

To
Listing Department
Department of Corporate Services
BSE Limited
P.J. Towers Dalal Street
Mumbai 400 001.

Sub : Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Gujarat Sidhee Cement Limited (“GSCL” or “the Transferor Company) with Saurashtra Cement Limited and their respective Shareholders (“SCL” or “the Transferee Company) (“the Scheme”)

Dear Sir,

It is hereby certified that the draft scheme of arrangement involving Gujarat Sidhee Cement Limited (“GSCL” or “the Transferor Company) with Saurashtra Cement Limited (“SCL” 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 this circular, including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report

CERTIFIED TRUE COPY
For Saurashtra Cement Limited

Jonali Sanas
Jonali Sanas
President (CS, Legal & Strategy)



Regd. Office & Works
Near Railway Station, Ranavav 360 560
Gujarat, India

(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

For Saurashtra Cement Limited

For Saurashtra Cement Limited

Sonali Sanas
 Sonali Sanas
 President (CS, Legal & Strategy)



M. S. Gilotra

M. S. Gilotra
 Managing Director
 DIN: 00152190

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Gujarat Sidhee Cement Limited ("GSCL" or "the Transferor Company") and Saurashtra Cement Limited ("SCL" or "the Transferee Company) are in compliance with all the Accounting Standards applicable to a listed entity.

For Saurashtra Cement Limited

For Saurashtra Cement Limited

Rakesh Mehta
 Rakesh Mehta
 Chief Financial Officer



M. S. Gilotra

M. S. Gilotra
 Managing Director
 DIN: 00152190