

Annexure – XI to the Listing Agreement

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : GUJARAT SIDHEE CEMENT LIMITED

Quarter ending on : 30th June, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (II A)	Yes	----
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	----
(D) Other provisions as to Board And Committees	49 (II D)	Yes	----
(E) Code of Conduct	49 (II E)	Yes	----
(F) Whistle Blower Policy	49 (II F)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	----
(B) Meeting of Audit Committee	49 (III B)	Yes	----
(C) Powers of Audit Committee	49 (III C)	Yes	----
(D) Role of Audit Committee	49 (III D)	Yes	----
(E) Review of Information by Audit Committee	49 (III E)	Yes	----
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	----
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party Transactions	49 (VIII A)	Yes	----
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	----
(C) Remuneration of Directors	49 (VIII C)	Yes	----
(D) Management	49 (VIII D)	Yes	----
(E) Shareholders	49 (VIII E)	Yes	----
(I) Proceeds from Public Issues, Rights Issue, Preferential Issues, etc.	49 (VIII F)	No	@
IX. CEO/CFO Certification	49 (IX)	Yes	----
X. Report on Corporate Governance	49 (X)	Yes	----
XI. Compliance	49 (XI)	Yes	----

@ As per the BIFR Order dated 06/12/2012 under Modified Rehabilitation Scheme Case No. 101/1990 / Page No.15 Clause 4.8.3 under Relief & Concessions from SEBI/Stock Exchange.

Quote:

"The Company be exempted from the relevant provisions and rules of SEBI, Stock Exchange, Companies Act, 1956 and other Laws (except under Urban Land Ceiling Regulation Act (ULCRA) and Foreign Exchange Management Act (FEMA) for giving effect to the MDRS including de-rating and fresh infusion of equity."

For GUJARAT SIDHEE CEMENT LIMITED



**V R MOHNOT
CFO & CO. SECRETARY**