



REGD. OFFICE & WORKS: Plot No. 2, G.I.D.C. Estate, Pajo, Dist. Dharuch – 392 220, Gujarat, India  
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NAME OF THE COMPANY : STEELCO GUJARAT LIMIED  
 CO. REGN. NO. : 04 - 11748  
 ISIN NO. : INE529B01024  
 QUARTER ENDED NO. : 31st December 2014

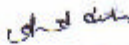
**Annexure - XI to the Listing Agreement**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		See note below
(A) Composition of Board	49 (IIA)	No	
(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>	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)	N.A	
<b>VI. Risk Management</b>	49 (VI)	yes	
<b>VII. Related Party Transactions</b>	49 (VII)	yes	
<b>VIII. Disclosures</b>	49 (VIII)	yes	
(A) Related party transactions	49 (VIIIA)	yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	yes	
(C) Remuneration of Directors	49 (C) (VIII)	yes	
(D) Management	49 (D) (VIII)	yes	
(E) Shareholders	49 (VIII E)	yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	
<b>IX. CEO/CFO Certification</b>	49 (IX)	yes	
<b>X. Report on Corporate Governance</b>	49 (X)	yes	
<b>XI. Compliance</b>	49 (XI)	yes	

Note -

As per the provision of Clause 49 of the listing agreement, when the company has Executive Chairman, the Company shall have not less than 50 % Independent Directors. Since the Company has Executive Vice Chairman and three independent Directors, the Company has been looking for one more additional independent director. As soon as the right candidate is found out, the Company will be complied with the provision of Clause 49 (IA).

For Steelco Gujarat Limited

  
 Arvind Tamb  
 Company Secretary

Date - 2/01/2015  
 Place - Pajo