

ANNEXURE-A TO DIRECTORS' REPORT: REPORT ON CORPORATE GOVERNANCE

Corporate Governance is globally recognized as a fundamental component for the sustained growth of every corporate entity. Sound governance practices and responsible corporate behaviour contribute to superior long-term performance of companies. Adoption to changing times is the key to corporate growth and long term survival. In fact, better governance practices enable corporates to introduce more effective internal controls suitable to changing and growing nature of business operations. In India, corporates have adopted better governance practices and have demonstrated openness in their dealings with stakeholders across the board. This has been augmented by regulatory authorities introducing and improving governance practices for Indian corporates over the last decade.

1. Company's philosophy on Code of Corporate Governance

At Gujarat Ambuja Exports Limited ("Company"), thrust is to achieve good conduct and governance by ensuring truth, transparency, accountability and responsibility in all dealings with employees, shareholders, consumers, suppliers and community at large. The Corporate Governance is ongoing process and the Company has always focused on good corporate governance, which is a key driver of sustainable corporate growth, long term value creation and trust. Even in fiercely competitive business environment, the management and employees of the Company are committed to uphold the core values of transparency, integrity, honesty and accountability.

Corporate Governance is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality. It involves leveraging its resources and aligning its activities to consumer need, shareholder value creation and employee growth, thereby satisfying all its stakeholders while minimizing risks. The primary objective is to create and adhere to a corporate culture of conscience and consciousness, transparency and openness and to develop capabilities and identify opportunities that best serve the goal of value creation, thereby creating an outperforming organization.

The Securities and Exchange Board of India ("SEBI") on 2nd September, 2015, issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with an aim to consolidate and streamline the provisions of the Listing Regulations for different segments of capital markets to ensure better enforceability. The Listing Regulations were effective from 1st December, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within 6 (six) months from the effective date. The Company has entered into Listing Agreement with BSE Limited and the National Stock Exchange of India Limited during the month of December, 2015.

The Company has adopted the Code of Conduct and Business Ethics for Employees, Board Members and Senior Managerial Personnel and also the Whistle Blower Policy in due compliance of Regulations 17 and 22 of the Listing Regulations and in pursuit of excellence in Corporate Governance. The Company believes in timely and adequate information and protection to minority shareholders.

Above all, we believe that Corporate Governance must balance individual interest with corporate goals and operate within accepted norms of propriety, equity, fair play and sense of responsibility & justice. Achieving this balance depends upon how accountable and transparent the Company is. Accountability improves decision making. Transparency helps to explain the rationale behind decisions and thereby builds Stakeholders' confidence.

2. Board of Directors

During the F.Y. 2015-16, the Board of Directors of the Company comprised of 10 (ten) members and Chairman being Executive Director. Out of 10 (ten) Directors on the Board, 6 (six) were Non-Executive Directors and out of 6 (six) Non-Executive Directors, 5 (five) Directors (50% of total) were Independent Directors.

Thus, composition of the Board is in conformity with Regulation 17 of the Listing Regulations.

(A) The names and categories, inter personal relationship of the Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meeting (AGM), as also the number of Directorships in other Companies and Committee membership/chairpersonship held by them are given below:

| Name of Director | Category & Inter personal relationship as on 31 st March, 2016 | Attendance Particulars | | As on 31 st March, 2016 | | |
|-----------------------|---|------------------------|----------|------------------------------------|---|-------------|
| | | Board meeting | Last AGM | Directorship in other Companies | Membership and Chairpersonship of the Committees* | |
| | | | | | Member | Chairperson |
| Shri Vijaykumar Gupta | Executive Director & Promoter, Husband of Smt. Sulochana Gupta and father of Shri Manish Gupta and Shri Mohit Gupta | 5 | Yes | 6 (including 4 private limited) | 1 | Nil |
| Shri Manish Gupta | Executive Director & Promoter, Son of Shri Vijaykumar Gupta and Smt. Sulochana Gupta and brother of Shri Mohit Gupta | 5 | Yes | 5 (including 2 private limited) | Nil | Nil |
| Smt. Sulochana Gupta | Non-Executive Director & Promoter, Wife of Shri Vijaykumar Gupta and mother of Shri Manish Gupta and Shri Mohit Gupta | 5 | Yes | 4 (including 2 private limited) | 1 | Nil |
| Shri Mohit Gupta | Executive Director & Promoter, Son of Shri Vijaykumar Gupta and Smt. Sulochana Gupta and brother of Shri Manish Gupta | 5 | Yes | 1 private limited | Nil | Nil |
| Shri Sandeep Agrawal | Executive & Non Independent Director Not related | 4 | No | 1 public company | Nil | Nil |



| Name of Director | Category & Inter personal relationship as on 31 st March, 2016 | Attendance Particulars | | As on 31 st March, 2016 | | | |
|--------------------------|---|------------------------|----------|------------------------------------|---|-------------|--|
| | | Board meeting | Last AGM | Directorship in other Companies | Membership and Chairpersonship of the Committees* | | |
| | | | | | Member | Chairperson | |
| Shri Sudhin Choksey | Non-Executive & Independent Director Not related | 5 | Yes | 4 (including 2 private limited) | 4 | 3 | |
| Shri Rashmikant Joshi | Non-Executive & Independent Director Not related | 5 | Yes | Nil | Nil | Nil | |
| Shri Prakash Ramrakhiani | Non-Executive & Independent Director Not related | 5 | Yes | Nil | Nil | Nil | |
| Shri Ashok Gandhi | Non-Executive & Independent Director Not related | 5 | Yes | 6 public companies | 7 | 1 | |
| Shri Rohit Patel | Non-Executive & Independent Director Not related | 4 | Yes | 2 public companies | 5 | 3 | |

* For the purpose of considering the limit of Committee Membership and Chairpersonship of a Director, Audit Committee and Stakeholders Relationship Committee of Public Companies have been considered. Committee Membership & Committee Chairpersonship in the Company is included.

(B) Number of meetings of the Board of Directors held and the dates on which held:

During the F.Y. 2015-16, 5 (five) meetings of the Board of Directors were held on 22nd May, 2015, 25th July, 2015, 31st October, 2015, 30th January, 2016 and 12th March, 2016.

Intimation of the Board meetings and Committee meetings are given well in advance and communicated to all the Directors. Normally, Board meetings and Committee meetings are held at the Registered Office of the Company. The agenda along with the explanatory notes are sent in advance to all the Directors in accordance with the Secretarial Standard-1 issued by the Institute of Company Secretaries of India. Additional meetings of the Board are held when deemed necessary by the Board. Senior Executives are invited to attend the Board meetings as and when required.

(C) Information placed before the Board of Directors:

All such matters as are statutorily required as per Part A of Schedule-II of Regulation 17(7) of the Listing Regulations and also matters relating to Corporate Plans, Mobilisation of Funds, Investment/ Loans, Risk Management Policy, Capital Expenditure etc. are considered by the Board. Besides, the following informations are also regularly placed before the Board for its consideration:

1. Annual Operating Plans & budgets and updates
2. Capital budgets and updates
3. Minutes of meetings of Committees of the Board of Directors
4. Quarterly results of the Company
5. Material Transactions, which are not in the ordinary course of business
6. Compliance with all regulatory and statutory requirements
7. Fatal accidents, dangerous occurrences, material effluent pollution problems
8. Recruitment and remuneration of senior officers just below the Board level
9. Investment/Disinvestments
10. Risk Assessment analysis, etc.

The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any.

During F.Y. 2015-16, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors, except for the commission payable to them annually in accordance with the applicable laws and with the approval of the members.

3. Audit Committee

- (i) The Audit Committee of the Company is constituted in alignment with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.
- (ii) The terms of reference of the Committee are in accordance with Part C of Schedule-II of Regulation 18(3) of the Listing Regulations and Section 177 of the Companies Act, 2013 and major terms of reference, inter alia, includes the following:
 - Reviewing Company's Financial Reporting Process;
 - Reviewing the Internal Audit Systems, the adequacy of Internal Control Systems;
 - Reviewing the Company's Financial and Risk Management Policies;
 - Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
 - Review and monitor the Auditor's independence and performance and effectiveness of audit process;
 - Examination of the financial statement and the auditors' report thereon;
 - Approval or any subsequent modification of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Valuation of undertakings or assets of the Company, wherever necessary;
 - Evaluation of internal financial controls and risk management systems.
- (iii) The composition of the Audit Committee meets with the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The details of members, their category and number of meetings attended by them during the F.Y. 2015-16 are given below:

| Name of the Committee Member & Designation in Committee | Category in the Board | No. of meetings held | No. of meetings attended |
|---|-----------------------|----------------------|--------------------------|
| Shri Sudhin Choksey, Chairman | Independent Director | 5 | 5 |
| Shri Rohit Patel, Member | Independent Director | 5 | 4 |
| Shri Ashok Gandhi, Member | Independent Director | 5 | 5 |

- (iv) During the F.Y. 2015-16, 5 (five) meetings of the Audit Committee were held on 22nd May, 2015, 25th July, 2015, 30th October, 2015, 29th January, 2016 and 12th March, 2016.
- (v) The previous Annual General Meeting of the Company was held on 12th September, 2015 and the same was attended by the Chairman of the Audit Committee.
- (vi) The Audit Committee Meetings are usually held at the Registered Office of the Company and are normally attended by the Managing Director, the Executive Director, the Chief Financial Officer, Representative of Statutory Auditors, Internal Auditors and Cost Auditors. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

4. Vigil Mechanism/ Whistle Blower Policy

The Company has adopted Whistle Blower Policy, which was further aligned with requirements under the Companies Act, 2013 and Clause 49 of the Listing Agreement (Corresponding Regulation 22 of the Listing Regulations now) and approved by the Audit Committee and the Board of Directors of the Company at their meetings held on 26th July, 2014. The said policy provides a formal mechanism for all employees of the Company to approach Chairman of the Audit Committee of the Company and make protective disclosures about the unethical behavior, actual or suspected fraud and violation of the Company's Code of Conduct and Business Ethics. Under the Policy, each employee of the Company has an assured access to the Chairman of the Audit Committee.

5. Nomination and Remuneration Committee

- (i) The Nomination and Remuneration Committee of the Company is constituted in alignment with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations and terms of reference, including role & powers of the Committee, has been modified accordingly.
- (ii) The terms of reference of the said Committee is broad based so as to include and to decide, review and recommend to the Board of Directors of the Company about the recruitment, selection, appointment and remuneration of relative of Director or of Key Managerial Personnel of the Company and to decide the increase/modification in the terms of appointment and/or remuneration of any such person. The Committee was constituted on 30th March, 2002 and was re-constituted from time to time. The Company Secretary of the Company acts as the Secretary of the Committee.

Terms of reference of the Committee, inter alia, includes the following:

- a) To decide, review and recommend to the Board of Directors of the Company about the recruitment, selection, appointment and remuneration of a relative of Director or of Key Managerial Personnel of the Company and to decide the increase/modification in the terms of appointment and/or remuneration of any such person.
 - b) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee, recommend to the Board their appointment and removal and to carry out evaluation of every Director's performance.
 - c) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
 - d) To ensure that as per the policy—
 - (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
 - e) To formulate criteria for evaluation of performance of Independent Directors and the Board.
 - f) To devise a policy on Board diversity.
 - g) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
 - h) To decide on whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- (iii) The details of members, their category and number of meetings attended by them during the F.Y. 2015-16 are given below:

| Name of the Committee Member & Designation in Committee | Category in the Board | No. of meetings held | No. of meetings attended |
|---|-----------------------|----------------------|--------------------------|
| Shri Ashok Gandhi, Chairman | Independent Director | 3 | 3 |
| Shri Rohit Patel, Member | Independent Director | 3 | 2 |
| Shri Prakash Ramrakhiani, Member | Independent Director | 3 | 3 |

- (iv) During the F.Y. 2015-16, 3 (three) meetings of Nomination and Remuneration Committee were held on 22nd May, 2015, 25th July, 2015 and 12th March, 2016.
- (v) The previous Annual General Meeting of the Company was held on 12th September, 2015 and the same was attended by the Chairman of the Nomination and Remuneration Committee.



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- (vi) The Committee while deciding the remuneration package of the Managing Directors/ Executive Directors and recruitment, selection, appointment and remuneration of relative of Director or of Key Managerial Personnel of the Company, takes into consideration various factors, *inter alia*, contribution, remuneration package of the industry, knowledge and experience etc.
- (vii) The Board considered and approved the criteria for performance evaluation of itself, that of its Committees and Individual Directors as follows:
- Criteria for Board Evaluation
 - Attendance at meetings
 - Regularity of attendance
 - Responsibilities and accuracy of information in timely manner
 - Level and quality of participation
 - Involvement in deliberation
 - Commitment to responsibilities
 - Criteria for Committee Evaluation
 - Level and quality of participation
 - Effectiveness to the responsibilities
 - Aptitude and effectiveness
 - Overall contribution
 - Criteria for Evaluation of Individual Directors (including Independent and Non-Independent Directors)
 - Dedication
 - Attendance
 - Preparedness & Participation
 - Team work
 - Contribution
 - Time and Efforts
 - Response
 - Commitment
 - Knowledge/Sharing information
 - Responsibilities
 - Suggestions during discussion
- (viii) Criteria for making payment to Non-Executive Directors has been disseminated on the website of the Company i.e. www.ambujagroup.com
- (ix) Payment to Non-Executive Directors:
- The Non-Executive Directors are paid remuneration by way of sitting fees for attending meetings of Board of Directors and Committees of the Board. At the Annual General Meeting held on 22nd September, 2005, Members approved payment of sitting fees upto ₹ 20,000/- or as may be amended by the Central Government to be paid to Non-Executive Directors for attending each meeting of the Board of Directors and Committees thereof. During F.Y. 2015-16, Non-Executive Directors were paid Sitting Fees of ₹ 17,500/- for attending each meeting of the Board and Committees of the Board.
- The Members at their 23rd Annual General Meeting held on 13th September, 2014 pursuant to Sections 149, 197 and other applicable provisions, if any, of the Companies Act, 2013 and Clause 49(II)(c) of the Listing Agreement {Corresponding Regulation 17(6) of the Listing Regulations now}, approved the payment of remuneration to the Non-Executive Directors of the Company by way of commission not exceeding one (1) percent of the net profits of the Company, provided that the overall remuneration shall not be exceeding ₹ 25 lacs in a financial year.
- (x) There are no stock options issued by the Company.
- (xi) The details of remuneration (including salary, allowances, commission, monetary value of perquisites & Company's contribution to Provident Fund but excluding gratuity, insurance coverage for personal accident and balance of unavailed encashable leave) and sitting fees paid for attending meetings of the Board of Directors and Committees thereof during the F.Y. 2015-16 to all the Directors are furnished hereunder:

| | | | | | | | | (₹ in lacs) |
|---------|---|---------------------|-------------|------------|--------------|--------|--|--|
| Sr. No. | Name of Director | Salary & Allowances | Perquisites | Commission | Sitting Fees | Total | Service Contract | Notice Period (in months) & severance fees |
| 1 | Shri Vijaykumar Gupta, Chairman & Managing Director | 72.22 | 8.31 | 472.50 | Nil | 553.03 | 1 st April, 2013 to 31 st March, 2018 | 3 months Nil |
| 2 | Shri Manish Gupta, Managing Director | 72.22 | 8.31 | 577.50 | Nil | 658.03 | 28 th December, 2013 to 27 th December, 2018 | 3 months Nil |
| 3 | Smt. Sulochana Gupta, Non-Executive Director | Nil | Nil | 2.00 | 0.88 | 2.88 | - | - |
| 4 | Shri Mohit Gupta, Joint Managing Director | 42.22 | 3.75 | Nil | Nil | 45.97 | 1 st August, 2013 to 31 st July, 2018 | 3 months Nil |

| Sr. No. | Name of Director | Salary & Allowances | Perquisites | Commission | Sitting Fees | Total | Service Contract | Notice Period (in months) & severance fees |
|---------|--|---------------------|-------------|------------|--------------|-------|---|--|
| 5 | Shri Sandeep Agrawal, Whole-Time Director | 43.22 | 6.90 | Nil | Nil | 50.12 | 1 st August, 2014 to 31 st July, 2019 | 3 months Nil |
| 6 | Shri Sudhin Choksey, Independent Director | Nil | Nil | 3.00 | 1.93 | 4.93 | Upto 31 st March, 2019 | - |
| 7 | Shri Rashmikant Joshi, Independent Director | Nil | Nil | 2.00 | 0.88 | 2.88 | Upto 14 th September, 2019 | - |
| 8 | Shri Prakash Ramrakhiani, Independent Director | Nil | Nil | 2.00 | 1.58 | 3.58 | Upto 31 st March, 2016 | - |
| 9 | Shri Ashok Gandhi, Independent Director | Nil | Nil | 2.00 | 2.45 | 4.45 | Upto 31 st March, 2016 | - |
| 10 | Shri Rohit Patel, Independent Director | Nil | Nil | 2.00 | 1.93 | 3.93 | Upto 31 st March, 2019 | - |

6. Corporate Social Responsibility Committee:

Pursuant to Section 135 of the Companies Act, 2013, the Company has constituted Corporate Social Responsibility Committee, inter alia, to formulate and recommend to the Board of Directors, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder, to recommend the amount of expenditure to be incurred on the CSR activities and to monitor the implementation of the CSR Policy of the Company from time to time.

During the F.Y. 2015-16, 4 (four) meetings of the Committee were held on 23rd May, 2015, 1st October, 2015, 11th January, 2016 and 27th February, 2016.

The composition of the Committee as well as the particulars of attendance at the Committee meetings during the F.Y. 2015-16 and other related details are given below:

| Name of the Committee Member & Designation in Committee | Category in the Board | No. of meetings held | No. of meetings attended |
|---|-----------------------|----------------------|--------------------------|
| Shri Vijaykumar Gupta, Chairman | Executive Director | 4 | 4 |
| Shri Manish Gupta, Member | Executive Director | 4 | 4 |
| Shri Rohit Patel, Member | Independent Director | 4 | 4 |

The Corporate Social Responsibility Committee meetings are usually held at the Registered Office of the Company. The Company Secretary of the Company acts as the Secretary of the Corporate Social Responsibility Committee.

7. Independent Directors' Meeting:

A separate meeting of Independent Directors was held on 29th January, 2016, without the attendance of Non-Independent Directors and members of the management to review the performance of Non-Independent Directors, the Board as a whole and its Chairperson and assess the quality, quantity and timeliness of flow of information between the Company Management and the Board. Details of attendance of the members at the said meeting are given below:

| Name of the Director | Chairperson / Member | No. of meeting attended |
|--------------------------|----------------------|-------------------------|
| Shri Ashok Gandhi | Chairperson | 1 |
| Shri Rohit Patel | Member | 1 |
| Shri Prakash Ramrakhiani | Member | 1 |
| Shri Sudhin Choksey | Member | 1 |
| Shri Rashmikant Joshi | Member | - |

8. Board Sub-Committees:

(a) Stakeholders Relationship Committee & Redressal of Investors' Grievances:

Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement {Corresponding Regulation 20 of the Listing Regulations now}.

The Company constituted said Committee on 30th March, 2002 to specifically look into the redressal of Investors' complaints like transfer of shares, non- receipt of balance sheet and non-receipt of declared dividend etc.

To expedite the process and for effective resolution of grievances/complaints, the Committee has delegated powers to the Share Transfer Agent and its officials to redress all complaints/grievances/inquires of the Members/Investors. Ms. Chetna Dharajiya, Company Secretary of the Company acts as the Secretary of the Stakeholders Relationship Committee and under her supervision Committee redresses the grievances/complaints of Members/Investors.

The Committee meets at regular intervals to review the status of redressal of Members'/Investors' Grievances.

The composition of the Committee as well as the particulars of attendance at the Committee meetings during the F.Y. 2015-16 and other related details are given below:

| Name of the Committee Member & Designation in Committee | Chairperson / Member | No. of meetings attended |
|---|------------------------|--------------------------|
| Shri Ashok Gandhi, Chairperson | Independent Director | 27 |
| Shri Vijaykumar Gupta, Member | Executive Director | 27 |
| Smt. Sulochana Gupta, Member | Non-Executive Director | 27 |



(b) Details of complaints received and redressed during the F.Y. 2015-16:

| Sr. No. | Particulars | Opening balance as on 1 st April, 2015 | Received during the year | Redressed during the year | Pending as on 31 st March, 2016 |
|---------|--|---|--------------------------|---------------------------|--|
| 1 | Non-receipt of Dividend/ Interest, Revalidation etc. | Nil | 12 | 12 | Nil |
| 2 | Non-receipt of Share Certificate, etc. | Nil | 3 | 3 | Nil |
| 3 | Non-receipt of Annual Report, Interest on delayed refund, etc. | Nil | Nil | Nil | Nil |
| 4 | Others | Nil | Nil | Nil | Nil |
| | Total | Nil | 15 | 15 | Nil |

(c) Share Transfer Committee:

Share Transfer Committee consisting of Shri Vijaykumar Gupta, Chairman & Managing Director, Shri Manish Gupta, Managing Director, Smt. Sulochana Gupta and Shri Ashok Gandhi, the Directors of the Company has been constituted with the scope and ambit to consider and approve the following actions related to the shareholders/members of the Company:

- (a) Transfer of Shares
- (b) Transmission of Shares
- (c) Issue of Duplicate Share Certificates
- (d) Change of Status
- (e) Change of Marital Status
- (f) Change of Name
- (g) Transposition of shares
- (h) Sub-division of shares
- (i) Consolidation of Folios
- (j) Shareholders requests for Dematerialisation/Rematerialisation of Shares

The Committee also takes note of disclosures received under the Company's Code of Conduct for Prohibition of Insider Trading in pursuance to the SEBI (Prohibition of Insider Trading) Regulations.

(d) Share Transfer Details:

The number of shares transferred / transmitted, split request processed, duplicate shares issued, folio consolidation, demat and remat request approved during the F.Y. 2015-16 are as under:

| Sr. No. | Particulars | No. of cases | No. of shares involved (₹ 2/- each) |
|---------|-----------------------------|--------------|-------------------------------------|
| 1 | Transfer | 141 | 99265 |
| 2 | Transmission | 52 | 31165 |
| 3 | Split | 1 | 1000 |
| 4 | Duplicate | 3 | 2300 |
| 5 | Demat request approved-NSDL | 351 | 252710 |
| 6 | Demat request approved-CDSL | 193 | 126955 |
| 7 | Remat request approved-NSDL | 1 | 250 |
| 8 | Remat request approved-CDSL | Nil | Nil |

As on 31st March, 2016, out of the total 13,83,51,875 Issued, Subscribed and Paid up Equity shares of ₹ 2/- each of the Company, 87.46% have been demated (net of remat) through NSDL and CDSL.

With a view to expedite the process of transfer, the Committee normally meets twice a month to approve transfer, transmission, split, duplicate etc. There was no instrument pending for transfer as on 31st March, 2016.

(e) Prohibition of Insider Trading:

The Company has adopted a Code of Conduct for Prohibition of Insider Trading under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, with a view to regulate trading in the equity shares of the Company by the Directors and designated employees.

(f) Code of Conduct:

The Company has adopted a Code of Conduct for all the employees including the Board Members and Senior Management Personnel of the Company in accordance with the requirement under Regulation 17 of the Listing Regulations. The Code of Conduct has been posted on the website of the Company i.e. www.ambujagroup.com

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure. Management members are made aware of the provisions of the Code from time to time.

The Company has obtained confirmations for the compliance with the said code from all its Board members and Senior Management Personnel for the year ended 31st March, 2016. The declaration by the Chairman & Managing Director of the Company confirming the same is annexed to this report.

(g) Familiarisation programme for Independent Directors:

The Independent Directors are provided with necessary documents, reports and other relevant information to enable them to familiarise with the Company's procedures and practices. The Independent Directors are taken for visit to Company's various plants/units, to enable them to have full understanding of manufacturing operations & processes of the Company and the industry in which it operates. Periodic presentations are made at the Board meetings on business and performance updates of the Company, business strategy and risks involved. At the time of induction of the newly appointed Independent Director, he/she is apprised adequately about the Company, latest financial statements with business model, industry scenario, competition, significant recent developments and also the Board processes which is apprised by the Chairman and Managing Director, the Chief Financial Officer, the Company Secretary and the Senior Management of the Company. Details of the familiarization programme for the Independent Directors are available on the website of the Company (URL: <http://www.ambujagroup.com/LinkFiles/Details%20of%20familiarization%20programmes.pdf>).

(h) Appointment of Compliance Officer:

Ms. Chetna Dharajiya, Company Secretary of the Company acts as Compliance Officer of the Company as per the Regulation 6 of the Listing Regulations.

9. General Body Meetings**(a) Details of location, time and date of last three Annual General Meetings are given below:**

| Year | Date | Time | Venue |
|---------|----------------------------------|------------|---|
| 2012-13 | 14 th September, 2013 | 11.00 a.m. | H. T. Parekh Hall, 1 st Floor, Ahmedabad |
| 2013-14 | 13 th September, 2014 | 11.00 a.m. | Management Association (AMA), AMA Complex, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad – 380 015 |
| 2014-15 | 12 th September, 2015 | 11.00 a.m. | |

(b) Extra Ordinary General Meeting:

There was no Extra Ordinary General Meeting held during the F.Y. 2015-16.

(c) Special Resolutions passed during last three years at the Annual General Meetings:

| Special Resolution | Date of Meeting |
|---|----------------------------------|
| Borrowing powers of the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013 upto ₹ 2500 crores | 13 th September, 2014 |
| Authority to charge/mortgage Assets of the Company both present and future | 13 th September, 2014 |
| Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 | 13 th September, 2014 |
| To consider payment of Commission to Independent / Non-Executive Directors of the Company | 13 th September, 2014 |
| Offer and Issue Non-Convertible Securities/Commercial Papers under Private Placement | 12 th September, 2015 |
| Revision in terms of remuneration of Shri Siddharth Agrawal, the Vice President (Works) of the Company | 12 th September, 2015 |

(d) Postal Ballot:

During the year under review, there was no special resolution proposed and/or transacted through Postal Ballot. No Special Resolution requiring postal ballot is being proposed for the ensuing Annual General Meeting.

10. a) Disclosures

- i. The Board has received disclosures from Key Managerial Personnel/Senior Management that they have no material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. Related Party transactions have been included in the Notes to the Annual Accounts of the Company for the year ended 31st March, 2016.
- ii. The Company has complied with the requirements of the Stock Exchanges, SEBI and other authorities on the matters relating to capital markets during the last three years, and hence, no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities relating to the above.
- iii. The Company has adopted a Whistle Blower Policy/Vigil Mechanism and has established the necessary mechanism in line with requirement of the Companies Act, 2013 and Clause 49 of the Listing Agreement {Corresponding Regulation 22 of the Listing Regulations now} for employees to report violations of applicable laws and regulations and the Code of Conduct. During the year under review, no personnel have been denied access to the Audit Committee.
- iv. The Company has complied with all mandatory applicable corporate governance requirements of the Listing Regulations.
- v. The Company has complied with following non-mandatory requirements as prescribed in Part E of Schedule-II to Regulation 27(1) of the Listing Regulations:
 - The Company is in the regime of financial statements with unmodified audit opinion.
 - The Internal Auditors directly reports to the Audit Committee.
- vi. The Company has formulated and adopted Policy on determining Material Subsidiaries as required under Regulation 16(1)(c) of the Listing Regulations. A copy of the Policy on determining Material Subsidiaries is available on the website of the Company (URL: <http://www.ambujagroup.com/LinkFiles/Policy%20for%20determining%20Material%20subsidiaries.pdf>).
- vii. In line with the requirements of the Companies Act, 2013 and Listing Regulations, the Company has formulated and adopted a Policy on Related Party Transactions which is also available on the website of the Company (URL: <http://www.ambujagroup.com/LinkFiles/Policy%20on%20Related%20Party%20Transactions.pdf>). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.



viii. Disclosure on commodity price risks and commodity hedging activities:

Factors that can affect commodity prices include political and regulatory changes, seasonal variations, weather, technology and market conditions. Commodity price risk is often hedged by major consumers. Unexpected changes in commodity prices can reduce a producer's profit margin and make budgeting difficult. Futures and options are two financial instruments commonly used to hedge against commodity price risk. The Company operates in a market in which commodity/raw materials/finished goods prices are fluctuating. The Company tries to mitigate the risk by covering position through hedging at commodities exchanges like CBOT, REFCO, NCDEX, NMCEX and such other commodity exchange. The Company has entered into agreement with one of the member of NCDEX, having Company as its sole client, who acts as broker for carrying out commodity hedging activities in order to mitigate Company's risk due to fluctuation in commodity prices.

- b) The Company has complied with all the requirements of Corporate Governance Report of sub-para (2) to (10) of Para C to Schedule V of the Listing Regulations, to the extent applicable.
- c) The Company has complied with corporate governance requirements specified in Regulation 17 to 27 and 46(2)(b) to (i) of the Listing Regulations, to the extent applicable.
- d) **Reconciliation of Share Capital**

A qualified Practicing Company Secretary carries out audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificates, on half-yearly basis, have been issued by a Practicing Company Secretary for due compliance of share transfer formalities by the Company.

11. Means of Communication

a) **Quarterly/Half-yearly/Annual Results:**

The Company's quarterly/half yearly/annual financial results alongwith the segmental reports are generally published in leading English and vernacular language newspaper i.e. Financial Express and also displayed on the website of the Company after its submission to the Stock Exchanges.

b) **Website:**

The Company's website (www.ambujagroup.com) is a comprehensive reference on Company's vision, mission, segments, products, investor relations, human resource, feedback and contact details. In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under "Investors Relation" on the Company's website gives information on various announcements made by the Company, complete financial details, quarterly & annual results, annual report, corporate benefits, information relating to stock exchanges where shares are listed, details of share transfer agent, unpaid/unclaimed dividends and shareholding pattern. The Company doesn't carry out any media releases and hence no official news releases are displayed on the website.

c) **Annual Report:**

The Annual Report containing, *inter alia*, Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis Report forms part of the Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website (www.ambujagroup.com).

d) **Reminder to Investors:**

Reminders for claiming unpaid dividend are sent to members as per the unpaid/unclaimed data available.

e) **NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (Listing Centre):**

NEAPS is a web-based application designed by NSE for corporates. BSE's Listing Centre is a web-based application designed by BSE for corporates. All periodical compliance filings *inter alia*, shareholding pattern, corporate governance report, corporate announcements and statement of investor complaints among others, are filed electronically on NEAPS and the Listing Centre.

f) **SEBI Complaints Redress System (SCORES):**

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

12. Shareholders' Information

a) **Annual General Meeting:**

| | |
|------------|---|
| Day & Date | Saturday, the 10 th September, 2016 |
| Time | 11.00 a.m. |
| Venue | H. T. Parekh Hall, 1 st Floor, Ahmedabad Management Association (AMA), AMA Complex, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad – 380 015 |

b) **Tentative Financial Calendar (F.Y. 2016-2017):**

| | |
|--|--|
| Financial year | 1 st April, 2016 - 31 st March, 2017 |
| Annual General Meeting | On or before 30 th September, 2017 |
| First quarter results (Audited or Un-audited) | On or before 14 th August, 2016 |
| Second quarter results (Audited or Un-audited) | On or before 14 th November, 2016 |
| Third quarter results (Audited or Un-audited) | On or before 14 th February, 2017 |
| Results for the Financial Year (Audited) | On or before 30 th May, 2017 |

c) Book Closure Date:

| | |
|---|--|
| Closure of Register of Members and Share Transfer Books | Saturday, 3 rd September, 2016, Saturday 10 th September, 2016 (both days inclusive) |
|---|--|

d) Dividend Payment Date:

The Board of Directors of the Company had declared interim dividend of ₹ 0.80/- per share @ 40% p.a. for F.Y. 2015-16 at its meeting held on 30th January, 2016 and the same has been paid to members/beneficial owners appearing as on record date i.e. 8th February, 2016. The said interim dividend payment is proposed to be considered as final dividend for the F.Y. 2015-16.

e) Listing of Securities on the Stock Exchanges:

The Equity Shares of the Company are listed at National Stock Exchange of India Limited and BSE Limited. The Annual Listing fees for the F.Y. 2016-17 has been paid to both the above Stock Exchanges. Addresses of the Stock Exchanges, where equity shares of the Company are presently listed are given below:

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

f) Stock Code:

| Name of the Exchange | Code |
|--|-------------------------|
| BSE Limited (BSE) | Security Code: "524226" |
| National Stock Exchange of India Limited (NSE) | Symbol: "GAEL" |

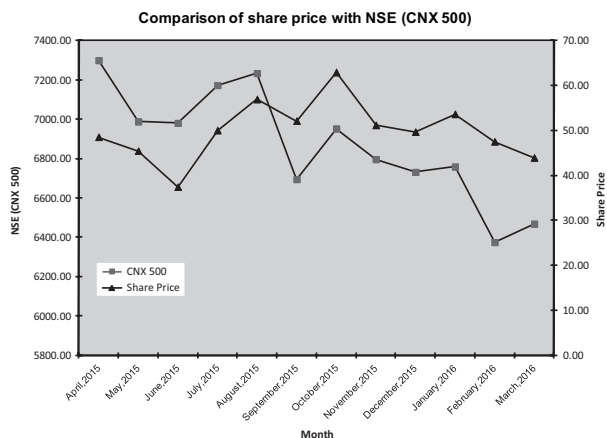
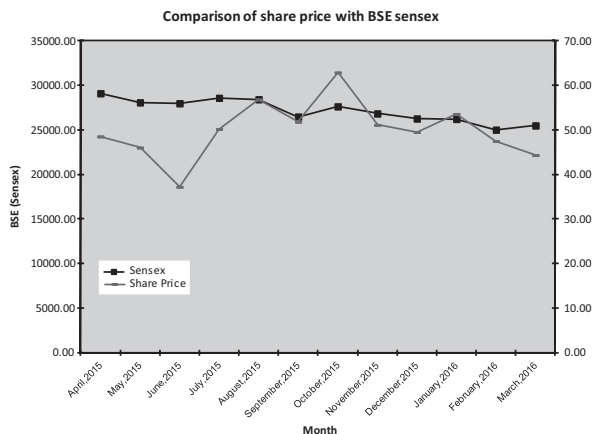
g) Stock Market Price Data and comparison to broad-based indices:

i) Monthly Share price movement during F.Y. 2015-16 on BSE and NSE

| Month | BSE Limited (BSE) (in ₹ per share) | | National Stock Exchange of India Limited (NSE) (in ₹ per share) | |
|-----------------|---------------------------------------|--------|--|--------|
| | Highest | Lowest | Highest | Lowest |
| April, 2015 | 48.50 | 34.60 | 48.50 | 35.20 |
| May, 2015 | 46.00 | 36.00 | 45.40 | 35.65 |
| June, 2015 | 37.20 | 30.00 | 37.40 | 31.20 |
| July, 2015 | 50.15 | 34.05 | 50.00 | 34.10 |
| August, 2015 | 56.80 | 40.00 | 56.90 | 40.30 |
| September, 2015 | 51.80 | 41.60 | 52.10 | 41.50 |
| October, 2015 | 62.85 | 46.75 | 62.90 | 46.70 |
| November, 2015 | 51.10 | 42.15 | 51.15 | 40.40 |
| December, 2015 | 49.50 | 42.10 | 49.65 | 42.15 |
| January, 2016 | 53.55 | 41.00 | 53.60 | 40.70 |
| February, 2016 | 47.45 | 35.50 | 47.50 | 35.25 |
| March, 2016 | 44.30 | 36.00 | 43.90 | 36.50 |

Source: BSE and NSE website

ii) Comparison of share price with broad-based indices vis-a-vis BSE and NSE





h) Share Transfer Agent:

Since September, 2003 Jupiter Corporate Services Limited has been acting as Share Transfer Agent of the Company both for Physical & Demat processing.

Details of Jupiter Corporate Services Limited is as under:

“Ambuja Tower”, Opp. Memnagar Fire Station,
P.O. Navjivan, Navrangpura, Ahmedabad-380 014
Phone: 079-26423316-20, Fax: 079-26423079
Email Id: jayvijay@ambujagroup.com

i) Share Transfer System:

The share transfer activities in respect of the shares in physical mode are carried out by the Share Transfer Agent of the Company. The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

The Board of Directors of the Company have delegated the authority to approve the transfer of shares, transmission of shares or requests for deletion of name of the shareholder, issue of duplicate share certificates etc., to the Share Transfer Committee of the Company. The Share Transfer Committee usually meets once in a fortnight. Shares in physical form are registered within an average period of 10 days.

A summary of approved transfers, transmissions, deletion requests, issue of duplicate shares etc., are placed before the Board of Directors from time to time as per Listing Regulations. The Company obtains a half-yearly compliance certificate from a Company Secretary in Practice as required under Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force) and files a copy of the said certificate with BSE & NSE.

j) (i) Distribution of shareholding as on 31st March, 2016 (including demat):

| No. of shares held | No. of shareholders | % of shareholders | No. of shares held | % of shareholding |
|--------------------|---------------------|-------------------|--------------------|-------------------|
| 1 to 2500 | 50899 | 97.57 | 25176491 | 18.20 |
| 2501 to 5000 | 767 | 1.47 | 2797772 | 2.02 |
| 5001 to 10000 | 270 | 0.52 | 1948115 | 1.41 |
| 10001 to 15000 | 74 | 0.14 | 933628 | 0.67 |
| 15001 to 20000 | 43 | 0.08 | 758686 | 0.55 |
| 20001 to 25000 | 25 | 0.05 | 565032 | 0.41 |
| 25001 to 50000 | 46 | 0.09 | 1578710 | 1.14 |
| 50001 & above | 44 | 0.08 | 104593441 | 75.60 |
| Total | 52168 | 100.00 | 138351875 | 100.00 |

(ii) Shareholding Pattern of the Company as on 31st March, 2016 (including demat):

| Category of Holders | No. of shares | % to total shares |
|--|------------------|-------------------|
| Promoters/Directors & Relatives | 99569593 | 71.97 |
| Financial Institutions/Mutual Fund/Banks | 112553 | 0.08 |
| Non-Residents/FIIs/ OCBs | 915540 | 0.66 |
| Other Corporate Bodies | 2790152 | 2.02 |
| Indian Public | 34964037 | 25.27 |
| Total | 138351875 | 100.00 |

(iii) Shareholding of Non-Executive Directors as on 31st March, 2016:

| Name of Non-Executive Director | No. of shares | % to total shares |
|--------------------------------|----------------|-------------------|
| Smt. Sulochana Gupta | 4485385 | 3.24 |
| Shri Sudhin Choksey | Nil | Nil |
| Shri Prakash Ramrakhiani | Nil | Nil |
| Shri Ashok Gandhi | 2500 | 0.01 |
| Shri Rohit Patel | Nil | Nil |
| Shri Rashmikant Joshi | Nil | Nil |
| Total | 4487885 | 3.25 |

There were no convertible instruments pending conversion into Equity Shares as on 31st March, 2016.

k) Dematerialisation of Shares and Liquidity:

On 31st March, 2016 out of 13,83,51,875 Issued, Subscribed and Paid up Capital of Equity Shares of ₹ 2/- each, 87.46% Equity Shares (net of remat) have been dematerialised. As per notification issued by SEBI with effect from 24th July, 2000, the trading in the equity shares of the Company is permitted only in dematerialised form. The Company has entered into agreements, with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through Jupiter Corporate Services Limited to facilitate the members to demat their shares with any of the depositories.

l) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on Equity:

The Company has not issued any GDRs/ ADRs / Warrants / Convertible Instruments or any other instrument, which is convertible into Equity Shares of the Company.

m) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

Company has approved and adopted Risk Management Policy and accordingly, during the year ended 31st March, 2016, the Company has managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure and hedging are disclosed in notes to the financial statements (Note No. 27.8) forming part of this Annual Report.

n) C.E.O./C.F.O. Certification:

The required certificate under Regulation 17(8) of the Listing Regulations signed by the Managing Director (C.E.O.) and the Chief Financial Officer (C.F.O.) is attached with this report.

o) Compliance Certificate of the Auditors:

Certificate from the Auditors of the Company, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Listing Regulations, is attached with this report.

p) Plant Locations:

| Agro Processing Division | | Power Division | |
|--|---|----------------|---|
| 1. | Solvent Extraction Unit, Edible Oil Refinery & Vanaspati Ghee Unit, Kadi, District Mehsana, Gujarat | 1. | Wind Mills (in the State of Gujarat) |
| 2. | Solvent Extraction & Edible Oil Refinery, Pithampur, District Dhar, Madhya Pradesh | a. | B-87, R S No. 471/P, Village Lamba, Taluka Kalyanpur, District Jamnagar |
| 3. | Solvent Extraction & Edible Oil Refinery, Village Kanheri-Gawali, Taluka Balapur, District Akola, Maharashtra | b. | WTG No. 1, Machine No. 1, Survey No. 400, Village Kuranga, Taluka Dwarka, District Jamnagar |
| 4. | Solvent Extraction & Edible Oil Refinery, District Mandsaur, Madhya Pradesh | c. | WTG No. 2, Machine No. 2, Survey No. 400, Village Kuranga, Taluka Dwarka, District Jamnagar |
| 5. | Wheat Processing Unit, Kadi, District Mehsana, Gujarat | d. | WTG No. 3, Machine No. 6, Survey No. 400, Village Kuranga, Taluka Dwarka, District Jamnagar |
| 6. | Cattle Feed Unit, Kadi, District Mehsana, Gujarat | e. | Survey No. 213/2, Village Satapar, Taluka Kalyanpur, District Jamnagar |
| 7. | Wheat Processing Unit, Pithampur, District Dhar, Madhya Pradesh | f. | WTG No. 1, V-4, Survey No. 43/1/P, Village Motisindhodi, Taluka Abdasa, District Kutch |
| Maize Processing Division | | g. | WTG No. 2, V-7, Survey No. 36/2/P, Village Motisindhodi, Taluka Abdasa, District Kutch |
| 1. | Bio-Chemical Division, Village Dalpur, Himmatnagar, District Sabarkantha, Gujarat | h. | Survey No. 115/P, Village Mindiyali, Taluka Anjar, District Kutch |
| 2. | Sitarganj, District Udhham Singh Nagar, Uttarakhand | 2. | Power Plants (11 MW, 2.5MW & 6 MW Cogeneration Plant) Himmatnagar, Sitarganj & Shiggaon |
| 3. | Village Hulsoggi, P.O. Manakatti, Taluka Shiggaon, District Haveri, Karnataka | 3. | Biogas Power Plants - Himmatnagar, Sitarganj & Shiggaon |
| 4. | Chalisgaon (Maize Processing Unit) Plot No. A 04 MIDC, Taluka Chalisgaon, District Jalgaon City, Maharashtra (Greenfield Project) | | |
| Cotton Yarn Division | | | |
| Cotton Spinning Division Village Dalpur, Himmatnagar, District Sabarkantha, Gujarat | | | |

q) Investors' Correspondence:

All communications may be addressed to Ms. Chetna Dharajiya, Company Secretary at the following address:

Gujarat Ambuja Exports Limited

"Ambuja Tower", Opp. Memnagar Fire Station,

P.O. Navjivan, Navrangpura, Ahmedabad-380 014

Phone: 079-26423316-20, 26405535-37 & 39, Fax: 079-26423079

Email Id: investor-jcsl@ambujagroup.com

Members are requested to quote their Folio no./DP ID & Client ID, Email Id, Telephone Number and full address while corresponding with the Company / Share Transfer Agent.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

This is to confirm that the Company has adopted Code of Conduct for its employees including for the Executive and Non-Executive Directors of the Company and Senior Management Personnel. The Code of Conduct and Business Ethics are posted on the Company's website.

I confirm that in respect of the F.Y. ended 31st March, 2016, the Company has received from the Senior Management Team of the Company and the Members of the Board, declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Executive Directors including all functional heads as on 31st March, 2016.

Place: Ahmedabad
Date : 30th July, 2016

Vijaykumar Gupta
Chairman & Managing Director



Chief Executive Officer (C.E.O.) and Chief Financial Officer (C.F.O.) Certification

To,
The Board of Directors,
Gujarat Ambuja Exports Limited

In pursuance to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We, Manish Gupta, Managing Director (C.E.O.) and N. Giridhar, Chief Financial Officer (C.F.O.) to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, there were no transactions entered into by the Company during the year which were fraudulent, illegal or which violated the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and we have:
 - (a) evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting;
 - (b) not found any deficiencies in the design or operation of internal controls.
4. We have indicated to the Company's Auditors and the Audit Committee of the Board of Director:
 - (a) significant changes that have occurred in the internal control over financial reporting during the year;
 - (b) there have been no significant changes in accounting policies during the year;
 - (c) there have been no instances of significant fraud nor there was any involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting; and
 - (d) there were no deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data nor there were any material weaknesses in internal controls over financial reporting nor any corrective actions with regards to deficiencies, as there were none.
5. We declare that all Board members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current year.

Place: Ahmedabad
Date : 30th April, 2016

Manish Gupta
Managing Director

N. Giridhar
Chief Financial Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Gujarat Ambuja Exports Limited
Ahmedabad

We have examined the compliance of conditions of Corporate Governance by **Gujarat Ambuja Exports Limited**, for the year ended on **31st March 2016**, as stipulated in Clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the Stock Exchanges for the period 1st April, 2015 to 30th November, 2015 and as per the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as referred to in Regulation 15(2) of the Listing Regulations for the period 1st December, 2015 to 31st March, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For, **KANTILAL PATEL & CO.,**
Chartered Accountants
Firm Registration No. 104744W

Date : 30th July, 2016
Place : Ahmedabad

Jinal Patel
Partner
Membership No.: 153599