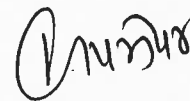


Quarterly Compliance Report on Corporate Governance**Name of the Company: GUJARAT TOOLROOM LTD****Quarter ending on: 31st March, 2015.**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)		
(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	Kept on the Website of the Company and declaration will be complied in the annual report
(F) Whistle Blower Policy	49 (IIF)	Yes	Adopted
III. Audit Committee	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	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	N.A	
VI. Risk Management	49 (VI)	N.A	
VII. Related Party Transactions	49 (VII)	Yes	Adopted
VIII. Disclosures	49 (VIII)	Yes	
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	No Remuneration Paid to any Directors
(D) Management	49 (VIII D)	Yes	Will be complied in the Annual Report
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	
IX. CEO/CFO Certification	49 (IX)	Yes	Will be complied in the Annual Report
X. Report on Corporate Governance	49 (X)	Yes	Will be complied in the Annual Report
XI. Compliance	49 (XI)	Yes	Will be complied in the Annual Report

For, GUJARAT TOOLROOM LTD

**Viren G. Gurjar**
Compliance OfficerDate: 13/04/2015
Place: Ahmedabad