

**Quarterly Compliance Report on Corporate Governance:-**  
**Quarter Ending on: - 30<sup>th</sup> June, 2011**

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	Yet to kept on Company's Web Site
<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) 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	
<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)	N.A.	Will be complied in the annual report.
<b>VII.</b>	<b>Compliance</b>	49 (VII)	N.A.	Will be complied in the annual report.

Date: 13-07-2011  
Place: Ahmedabad

For , Gujarat toolroom Limited

Viren G. Gurjar  
Compliance Officer