

**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> March, 2016**

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson /Executive/Non-Executive / independent / Nominee) <sup>6</sup>	Date of Appointment in the Current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of 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	NA	NA	1	NIL	NIL
Mr.	Hari Mohan Bangur	00244329 / ADJPB0982E	Executive (Managing Director)	NA	NA	1	NIL	NIL
Mr.	Prashant Bangur	00403621 / AHAPB4776F	Executive (Jt. Managing Director)	NA	NA	1	1	NIL
Mr.	Ratan Lal Gaggar	00066068 / ADVPG9976H	Independent	01-09-2014 / 31-08-2019	5 Years	7	7	1
Mr.	Om Prakash Setia	00244443 / ABWPS5004P	Independent	01-09-2014 / 31-08-2019	5 Years	1	1	1
Mr.	Shreekant Somany	00021423 / AIYPS6272Q	Independent	01-09-2014 / 31-08-2019	5 Years	3	1	NIL
Mr.	Yoginder Kumar Alagh	00244686 / AAEPAS300M	Independent	01-09-2014 / 31-08-2019	5 Years	2	3	NIL
Mr.	Nitin Dayalji Desai	02895410 / AAFPD7516B	Independent	01-09-2014 / 31-08-2019	5 Years	1	2	NIL
Ms.	Leena Srivastava	00005737 / ABYPS9825Q	Independent	01-09-2014 / 31-08-2019	5 Years	2	NIL	NIL
Mr.	Ramakant Sharma	01556371 / AGBPS3055L	Non-Executive	NA	NA	1	NIL	NIL
Mr.	Sanjiv Krishnaji Shelgikar	00094311 / ARBPS8401P	Independent	05-08-2015 / 04-08-2020	5 Years	1	1	NIL

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

<sup>6</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.



<b>II. Composition of Committees</b>			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)<sup>5</sup></i>	
1. Audit Committee	Om Prakash Setia	Chairman	
	Ratan Lal Gaggar	Member	
	Yoginder Kumar Alagh	Member	
	Nitin Dayalji Desai	Member	
	Prashant Bangur	Member	
	Shreekant Somany	Member	
	Sanjiv Krishnaji Shelgikar	Member	
2. Nomination & Remuneration Committee	Ratan Lal Gaggar	Chairman	
	Om Prakash Setia	Member	
	Shreekant Somany	Member	
	Yoginder Kumar Alagh	Member	
3. Risk Management Committee (if applicable)	Om Prakash Setia	Chairman	
	Ratan Lal Gaggar	Member	
	Yoginder Kumar Alagh	Member	
	Nitin Dayalji Desai	Member	
	Prashant Bangur	Member	
	Shreekant Somany	Member	
	Sanjiv Krishnaji Shelgikar	Member	
4. Stakeholders Relationship Committee	Ratan Lal Gaggar	Chairman	
	Nitin Dayalji Desai	Member	
	Yoginder Kumar Alagh	Member	
<sup>5</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			
<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
14 <sup>th</sup> November, 2015	2 <sup>nd</sup> February, 2016	79	
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
2 <sup>nd</sup> February, 2016	Yes	14 <sup>th</sup> November, 2015	79
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<i>Subject</i>	<i>Compliance status (Yes/No/NA)refer note below</i>		
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		
<b>Note</b>			
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.			



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **YES**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 **YES**
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **YES**
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**
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.**



**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.

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA (Same has been disclosed in annual report)	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their Associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<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 &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes



<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	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 Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **YES**



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