

**Annexure – XI to the Listing Agreement****Quarterly Compliance Report on Corporate Governance****Name of the Company: G.D. TRADING & AGENCIES LIMITED**  
**Quarter ending on: 31 March 2015**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>II Board of Directors</b>	49 (II)		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	Will be complied with in the next Annual Report
(C) Non-executive Directors' Compensation & disclosures	49 (IIC)	N.A.	
D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	Will be complied with in the next Annual Report
<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 III(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	N.A.	
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related party transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIIIC)	N.A.	
(D) Management	49 (VIID)	Yes	Will be complied with in the next Annual Report
(E) Shareholders	49 (VIIIE)	Yes	Will be complied with in the next Annual Report
(I) Proceeds from public issues, rights issues, preferential issues, etc.	49 (VIII I)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	Will be complied with in the next Annual Report
XI. Compliance	49 (XI)	Yes	Will be complied with in the next Annual Report

**For G.D. TRADING & AGENCIES LIMITED,****Compliance Officer**Place: Mumbai  
Date : April 10, 2015.