

Format to be submitted by listed entity on quarterly basis

1. Name of the Listed Entity : SAURASHTRA CEMENT LIMITED  
 2. Quarter ending : 30<sup>th</sup> September, 2015



I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Directors	PAN & DIN	Category (Chairperson/ Executive / Non-Executive / independent/ Nominee) &	Date of Appointment in the Current term / cessation)	Tenure*	No Director ship in 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.	M. N. Mehta	AABPM7687C DIN 00632865	Chairperson	15/10/2004	--	2	--	--	
Mr.	Jay M. Mehta	AABPM7683G DIN 00152072	Executive	31/01/2013	--	3	2	1	
Mr.	Hemang D Mehta	AABPM7686D DIN 00146580	Non-Executive	15/10/2004	--	1	--	--	
Mr.	Hemnabh Khatau	AACPK9328D DIN 02390064	Non-Executive	23/09/2015	--	2	--	--	
Mr.	M. N. Rao	ADDPM2030N DIN 00027131	Independent	30/05/2014	5	2	1	1	
Mr.	S. V. S. Raghavan	AANPS3581M DIN 00111019	Independent	30/05/2014	5	2	2	1	
Mr.	B. P. Deshmukh	AAEPDI568N DIN 00002357	Independent	30/05/2014	5	1	--	--	
Mr.	K. N. Bhandari	AELPB5635F DIN 00026078	Independent	30/05/2014	5	7	2	--	

Mr.	P. K. Behl	AHUPB7970M DIN 00653859	Independent	30/05/2014	5	2	1	--
Mr.	Jayant N Godbole	ACHIPG9889N DIN 00056830	Independent	30/05/2014	5	7	7	3
Mr.	Bimal R Thakkar	AAAPT9315R DIN 00087404	Independent	30/05/2014	5	3	2	--
Ms.	Bhagyam Ramani	AGEPR8495C DIN 00107097	Independent	30/05/2014	5	5	2	--
Mr.	Anil O. Kaul	AHQPK5693L DIN 03185198	Nominee	21/04/2011	--	1	2	--
Mr.	M. S. Gilotra	AEEPG7399J DIN 00152190	Executive	31/01/2013	--	2	3	--

§ 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 form 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 members		Category (Chairperson/ Executive / Non-Executive/ independent / Nominee)§	
Name of Committee					
1. Audit Committee		Mr. M.N.Rao (Chairman) Mr. S. V. S. Raghavan Mr. Anil Kaul		Independent Independent Nominee	
2. Nomination & Remuneration Committee		Mr. S. V. S. Raghavan (Chairman) Mr. M. N. Rao Mr. Anil Kaul		Independent Independent Nominee	
3. Risk Management Committee (if applicable)		Mr. Jay M. Mehta (Chairman) Mr. M. S. Gilotra Mr. S. C. Khanna		Executive Executive NA	
4. Stakeholders Relationship Committee		Mr. Jay M. Mehta (Chairman) Mr. M. S. Gilotra Mr. Anil Kaul		Executive Executive Nominee	



\* 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)
14 <sup>th</sup> May, 2015	11 <sup>th</sup> August, 2015	88 days

IV. Meeting of Committees ( Audit Committee)		
Date(s) of meeting in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
11 <sup>th</sup> August, 2015	Yes (All members attended)	14 <sup>th</sup> May, 2015
		Maximum gap between any two consecutive meetings in number of days*
		88 days

\* 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		Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Subject	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

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if Board has been composed in accordance with the requirements of Listing Regulation "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.

**VI. 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 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: N.A.

**SONALI SANAS**



**VICE PRESIDENT (LEGAL) & COMPANY SECRETARY**



**Note:**

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

**Annexure – XI to the Listing Agreement**

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : SAURASHTRA CEMENT LIMITED

Quarter ended on : 30<sup>th</sup> September, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remark
<b>II. Board of Directors</b>	<b>49(II)</b>		
(A) Composition of Board	49(IIA)	Yes	.....
(B) Independent Directors	49(IIB)	Yes	.....
(C) Non- executive Director's compensation & disclosures	49(IIC)	Yes	.....
(D) Other provisions as to Board and Committees	49(IID)	Yes	.....
(E) Code of Conduct	49(IIE)	Yes	.....
(F) Whistle Blower Policy	49(IIF)	Yes	.....
<b>III. Audit Committee</b>	<b>49(III)</b>		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	.....
(B) Meeting of Audit Committee	49(IIIB)	Yes	.....
(C) Powers of Audit Committee	49(IIIC)	Yes	.....
(D) Role of Audit Committee	49(IIID)	Yes	.....
(E) Review of Information by Audit Committee	49(IIIE)	Yes	.....
<b>IV. Nomination and Remuneration Committee</b>	<b>49(IV)</b>	Yes	.....
<b>V. Subsidiary Companies</b>	<b>49(V)</b>	Yes	.....
<b>VI. Risk Management</b>	<b>49(VI)</b>	Yes	.....
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	Yes	.....
<b>VIII. Disclosures</b>	<b>49(VIII)</b>		
(A) Related party Transactions	49(VIIIA)	Yes	.....
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	.....
(C) Remuneration of Directors	49(VIIIC)	Yes	.....
(D) Management	49(VIIID)	Yes	.....
(E) Shareholders	49(VIIIE)	Yes	.....
(I) Proceeds from public issues, rights issue, preferential issues, etc.	49(VIII I)	N.A.	.....
<b>IX. CEO/CFO Certification</b>	<b>49(IX)</b>	Yes	.....
<b>X. Report on Corporate Governance</b>	<b>49(X)</b>	Yes	.....
<b>XI. Compliance</b>	<b>49(XI)</b>	Yes	.....

For SAURASHTRA CEMENT LIMITED



**SONALI SANAS**  
VICE-PRESIDENT (LEGAL) & CO. SECRETARY