

SHREE CEMENT LIMITED

Quarterly Compliance Report on Corporate Governance

Name of the Company: SHREE CEMENT LIMITED

Quarter ending on: 31.12.2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	<ul style="list-style-type: none">• Performance Evaluation of Independent Directors will be done in the due course• Separate meetings of the Independent Directors will be conducted in due course• Disclosure relating to Annual report will be made in Annual Report for the year 2014-15
(C) Non-executive Directors' 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	
III. Audit Committee	49 (III)		
(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	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	No "Material non-listed Subsidiary Company"
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	No Material Related Party Transactions. Web-link for Policy on dealing with Related Party transactions will be disclosed in the Annual Report for the year 2014-15
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be disclosed in the Annual Report for the year 2014-15
(D) Management	49 (VIII D)	Yes	Will be disclosed in the Annual Report for the year 2014-15
(E) Shareholders	49 (VIII E)	Yes	Will be disclosed in the Annual Report for the year 2014-15
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	NA	
IX. CEO/CFO Certification	49 (IX)	Yes	The same will be taken in the Board meeting conducted for approval of Annual Financial Statements for the year 2014-15.
X. Report on Corporate Governance	49 (X)	Yes	Will be disclosed in the Annual Report for the year 2014-15
XI. Compliance	49 (XI)	Yes	-



For **SHREE CEMENT LTD.**

(S.S. KHANDELWAL)
COMPANY SECRETARY