

Gujarat Sidhee Cement Limited

Corporate Office
N K Mehta International House, 2nd Floor,
178 Backbay Reclamation, Mumbai 400 020
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E sidhee-mum@mehtagroup.com
CIN : L26940GJ1973PLC002245

Date : October 08, 2015

GSCL/SEC/Clause49/2015/

NATIONAL STOCK EXCHANGE
OF INDIA LIMITED
Exchange Plaza,
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051.

Dear Sirs,

Company Code :GSCLCEMENT.

Sub : Compliance with Clause 49 of Listing Agreement.

As required under Clause 49 of the Listing Agreement, we are submitting Quarterly Compliance Report on Corporate Governance, for the quarter ended 30th September, 2015. We would request you to take the same on record & confirm.

Thanking you,

Yours Faithfully,
For **GUJARAT SIDHEE CEMENT LTD.**



V R MOHNOT
CFO & CO.SECRETARY

Encl : As above.



Regd. Office & Works
Sidheegram, Veraval 362 276
Gujarat, India

Annexure – XI to the Listing Agreement

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : GUJARAT SIDHEE CEMENT LIMITED

Quarter ending on : 30th September, 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)	NA	---
IX. CEO/CFO Certification	49 (IX)	Yes	----
X. Report on Corporate Governance	49 (X)	Yes	----
XI. Compliance	49 (XI)	Yes	----

For GUJARAT SIDHEE CEMENT LIMITED


V-R MOHNOT
CFO & CO. SECRETARY

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NATIONAL STOCK EXCHANGE
OF INDIA LIMITED
Exchange Plaza,
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051.

Dear Sirs,

Company Code :GSCLCEMENT.

Sub : Report under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015..

In compliance with Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulation, 2015, we enclose herewith Annexure – I for quarter ended 30th September, 2015.

We would request you to take the same on record & confirm.

Thanking you,

Yours Faithfully,
For **GUJARAT SIDHEE CEMENT LTD.**



V R MOHNOT
CFO & CO.SECRETARY
Encl : As above.



Regd. Office & Works
Sidheegram, Veraval 362 276
Gujarat, India



ANNEXURE I									
1	Name of Listed Entity	GUJARAT SIDHEE CEMENT LIMITED							
2	Quarter ending	30-Sep-15							
I. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	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. Mahendra N. Mehta	AABPM7687C	632865	Chairperson	30.07.2013	—	2	Nil	Nil	
Mr. Jay M. Mehta	AABPM7683G	152072	Executive	31.01.2013	—	3	2	1	
Mr. M. L. Tandon	AAAPT2929F	78923	Independent	31.05.2014	5 Years	1	1	Nil	
Mr. P. K. Behl	AHUPB7970M	653859	Independent	31.05.2014	5 Years	2	1	Nil	
Mr. Y. K. Vyas	AAXPV2137L	3420201	Nominee	10.02.2015	5 Years	3	Nil	Nil	



Mr. S. V. S. Raghavan	AANPS3581M 111019	Independent	31.05.2014	5 Years	2	2	1
Mr. Bimal Thakkar	AAAPT9315R 87404	Independent	31.05.2014	5 Years	3	2	Nil
Mr. K. N. Bhandari	AELPB5635F 26078	Independent	31.05.2014	5 Years	7	2	Nil
Mr. M. N. Rao	ADDPM2030N 27131	Independent	31.05.2014	5 Years	2	1	1
Mrs. Bhagyam Ramani	AGEPR8495C 107097	Independent	31.05.2014	5 Years	5	2	Nil
Ms. Juhi Chawla	AABPC8849E 161706	Non-Executive	31.05.2014	5 Years	1	Nil	Nil
Mr. Hemnabh Khatau	AACPK9328D 2390064	Non-Executive	22.09.2015	5 Years	2	Nil	Nil
Mr. Venkatesh Mysore	ADWPM0517B 1401447	Non-Executive	29.10.2010		2	2	1
Mr. M. S. Gilotra	AEEPG7399J 152190	Executive	31.01.2013		2	3	Nil

\$PAN number of any director would not be displayed on the website of Stock Exchange

& 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.



II Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$
1. Audit Committee	Mr. S. V. S. Raghavan (Chairman)	Independent
	Mr. P. K. Behl	Independent
	Mr. M. L. Tandon	Independent
	Mr. Bimal Thakkar	Independent
	Mr. M. S. Gilotra	Executive
2. Nomination & Remuneration Committee	Mr. S. V. S. Raghavan (Chairman)	Independent
	Mr. P. K. Behl	Independent
	Mr. M. L. Tandon	Independent
3. Risk Management Committee (if applicable)	Mr. Jay M. Mehta (Chairman)	Executive
	Mr. M. S. Gilotra	Executive
	Mr. S. C. Khanna	N.A
4. Stakeholders Relationship Committee	Mr. Jay M. Mehta (Chairman)	Executive
	Mr. M. S. Gilotra	Executive
	Mr. Venkatesh Mysore	Non-Executive
& 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		
III. Meeting of Board of Directors		
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)
15/05/2015	08/10/15	87



IV. Meeting of Committees (Audit Committee)			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
08/10/15	Yes	15/05/2015	87
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
V. Related Party Transactions			
Subject			
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
Compliance status (Yes/No/NA) refer note below			
<p>Note</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>			
VI Affirmations			
<p>1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2 The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"> 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
- 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 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.

Name & Designation



V. R. MOHNOT

C F O & COMPANY SECRETARY

Note:

Information at Table I and II above need to be necessarily given in 1st 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.