

CORPORATE GOVERNANCE REPORT

General information about company	
Scrip code	502137
NSE Symbol	DECCANCE
MSEI Symbol	NOTLISTED
ISIN	INE583C01021
Name of the entity	DECCAN CEMENTS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory											Mr. Gopalakrishnan Ramamurthi passed away on 4 th March 2024										
Whether the listed entity has a Regular Chairperson											Yes										
Whether Chairperson is related to MD or CEO											Yes										
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation
→	Mrs	PARVATHI PENMETCHA	AAOPP2418F	00016597	Executive Director	Chairperson	MD	26-08-1965	No	Active	NA		01-07-1998				1	0	1	0	

4	ω	2
Mr	Mr	Mr
KANWAR PRATAP SINGH	UMESH SHRIVASTAVA	JONNALAGADDA NARAYANA MURTY
ACDPS8414R	ARYPS0028F	AAEPN4348J
02951522	00229382	00026474
Non-Executive - Independent Director	Non-Executive - Independent Director	Non-Executive - Independent Director
Not Applicable	Not Applicable	Not Applicable
28-12-1947	15-09-1933	10-10-1942
No	No	No
Active	Active	Active
Yes	Yes	Yes
07-08-2019	25-03-2019	25-03-2019
29-09-2014	29-09-2014	29-09-2014
29-09-2019	01-04-2019	01-04-2019
	31-03-2024	31-03-2024
114.00	114.00	114.00
1	1	2
1	1	2
1	1	2
0	0	1
	Tenure Completion	Tenure Completion

7	6	5
Mr	Mr	Mrs
GOPALAKRISHNAN RAMAMURTHI	VENKATESWARLU SHONTI	MAHPARA ALI
AAYP0458H	ACKPS1732P	ADCPM6102E
00296413	08602254	06645262
Non-Executive - Non Independent Director	Executive Director	Non-Executive - Independent Director
Not Applicable	Not Applicable	Not Applicable
26-01-1955	01-06-1961	28-07-1951
No	No	No
Active	Active	Active
NA	NA	NA
11-11-2019	11-11-2019	01-04-2020
		01-04-2020
04-03-2024		
		47.00
1	1	2
0	0	1
0	0	1
0	0	0
Death		

Annexure 1
II. Composition of Committees

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00026474	JONNALAGADDA NARAYANA MURTY	Non-Executive - Independent Director	Chairperson	23-06-2009	31-03-2024
2	00229382	UMESH SHRIVASTAVA	Non-Executive - Independent Director	Member	28-05-2010	31-03-2024
3	02951522	KANWAR PRATAP SINGH	Non-Executive - Independent Director	Member	03-02-2015	

Note:

Mr. J. Narayanamurty's tenure as Director of the Company completed on 31st March 2024. Accordingly, he ceased to be the Chairman of the Audit Committee on 31st March 2024.

Mr. Umesh Shrivastava's tenure as Director of the Company completed on 31st March 2024. Accordingly, he ceased to be the member of the Audit Committee on 31st March 2024.

Nomination and Remuneration Committee Details

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00229382	UMESH SHRIVASTAVA	Non-Executive - Independent Director	Chairperson	23-06-2009	31-03-2024
2	00026474	JONNALAGADDA NARAYANA MURTY	Non-Executive - Independent Director	Member	23-06-2009	31-03-2024
3	06645262	MAHPARA ALI	Non-Executive - Independent Director	Member	18-03-2024	
4	00296413	GOPALAKRISHNAN RAMAMURTHI	Non-Executive - Non Independent Director	Member	06-08-2019	04-03-2024

Note:

Mr. Umesh Shrivastava's tenure as Director of the Company completed on 31st March 2024. Accordingly, he ceased to be the Chairman of the Nomination and Remuneration Committee on 31st March 2024.

Mr. J. Narayanamurty's tenure as Director of the Company completed on 31st March 2024. Accordingly, he ceased to be the member of the Nomination and Remuneration Committee on 31st March 2024.

Mrs. Mahpra Ali is appointed as member of the Nomination and Remuneration Committee on 18th March 2024

Mr. R. Gopalakrishnan passed away on 4th March 2024. Accordingly, he ceased to be member of the Nomination and Remuneration Committee on 4th March 2024.

Stakeholders Relationship Committee Details

Whether the Stakeholders Relationship committee has a Regular Chairperson						Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00016597	PARVATHI PENMETCHA	Executive Director	Member	23-06-2009	
2	06645262	MAHPARA ALI	Non-Executive - Independent Director	Chairperson	11-11-2022	
3	08602254	VENKATESWARLU SHONTI	Executive Director	Member	18-03-2024	
4	00296413	GOPALAKRISHNAN RAMAMURTHI	Non-Executive - Non Independent Director	Member	06-08-2019	04-03-2024

Note:

Mr. S. Venkateswarlu is appointed as the member of the Stakeholders Relationship and Share Transfer Committee on 18th March 2024.

Mr. R. Gopalakrishnan passed away on 4th March 2024. Accordingly, he ceased to be Chairma of the Stakeholders Relationship and Share Transfer Committee on 4th March 2024.

Risk Management Committee Details

Whether the Risk Management committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
1	00229382	UMESH SHRIVASTAVA	Non-Executive - Independent Director	Chairperson	11-06-2021	31-03-2024	
2	08602254	VENKATESWARLU SHONTI	Executive Director	Member	11-06-2021		
3	99999999	D RAGHAVA CHARY	Chief Financial Officer	Member	11-06-2021		

Note:

Mr. Umesh Shrivastava's tenure as Director of the Company completed on 31st March 2024. Accordingly, he ceased to be the Chairman of the Risk Management Committee on 31st March 2024.

CFO is not a Director and he does not have DIN

Corporate Social Responsibility Committee Details

Whether the Corporate Social Responsibility committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	
1	02951522	KANWAR PRATAP SINGH	Non-Executive - Independent Director	Chairperson	20-05-2014		
2	00016597	PARVATHI PENMETCHA	Executive Director	Member	20-05-2014		
3	06645262	MAHPARA ALI	Non-Executive - Independent Director	Member	11-11-2022		

Annexure 1
III. Meeting of Board of Directors

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	07-11-2023			Yes	7	6	3
2	13-02-2024	97		Yes	7	7	4
3	28-03-2024	43		Yes	6	6	4

Annexure 1
III. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	07-11-2023				Yes	3	2	2	0
2	Audit Committee	13-02-2024	97			Yes	3	3	3	0
3	Nomination and remuneration committee	07-11-2023				Yes	3	3	2	0
4	Nomination and remuneration committee	13-02-2024	97			Yes	3	3	3	0
5	Nomination and remuneration committee	28-03-2024	43			Yes	3	3	3	0
6	Risk Management Committee	13-02-2024				Yes	3	3	1	1

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
Sr.	Date of the event
	Brief details of the event

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

Annexure 1
VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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: a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	BIKRAM KESHARI PRUSTY
2	Designation	Company Secretary and Compliance Officer

Annexure II

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

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		deccancements.com
2	Terms and conditions of appointment of independent directors	Yes		deccancements.com
3	Composition of various committees of board of directors	Yes		deccancements.com
4	Code of conduct of board of directors and senior management personnel	Yes		deccancements.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		deccancements.com
6	Criteria of making payments to non-executive directors	Yes		deccancements.com
7	Policy on dealing with related party transactions	Yes		deccancements.com
8	Policy for determining 'material' subsidiaries	Yes		deccancements.com
9	Details of familiarization programmes imparted to independent directors	Yes		deccancements.com
10	Email address for grievance redressal and other relevant details	Yes		deccancements.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		deccancements.com
12	Financial results	Yes		deccancements.com
13	Shareholding pattern	Yes		deccancements.com
14	Details of agreements entered into with the media companies and/or their associates	NA		

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		deccancements.com
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		deccancements.com
18	Credit rating or revision in credit rating obtained	Yes		deccancements.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		deccancements.com
20	Secretarial Compliance Report	Yes		deccancements.com
21	Materiality Policy as per Regulation 30 (4)	Yes		deccancements.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		deccancements.com
23	Disclosures under regulation 30(8)	Yes		deccancements.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		deccancements.com
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		deccancements.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		deccancements.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		deccancements.com
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II
II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	

24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				

Annexure II
III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

Annexure II		
1	Name of signatory	BIKRAM KESHARI PRUSTY
2	Designation	Company Secretary and Compliance Officer