

**CORPORATE GOVERNANCE REPORT**

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

1. Name of Listed Entity: **SHREE CEMENT LIMITED**
2. Quarter ending: **30<sup>th</sup> September, 2016**

<b>I. Composition of Board of Directors</b>								
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	4	4	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>§</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>§</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>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
26 <sup>th</sup> May, 2016	12 <sup>th</sup> August, 2016	77	
<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>
12 <sup>th</sup> August, 2016	Yes	26 <sup>th</sup> May, 2016	77
* 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>			
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		
<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.

## ANNEXURE III

**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**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) <sup>refer note</sup> below</b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>Name &amp; Designation / S S Khandelwal</b>  <b>Company Secretary / Compliance Officer / Managing Director / CEO</b></p>		

