

CORPORATE GOVERNANCE REPORT

General information about company

Scrip code	502137
NSE Symbol	DECCANCE
MSEI Symbol	
ISIN	INE583C01021
Name of the entity	DECCAN CEMENTS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure-I

I. Composition of Board of Directors

				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	Category of directors	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in Months)	"Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]"	Date of passing special resolution	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mr	Bangar Raju Manthana	Executive Director, Chairperson	31-07-1979	01-04-2017		60	NA	NA	1	0	0	0
2	Mr	Umesh Shrivastava	Non-Executive - Independent Director	29-09-2014	01-04-2019		60	Yes	25-03-2019	1	1	1	0
3	Mr	Dr. Surendra Ambalal Dave	Non-Executive - Independent Director	29-09-2014	01-04-2019		60	Yes	25-03-2019	2	2	2	2
4	Mr	Jonnalagadda Narayanamurt y	Non-Executive - Independent Director	29-09-2014	01-04-2019		60	Yes	25-03-2019	2	2	3	1

5	Mr	Kanwar Pratap Singh	Non-Executive - Independent Director	29-09-2014	29-09-2019		60	Yes	07-08-2019	1	1	1	0
6	Mr	Ramamurthy Gopalakrishnan	Non-Executive - Non Independent Director	11-08-2015	-			NA	NA	1	0	1	0
7	Ms	Parvathi Penmetcha	Executive Director, MD	01-07-2008	01-04-2017		60	NA	NA	1	0	1	0
8	Mr.	Shonti Venkateswarlu	Executive Director, WTD	11-11-2019	-			NA	NA	1	0	0	0

II. Composition of Committees

Audit Committee

Whether the Audit Committee has a Regular Chairperson				Yes
Sr	Name of Committee members	Category of directors	Date of Appointment	Date of Cessation
1	Jonnalagadda Narayanamurty	Non-Executive - Independent Director, Chairperson	09-02-2018	
2	Umesh Shrivastava	Non-Executive - Independent Director, Member	09-02-2018	
3	Kanwar Pratap Singh	Non-Executive - Independent Director, Member	09-02-2018	

Nomination and Remuneration Committee

Whether the Nomination and Remuneration Committee has a Regular Chairperson				Yes
Sr	Name of Committee members	Category of directors	Date of Appointment	Date of Cessation
1	Umesh Shrivastava	Non-Executive - Independent Director, Chairperson	20-05-2014	
2	Jonnalagadda Narayanamurty	Non-Executive - Independent Director, Member	20-05-2014	
3	Ramamurthy Gopalakrishnan	Non-Executive - Non Independent Director, Member	06-08-2019	

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes
Sr	Name of Committee members	Category of directors	Date of Appointment	Date of Cessation
1	Dr. Surendra Ambalal Dave	Non-Executive - Independent Director, Chairperson	20-05-2014	
2	Parvathi Penmetcha	Executive Director, Member	20-05-2014	
3	Ramamurthy Gopalakrishnan	Non-Executive - Non Independent Director, Member	06-08-2019	

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes
Sr	Name of Committee members	Category of directors	Date of Appointment	Date of Cessation
1	Kanwar Pratap Singh	Non-Executive - Independent Director, Member	20-05-2014	
2	Parvathi Penmetcha	Executive Director, Member	20-05-2014	
3	Dr. Surendra Ambalal Dave	Non-Executive - Independent Director, Member	06-08-2019	

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)	Number of Directors present	No. of Independent Directors attending the meeting
1	11-11-2019			Yes	7	4
2	13-02-2020	93		Yes	8	4
3	28-02-2020	14		Yes	6	2

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	11-11-2019		Yes	3	3
2	Audit Committee	13-02-2020	93	Yes	3	3
3	Stakeholders Relationship Committee	11-11-2019		Yes	3	1
4	Stakeholders Relationship Committee	13-02-2020	93	Yes	3	1
5	Nomination and remuneration committee	11-11-2019		Yes	3	2
5	Nomination and remuneration committee	13-02-2020	93	Yes	3	2

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	Yes	

IV. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration committee
 - c. Stakeholders Relationship and Share Transfer Committee
 - d. Risk management committee - Not Applicable
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.
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.
5. This report will be placed at the ensuing Board Meeting. The report submitted in the previous quarter has been placed before Board of Directors at its meeting held on 13th February, 2020 and no comments/observations/advice has been given by the Board of Directors on the same.

For Deccan Cements Limited

Sd/-
Bikram Keshari Prusty
Company Secretary

Annexure II**Compliance Report on Corporate Governance at the end of the Financial Year 2019-20**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)^{refer note below}	
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	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
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	Yes	
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	NA	
New name and the old name of the listed entity	NA	
Advertisements as per regulation 47 (1)	Yes	
Credit rating or revision in credit rating obtained	Yes	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
It is certified that these contents on the website of the listed entity are correct	Yes	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes

Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
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 Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: NA

For Deccan Cements Limited

Sd/-

Bikram Keshari Prusty

Company Secretary