

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company** : Udaipur Cement Works Limited

**Quarter ended** : 30<sup>th</sup> June 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<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 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>	<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 (IIC)	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>	N.A.	---
<b>VI. Risk Management</b>	<b>49 (VI)</b>	N.A.	---
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	---
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related party transactions	49 (VIII A)	Yes	Annexure
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	---
(C) Remuneration of Directors	49 (VIII C)	Yes	---
(D) Management	49 (VIII D)	Yes	---
(E) Shareholders	49 (VIII E)	Yes	---
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	Yes	---
<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 Udaipur Cement Works Limited

(B.K. Daga)  
Authorised Signatory



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**UDAIPUR CEMENT WORKS LIMITED**

1. Information relating to Transactions with JK Lakshmi Cement Limited (The Holding Company) and Hansdeep Industries & Trading Company Limited (Fellow Subsidiary) in the ordinary course of business and on arm's length basis.

Sl. No.	Particulars	Rs. in Lacs	
		2015-16	
		April'15 to June'15	
	<b>JK Lakshmi Cement Limited</b>	<b>3M</b>	
1	Purchase of Clinker		1056.12
2	Royalty paid		17.05
3	Sale of Cement		1092.19
	<b>Hansdeep Industries &amp; Trading Company Limited</b>		
	Purchase of Clinker		194.21

2. The above information is given by way of abundant caution. Pursuant to SEBI Circular dated 17<sup>th</sup> April 2014, approval of shareholders for above related party transactions will be taken, at the next following Annual General Meeting of the Company to be held by end of September 2015.

For Udaipur Cement Works Limited

(B.K. Daga)

Authorised Signatory



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