

Gujarat Toolroom Limited

A-61, Dhaval Avenue, B/h Associated Petrol Pump, Off C.G. Road, Panchvati, Ahmedabad

– 380 006. Tel. : 079 – 32448619, 32448620

E-mail : gujtoolroom@gmail.com

Quarterly Compliance Report on Corporate Governance:-

Quarter Ending on :- 30th September, 2010

| Particulars | | Clause of Listing Agreement | Compliance Status (Yes/No/N.A) | Remarks |
|-------------|--|-----------------------------|--------------------------------|--------------------------------------|
| I. | Board of Directors | 49 (I) | | |
| | (A) Composition of Board | 49 (IA) | Yes | |
| | (B) Non – executive Directors Compensation & disclosures | 49 (IB) | Yes | |
| | (C) Other Provisions as to Board and Committees | 49 (IC) | Yes | |
| | (D) Code of Conduct | 49 (ID) | Yes | Yet to kept on Company's Web Site |
| II. | Audit Committee | 49 (II) | | |
| | (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| | (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| | (C) Powers of Audit Committee | 49 (IIC) | Yes | |
| | (D) Role of Audit Committee | 49 (IID) | Yes | |
| | (E) Review of Information by Audit Committee | 49 (IIE) | Yes | |
| III. | Subsidiary Companies | 49 (III) | N.A. | |
| IV. | Disclosures: | 49 (IV) | | |
| | (A) Basis of related party transactions | 49 (IVA) | Yes | |
| | (B) Board Disclosures | 49 (IVC) | Yes | |
| | (C) Proceeds from Public Issue, Rights Issues, Preferential issues etc. | 49 (IVD) | N.A. | |
| | (D) Remuneration of Directors | 49 (IVE) | Yes | No Remuneration Paid to any director |
| | (E) Management | 49 (IVF) | Yes | |
| | (F) Shareholders | 49 (IVG) | Yes | |
| V. | CEO/ CFO Certification | 49 (V) | Yes | |
| VI. | Report on Corporate Governance | 49 (VI) | N.A. | Submitted in the annual report 09-10 |
| VII. | Compliance | 49 (VII) | N.A. | Submitted in the annual report 09-10 |

Date: 09-10-2010

Place: Ahmedabad

For , Gujarat toolroom Limited

Compliance Officer