

**Annexure – 1B**

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company : SAURASHTRA CEMENT LIMITED**

**Quarter ended on : 30th September, 2014**

| <b>Particulars</b>   | <b>Clause of Listing Agreement</b> | <b>Compliance Status Yes/No</b> | <b>Remark</b> |
|--|------------------------------------|---------------------------------|---------------|
| <b>I. Board of Directors</b>   | <b>49(I)</b>                       |                                 |               |
| (A) Composition of Board   | 49(IA)                             | Yes                             | .....         |
| (B) Non- executive Director's 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>                     | Yes                             | .....         |
| <b>IV. Disclosures</b>   | <b>49(IV)</b>                      |                                 |               |
| (A) Basis of related Party Transaction                                   | 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 SAURASHTRA CEMENT LIMITED

*Anupama D Pai*

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