					

IV. Meeting of Committees (Audit Committee)					
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*
14 th February, 2020	Yes	7 (Seven)	6 (Six)	19 th October, 2019	117
* 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	Yes
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.

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.shreecement.com/pages/about.php
b) Terms and conditions of appointment of independent directors	Yes	https://www.shreecement.com/pages/shareholders_information.php
c) Composition of various committees of board of directors	Yes	https://www.shreecement.com/pages/shareholders_information.php
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.shreecement.com/pages/shareholders_information.php
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.shreecement.com/pages/shareholders_information.php
f) Criteria of making payments to non-executive directors	NA	Same has been disclosed in the Annual Report - 2018-19 of the Company.
g) Policy on dealing with related party transactions	Yes	https://www.shreecement.com/pages/policies.php
h) Policy for determining 'material' subsidiaries	Yes	https://www.shreecement.com/pages/policies.php
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.shreecement.com/pages/shareholders_information.php
j) Email address for grievance redressal and other relevant details	Yes	https://www.shreecement.com/pages/shareholders_information.php
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.shreecement.com/pages/shareholders_information.php
l) Financial results	Yes	https://www.shreecement.com/pages/investor_center.php
m) Shareholding pattern	Yes	https://www.shreecement.com/pages/shareholders_information.php
n) Details of agreements entered into with the media companies and/or their associates	NA	No such agreement
o) Schedule of analyst or institutional investor meet and presentations made	Yes	https://www.shreecement.com/pages/announcements.php

by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange		
p) New name and the old name of the listed entity	NA	Company has never changed its name
q) Advertisements as per regulation 47 (1)	Yes	https://www.shreecement.com/pages/newspaper_announcements.php
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.shreecement.com/pages/shareholders_information.php
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.shreecement.com/pages/investor_center.php
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.shreecement.com/#
b) Materiality Policy as per Regulation 30	Yes	https://www.shreecement.com/pages/policies.php
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.shreecement.com/pages/policies.php

It is certified that these contents on the website of the listed entity are correct.

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	<i>Yes</i>
<i>Board composition</i>	<i>17(1), 17(1A) & 17(1B)</i>	<i>Yes</i>
<i>Meeting of board of directors</i>	<i>17(2)</i>	<i>Yes</i>
<i>Quorum of board meeting</i>	<i>17(2A)</i>	<i>Yes</i>

<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	<i>Yes</i>
<i>Approval for material related party transactions</i>	<i>23(4)</i>	<i>Yes</i>
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	<i>Yes</i>
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	<i>Yes</i>
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) & (6)</i>	<i>Yes</i>
<i>Annual Secretarial Compliance Report</i>	<i>24(A)</i>	<i>Yes</i>
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	<i>N.A.</i>
<i>Maximum Tenure</i>	<i>25(2)</i>	<i>Yes</i>
<i>Meeting of independent directors</i>	<i>25(3) & (4)</i>	<i>Yes</i>
<i>Familiarization of independent directors</i>	<i>25(7)</i>	<i>Yes</i>
<i>Declaration from Independent Director</i>	<i>25(8) & (9)</i>	<i>Yes</i>
<i>Directors and Officers insurance</i>	<i>25(10)</i>	<i>Yes</i>
<i>Memberships in Committees</i>	<i>26(1)</i>	<i>Yes</i>
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	<i>Yes</i>

Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

III Affirmations:
The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. **YES**

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