

# GCCL CONSTRUCTION & REALITIES LTD.

Regd. Office : 606, "SAKAR-I", Opp. Nehru Bridge, Ashram Road, Ahmedabad-380 009.

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Date: 22-01-2015

To

The Department of Corporate Services,

The Mumbai Stock Exchange,

1<sup>st</sup> Floor Rotunda Bldg, B.S. Marg,

Fort, Mumbai-400 001

Dear Sir,

Sub: Listing agreement- Clause 49

Scrip Code: 531953

We submit **REVISED** Clause 49 of the Listing Agreement and enclose the report on Corporate Governance for the quarter ended on 31/12/2014.

The copy of the Revised Corporate Governance is enclosed

Kindly take it on your record.

Thanking you.

Yours faithfully,

For GCCL Construction and Realities Limited



  
Authorized Signatory

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **GCCL CONSTRUCTION AND REALITIES LIMITED**

Quarter ending on : 31/12/2014

COMPANY CODE : 531953

| PARTICULARS |   | CLAUSE OF LISTING AGREEMENT | COMPLIANCE STATUS (YES/NO/N.A) | REMARKS   |
|-------------|---|-----------------------------|--------------------------------|---|
| <b>II</b>   | <b>Board of Directors</b>                           | 49 (II)                     |                                |   |
| (A)         | Composition of Board                                | 49 (IIA)                    | Y                              | Complied except appointment of woman director   |
| (B)         | Independent Directors                               | 49 (IIB)                    | Y                              |   |
| (C)         | Non-executive Directors' compensation & disclosures | 49 (IIC)                    | Y                              | Criteria shall be disclosed in the next Annual Report                                   |
| (D)         | Other provision as to Board & Committees            | 49 (IID)                    | Y                              |   |
| (E)         | Code of Conduct                                     | 49 (IIE)                    | Y                              | Declaration to the effect of Compliance shall be incorporated in the next Annual Report |
| (F)         | Whistle Blower Policy                               | 49 (IIF)                    | Y                              | Mechanism shall be disclosed in the next Board Report                                   |
| <b>III</b>  | <b>Audit Committee</b>                              | 49 (III)                    |                                |   |
| (A)         | Qualified & Independent Audit Committee             | 49 (IIIA)                   | Y                              |   |
| (B)         | Meeting of Audit Committee                          | 49 (IIIB)                   | Y                              |   |
| (C)         | Powers of Audit Committee                           | 49 (IIIC)                   | Y                              |   |
| (D)         | Role of Audit Committee                             | 49 (IIID)                   | Y                              |   |
| (E)         | Review of Information by Audit Committee            | 49 (IIIE)                   | Y                              |   |



|      |  |             |      |   |
|------|--|-------------|------|---|
| IV   | <b>Nomination and Remuneration Committee</b>                         | 49 (IV)     | N.A. |   |
| V    | <b>Subsidiary Companies</b>  | 49 (III)    | N.A. |   |
| VI   | <b>Risk Management</b>   | 49(VI)      | Y    |   |
| VII  | <b>Related Party Transactions</b>                                    | 49 (VII)    | N.A. |   |
| VIII | <b>Disclosures</b>   | 49 (VIII)   |      |   |
| (A)  | Related party transactions   | 49 (VIII A) | N.A. |   |
| (B)  | Disclosure of Accounting Treatment                                   | 49(VIII B)  | Y    |   |
| (C)  | Remuneration of Directors  | 49 (VIII C) | Y    | Details shall be disclosed in the Annual Corporate Governance Report            |
| (D)  | Management   | 49 (VIII D) | Y    | Management Discussion and Analysis Report shall be a part of next Annual Report |
| (E)  | Shareholders   | 49 (VIII E) | Y    |   |
| (F)  | Proceeds from public issues, rights issues, preferential issues etc. | 49 (VIII I) | N.A. |   |
| IX   | <b>CEO/CFO Certification</b>   | 49 (IX)     | Y    | Shall be complied with in the next Annual Report on Corporate Governance        |
| X    | <b>Report on Corporate Governance</b>                                | 49 (X)      | Y    | Shall form a part of next Annual Report   |
| XI   | <b>Compliance</b>  | 49 (XI)     | Y    | Shall be complied with in the next report on Corporate Governance               |



For, GCCL Construction & Realities Ltd.

Director