

**SHREE CEMENT LIMITED**

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: SHREE CEMENT LIMITED

Quarter ending on: 30.09.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	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	
<b>III. Audit Committee</b>	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	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	No "Material non-listed Subsidiary Company"
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	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 (VIIIB)	Yes	



Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(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	As per requirement, the certification has been made in the Board Meeting held on 5.8.2015 for approval of Annual Financial Statements for the year ended 30.06.2015.
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