

Gujarat Sidhee Cement Limited

Corporate Office

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CIN : L26940GJ1973PLC002245

12th October, 2020

To
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051.

Stock Symbol : GSCL Cement

Sub : Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Bhadra Textiles and Trading Private Limited ("Bhadra" or "the Transferor Company 1"), Villa Trading Company Private Limited ("Villa" or "the Transferor Company 2") with Gujarat Sidhee Cement Limited ("GSCL" or "the Transferee Company) and their respective Shareholders ("the Scheme")

Dear Sir,

It is hereby certified that the draft scheme of arrangement involving Bhadra Textiles and Trading Private Limited ("Bhadra" or "the Transferor Company 1"), Villa Trading Company Private Limited ("Villa" or "the Transferor Company 2") with Gujarat Sidhee Cement Limited ("GSCL" or "the Transferee Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No.CFD/DIL3/CIR/2017/21 dated March 10, 2017 including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of the Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied. The documents are being submitted to BSE.



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

(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities.	Complied. The Transferee Company will be complying with conditions mentioned at point (a) of Para (I)(A)(3) of the Circular.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Please refer Annexure 3.
(d)	Para (I)(A)(5)	Auditors Certificate regarding compliance with Accounting Standards	Complied. Please refer Annexure 10.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Complied. Provided in the Scheme.



V. R. Mohnot
CFO & Company Secretary




M. S. Gilotra
Managing Director
DIN:00152190

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Bhadra Textiles and Trading Private Limited ("Bhadra" or "the Transferor Company 1"), Villa Trading Company Private Limited ("Villa" or "the Transferor Company 2") with Gujarat Sidhee Cement Limited ("GSCL" or "the Transferee Company") are in compliance with all the Accounting Standards applicable to a listed entity.



V. R. Mohnot
Chief Financial Officer




M. S. Gilotra
Managing Director
DIN:00152190