

**GUJARAT FOILS LIMITED**

Corporate Office : 16th floor, Tower 3, Indiabulls Finance Centre,  
Senapati Bapat Marg, Elphinstone Road (West), Mumbai 400 013, India.  
Phone : +91-22-71 500 500, Fax: +91-22-71 500 520  
Website: www.topworthgroup.com

12<sup>th</sup> January 2016

To,  
The DCS – CRD,  
Bombay Stock Exchange Limited,  
Pheeroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai 400 001

Dear Sir/Madam,

**Ref: Script Code: 531410/ Gujarat Foils Limited**

**Sub: Report on Corporate Governance for Quarter ended 31<sup>st</sup> December 2015**

Pursuant to Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Compliance Report on Corporate Governance as per Annexure I format for the Quarter ended 31<sup>st</sup> December, 2015.

This is for your record.

Thanking You

Yours Faithfully,  
**FOR GUJARAT FOILS LIMITED**

**DIPESH U. GOSAR**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**



## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **Gujarat Foils Limited**2. Quarter ending: **31<sup>st</sup> December 2015**

## I. Composition of Board of Directors:

Title (Mr/ Ms)	Name of the Director	PAN & DIN	Category	Date of Appointment in the current term/designat ion /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Abhay Narendra Lodha	PAN: AAKPL7249L  DIN: 00052194	Chairman - Non- Executive Director	01/08/2014	-	1	-	-
Mr.	Prasenjit Promode Datta	PAN: ACOPD9696F  DIN: 00013414	Whole Time Director – Executive Director	01/03/2011	-	1	1	-
Mr.	Satish Chandra Gupta	PAN: AAJPG2317F  DIN: 00025780	Independent Director	29/09/2014	7 Years –  since 31/01/2009	6	3	6
Mr.	Viresh Shankar Mathur	PAN: AAAPM6046Q  DIN: 01382982	Independent Director	26/09/2012	5 Years -  since 14/08/2012	3	1	-
Mr.	Jagannath Pandharinath Dange	PAN: AEAPD5412P  DIN: 01569430	Independent Director	23/09/2015	10 Months  since 05/03/2015	4	2	1

For GUJARAT FOILS LIMITED

COMPANY SECRETARY

Ms.	Ankita Singh	PAN: CYUPS7097B  DIN: 07038161	Independent Director	23/09/2015	11 Months  since 04/02/2015	1	-	-
-----	--------------	--	-------------------------	------------	--------------------------------------	---	---	---

## II. Composition of Committees:

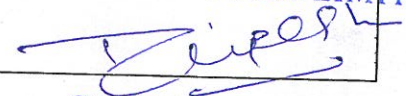
Sr. No.	Name of Committee	Name of Committee members	Category
1	Audit Committee	Mr. Satish Chandra Gupta Mr. Viresh Shankar Mathur Mr. Jagannath P. Dange	Chairman - Independent Director Member - Independent Director Member - Independent Director
2.	Nomination & Remuneration Committee	Mr. Satish Chandra Gupta Ms. Ankita Singh Mr. Jagannath P. Dange	Chairman - Independent Director Member - Independent Director Member - Independent Director
3.	Risk Management Committee (if applicable)	-	-
4.	Stakeholders Relationship Committee'	Mr. Satish Chandra Gupta Mr. Prasenjit Promode Datta Mr. Jagannath P. Dange	Chairman - Independent Director Member - Whole Time Director – Executive Director Member - Independent Director

## III. Meeting of Board of Directors:

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Gap between any two consecutive (in number of days)
11 <sup>th</sup> August 2015	27 <sup>th</sup> October 2015	76 days

## IV. Meeting of Committees:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Gap between any two consecutive meetings in number of days
Audit Committee meeting 27 <sup>th</sup> October 2015	Mr. Satish Chandra Gupta, Chairman Mr. Viresh Shankar Mathur, Member	Audit Committee meeting 11 <sup>th</sup> August 2015	76 days

For GUJARAT FOILS LIMITED  
  
 COMPANY SECRETARY



## V. Related Party Transactions

Subject	Compliance Status
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - a) Audit Committee
  - b) Nomination & remuneration Committee
  - c) Stakeholders relationship Committee
  - d) ~~Risk management committee (applicable to the top 100 listed entities)~~
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **None**

FOR GUJARAT FOILS LIMITED



DIPESH U. GOSAR

COMPANY SECRETARY & COMPLIANCE OFFICER

