

Quarterly Compliance Report on Corporate Governance (Revised)

Name of the Company: Gujarat Borosil Limited

Quarter ending on : June 30, 2015

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
1	2	3	4
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors (IDs)	49(II B)	Yes	
(C) Non-executive Directors' compensation & disclosures	49(II C)	Yes	
(D) Other provisions as to the Board and Committees	49(II D)	Yes	
(E) Code of Conduct	49(II F)	Yes	
(F) Whistle Blower Policy	49(II F)	Yes	
<b>III. Audit Committee</b>	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	
<b>IV. Nomination and Remuneration Committee (NRC)</b>	49(IV)	Yes, except Presence of Chairman of NRC committee at AGM, which will be complied at the ensuing AGM	
<b>V. Subsidiary Companies</b>	49(V)	N.A.	
<b>VI. Risk Management</b>	49(VI)	Yes	Except Constitution of Risk Management Committee, which is presently not applicable to the Company
<b>VII. Related Party Transactions</b>	49(VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		



(A) Related party transactions	49 (VIII A)	Yes	Adopted Related Party Transactions Policy & Uploaded on the website of the Company
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosure made in Annual Report- to be dispatched
(D) Management	49 (VIII D)	Yes	Complied in the Annual Report - to be dispatched
(E) Shareholders	49 (VIII E)	Yes	Complied in the Annual Report - to be dispatched
(F) Proceeds from public issues, rights issue, preferential issue, etc	49 (VIII F)	NA	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Company is in look out for a new CEO. Hence, the certificate is signed by Whole-Time Director & CFO
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Complied in the Annual Report- to be dispatched
<b>XI. Compliance</b>	49 (XI)	Yes	Certificate from Auditors obtained, being sent along-with Annual Report to shareholders.

Place : Mumbai  
Date : July 07, 2015



**For Gujarat Borosil Limited**

*K. Talreja*

Kishor Talreja  
Company Secretary & Compliance Officer