

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : GUJARAT SIDHEE CEMENT LIMITED

Quarter ending on : 31<sup>st</sup> December, 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remark
<b>I. Board of Directors</b>	<b>49 I</b>		
(A) Composition of Board	49(IA)	Yes	----
(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	----
(C) Other provisions as to Board And Committees	49(IC)	Yes	----
(D) Code of Conduct	49(ID)	Yes	----
<b>II. Audit Committee</b>	<b>49(II)</b>		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	----
(B) Meeting of Audit Committee	49(IIB)	Yes	----
(C) Powers of Audit Committee	49(IIC)	Yes	----
(D) Role of Audit Committee	49(IID)	Yes	----
(E) Review of Information by Audit Committee	49(IIE)	Yes	----
<b>III. Subsidiary Companies</b>	<b>49(III)</b>	N.A	----
<b>IV. Disclosures</b>	<b>49(IV)</b>		
(A) Basis of related party Transactions	49(IVA)	Yes	----
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	----
(C) Board Disclosures	49(IVC)	Yes	----
(D) Proceeds from public issues, rights issues, Preferential issues etc.	49(IVD)	N. A	----
(E) Remuneration of Directors	49(IVE)	Yes	----
(F) Management	49(IVF)	Yes	----
(G) Shareholders	49(IVG)	Yes	----
<b>V. CEO/CFO Certification</b>	<b>49(V)</b>	Yes	----
<b>VI. Report on Corporate Governance</b>	<b>49(VI)</b>	Yes	----
<b>VII. Compliance</b>	<b>49(VII)</b>	Yes	----

For GUJARAT SIDHEE CEMENT LIMITED

*Anupama D Pai*  
ANUPAMA PAI  
VICE-PRESIDENT (LEGAL) & CO. SECRETARY