

**CORPORATE GOVERNANCE REPORT**  
Pursuant to Regulation 27(2) of SEBI (LODR) Regulation, 2015

1. Name of Listed Entity: **SHREE CEMENT LIMITED**
2. Quarter ending: **31<sup>st</sup> December, 2019**

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive/ Non-Executive / independent / Nominee) <sup>&amp;</sup>	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	-	64	01-12-1932	5	5	6	1
Mr.	Om Prakash Setia	00244443 / ABWPS5004P	Independent	01-09-2014	01-09-2019	-	64	20-10-1938	1	1	1	1
Mr.	Shreekant Somany	00021423 / AIYPS6272Q	Independent	01-09-2014	01-09-2019	-	64	29-07-1948	3	2	4	NIL



Mr.	Yoginder Kumar Alagh	00244686 / AAEPAS300M	Independent	01-09-2014	01-09-2019	-	64	14-02-1939	1	1	2	NIL
Mr.	Nitin Dayalji Desai	02895410 / AAFP7516B	Independent	01-09-2014	01-09-2019	-	64	05-07-1941	1	1	2	NIL
Mr.	Sanjiv Krishnaji Shelgikar	00094311 / ARBPS8401P	Independent	05-08-2015	NA	-	52	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	-	2	15-01-1954	1	1	NIL	NIL

Whether Regular Chairperson appointed

Whether Chairpersons related to Managing Director or CEO

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>8</sup>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.

YES

YES

## II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>8</sup>	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 relevant 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)
9 <sup>th</sup> August, 2019	19 <sup>th</sup> October, 2019	Yes	7 (Seven)	4 (Four)	70
* 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*
19 <sup>th</sup> October, 2019	Yes	5 (Five)	4 (Four)	9 <sup>th</sup> August, 2019	70
* 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					



<b>V. Related Party Transactions</b>	
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
<b>Note</b>	
<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>	

<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>YES</b></p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>YES</b></p> <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> </ol> <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. <b>YES</b></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. <b>YES</b></p> <p>5. <del>This report and/or</del> 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: <b>YES, No Comments.</b></p>	



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

**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.