

**Quarterly Compliance Report on Corporate Governance:-**

**Name Of Company: GUJARAT TOOLROOM LTD.**

**Quarter Ending on: - 31<sup>st</sup> December, 2013**

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No/N.A)	Remarks
<b>I.</b>	<b>Board of Directors</b>	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	Kept on the Website of the Company and declaration will be complied in the annual report
<b>II.</b>	<b>Audit Committee</b>	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	
<b>III.</b>	<b>Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV.</b>	<b>Disclosures:</b>	49 (IV)		
	(A) Basis of related party transactions	49 (IVA)	Yes	
	(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	
	(C) Board Disclosures	49 (IVC)	Yes	
	(D) Proceeds from Public Issue, Rights Issues, Preferential issues etc.	49 (IVD)	N.A.	
	(E) Remuneration of Directors	49 (IVE)	Yes	No Remuneration Paid to any director
	(F) Management	49 (IVF)	Yes	Will be complied in the Annual Report
	(G) Shareholders	49 (IVG)	Yes	
<b>V.</b>	<b>CEO/ CFO Certification</b>	49 (V)	Yes	Will be complied in the Annual Report
<b>VI.</b>	<b>Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied in the Annual Report
<b>VII.</b>	<b>Compliance</b>	49 (VII)	Yes	Will be complied in the Annual Report

Place: Ahmedabad  
Date: 11/01/2014

For, GUJARAT TOOLROOM LTD.

  
Compliance Officer