

CORPORATE GOVERNANCE REPORT

In compliance with the Corporate Governance requirements as per the format prescribed by the Securities Exchange Board of India and incorporated in Clause 49 of the Listing Agreements with the Stock Exchanges, the company's policies on Corporate Governance and compliance thereof, for the year ended March 31, 2007 are enumerated below for information of the shareholders and investors of the company.

(A) Corporate Governance Philosophy

Your Company stands committed to good Corporate Governance – transparency, accountability, disclosure and independent supervision to increase the value to the stakeholders. The Company is committed to transparency in all its dealings with shareholders, employees, the Government and other parties and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and increasing long-term shareholder value, keeping in view the interests of the company's stakeholders.

(B) Board of Directors

The Composition of the Board of Directors of the Company is governed by the provisions of the Companies Act, 1956, the Articles of Association of the Company and clause 49 of Listing Agreement with the Stock Exchanges. The Board has a current strength of six directors with a combination of executive and non-executive directors. Shri Madanlal J Hinduja is Executive Chairman of the Company and Shri Pradip P Shah, Shri K P Kumar and Shri H S Nagaraj are non-executive Independent directors, who constitute 50% of the Board's composition.

The Directors of the Company are eminent personalities with varied knowledge and experience in manufacturing, marketing, finance, banking, legal, management and commercial administration. The Board meets as often as required being not less than 4 times in a year with a maximum gap not exceeding 4 months between any two meetings.

(i) Composition of the Board of Directors:

Sl. No.	Name of Director	Executive/ Non-Executive	No. of other Directorships*	Committee* Memberships	Committee* Chairmanships
1)	Shri Madanlal J Hinduja Chairman & Managing Director	Promoter / Executive	20	1	Nil
2)	Shri Rajendra J Hinduja Executive Director – Finance & Administration	Promoter/ Executive	23	1	Nil
3)	Shri Dinesh J Hinduja Executive Director – Production & Marketing	Promoter/ Executive	20	1	Nil
4)	Shri H.S. Nagaraj	Non-Executive & Independent	3	2	Nil
5)	Shri K.P. Kumar	Non-Executive & Independent	1	2	1
6)	Shri Pradip P Shah	Non-Executive & Independent	17	9	1

* includes private limited, foreign and Section 25 companies.

None of the non-executive independent Directors have any pecuniary relationship or transactions with Company or its Group nor hold any shares in the Company.

(ii) (a) Board Meetings

The Board meets at least once a quarter and five meetings were held during the financial year 2006-07 on May 25, 2006, July 25, 2006, October 28, 2006, January 29, 2007 and March 24, 2007.

CORPORATE GOVERNANCE REPORT

The attendance of each Director at these meetings and at the last Annual General Meeting was as follows:

Sl. No.	Name of Director	No. of Board Meetings held	No. of Board Meetings attended	Attendance at last AGM
1)	Shri Madanlal J Hinduja Chairman & Managing Director	5	5	Present
2)	Shri Rajendra J Hinduja Executive Director – Finance & Administration	5	5	Present
3)	Shri Dinesh J Hinduja Executive Director – Production & Marketing	5	4	Present
4)	Shri Pradip P Shah	5	2	Present
5)	Shri H.S. Nagaraj	5	5	Present
6)	Shri K.P. Kumar	5	4	Present

(b) Availability of Information to the Members of the Board

The Board has complete access to any information within the Company and to any of our employees. At meetings of the Board, it invites the Statutory Auditors, Internal Auditors and managers who can provide additional insights into the items being discussed. The information supplied to the Board meetings include:

- ❖ Minutes of Audit and shareholders grievances redressal committees, as well as abstracts of circular resolutions passed.
- ❖ General Notice of interest of directors
- ❖ Annual / quarterly budgets, capital budgets and updates
- ❖ Quarterly / half yearly / annual financial results
- ❖ Dividend data
- ❖ Materially important litigations, show cause notices, demand, prosecution and penalty notices
- ❖ Details of any joint venture, acquisitions of companies or collaboration agreements
- ❖ Utilization of IPO proceeds
- ❖ Details of foreign exchange exposure and the steps taken by the management to limit the risks of adverse exchange rate movement
- ❖ Non compliance of any regulatory, statutory or listing requirements as well as shareholder services such as non payment of dividend or delays
- ❖ Information on recruitment of senior officers just below the Board level including appointment or removal of General Managers and Company Secretary

(c) Materially significant related party transactions

There have been no materially significant related party transactions, pecuniary transactions or relationships between us and our directors, management, subsidiaries or relatives of directors except for those disclosed in the financial statements for the year ended March 31, 2007.

(d) Annual disclosure of directors' interest as required under section 299 of the Companies Act 1956

Directors have furnished Notice of Disclosure of interest as required under section 299(1) of the Companies Act, 1956 for the year 2007-08. Any changes in their directorships / interest during the year would be disclosed to the Board as when such change are intimated to the Company. The Company maintains Register of Contracts, Companies and Firms in which Directors are interested as provided under section 301(1) of the Companies Act, 1956.

(C) Board Committees

Presently, the Board has two committees: the Audit Committee and the Shareholders Grievances Redressal Committee. The Audit Committee consists of entirely of independent directors whereas Shareholders Grievances Redressal Committee consists of three executive directors and two non-executive independent directors. Normally, the Audit Committees meet four times in a year, once in each quarter and Shareholders Grievances Redressal Committee meet twice in a year. The minutes of these committees' meetings are submitted to the Board for approval/confirmation.

(i) Audit Committee

The Audit Committee comprises solely of 3 independent directors, namely:

Shri Pradip P Shah

Shri H.S. Nagaraj

Shri K.P. Kumar

Shri Pradip P Shah is the Chairman of the Audit Committee. The Executive Director – Finance, the Statutory Auditors and the Internal Auditors are invitees to the meetings. The Company Secretary is the Secretary to the Audit Committee. Shri Pradip P Shah, Chairman of the Audit Committee attended the last Annual General Meeting held on August 17, 2006.

The primary objective of the Audit Committee is to monitor and provide supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, the Internal Auditors and the Statutory Auditors and notes the process and safeguards employed by them.

The principal functions of the committee are:

- ❖ Oversight (supervision, direction and control) of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ❖ Discussion with the Auditors periodically about the internal control systems and the scope of audit including observations of the Auditors.
- ❖ Review of the half-yearly and annual financial statements before submission to the Board focusing primarily on:
 - Any changes in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - Qualifications in draft report.
 - Significant adjustments arising out of audit.
 - Going concern assumption.
 - Compliance with accounting standards.
 - Compliance with Stock Exchange and legal requirements concerning financial statements.
 - Any related party transactions, transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives, etc., that may have potential conflict with the interests of company at large.
- ❖ Ensure compliance of internal control systems.
- ❖ Investigation into any of the afore-stated matters or as may be referred to by the Board.
- ❖ Review of the Auditors' Report on the Financial Statements and to seek clarifications thereon, if required, from the Auditors.
- ❖ Review of weaknesses in Internal Controls, if any and make recommendations relating thereto to the Board so as to ensure compliance of internal control systems.
- ❖ To act as a link between the Statutory and the Internal Auditors and the Board of Directors.
- ❖ Any other matter which the Board of Directors may at its discretion assign to the Committee from time to time.

CORPORATE GOVERNANCE REPORT

Audit Committee attendance:

Four Audit Committee meetings were held during the financial year 2006-07. These were held on May 25, 2006, July 25, 2006, October 28, 2006 and January 29, 2007.

Name	No. of Meetings Held	Attended
Shri Pradip P Shah	4	2
Shri K P Kumar	4	3
Shri H S Nagaraj	4	4

(ii) Shareholders Grievances Redressal Committee:

The Shareholders Grievances Redressal Committee is headed by an independent director and consists of the following directors:

Sl No.	Name of Director	Designation
1.	Shri K.P. Kumar	Chairman
2.	Shri H.S. Nagaraj	Member
3.	Shri Madanlal J Hinduja	Member
4.	Shri Rajendra J Hinduja	Member
5.	Shri Dinesh J Hinduja	Member

Shri. K B Shyam Kumar, Company Secretary is the Compliance Officer for the Company.

The Committee has the mandate to review and redress the shareholder grievances viz. non-receipt of refund orders, transfer and transmission of shares, non-receipt of annual reports, non-receipt of declared dividends etc.

Two Shareholders' Grievances Redressal Committee meetings were held during the financial year 2006-07 on July 25, 2006 and January 29, 2007.

Name	No. of Meetings Held	Attended
Shri K P Kumar	2	2
Shri H S Nagaraj	2	2
Shri Madanlal J Hinduja	2	2
Shri Rajendra J Hinduja	2	2
Shri Dinesh J Hinduja	2	1

The following table shows the nature of complaints / correspondence received from the shareholders / investors during the financial year 2006-07 all of which have been resolved and at the end of year, there were no complaints pending unresolved/ unattended as on March 31, 2007:

Nature of Complaint/correspondence	Received	Resolved	Pending
Non-receipt of dividend warrants	5	5	0
Non-receipt of Annual Report	3	3	0
Non-receipt of refund orders	8	8	0
Non-credit of securities/electronic credit of shares	8	8	0
TOTAL	24	24	0

CORPORATE GOVERNANCE REPORT

(D) Annual General Meetings

Location, time and date where last three Annual General Meetings of the company were held are given below:

Financial Year	Venue / Location	Day and date	Time
2003-04	Registered office: No.70, Mission Road Bangalore - 560027	Saturday, July 31, 2004	12.00 Noon
2004-05	Hotel Grand Ashok Kumarakrupa Road, High Grounds Bangalore - 560001	Wednesday, August 10, 2005	10.30 AM
2005-06	Hotel Grand Ashok Kumarakrupa Road, High Grounds Bangalore - 560001	Thursday, August 17, 2006	10.30 AM

The following special resolutions were passed by the members during the above Annual General Meetings:

Annual General Meeting held on July 31, 2004:

- ❖ No special resolutions were passed

Annual General Meeting held on August 10, 2005:

- ❖ Payment of remuneration to Shri Madanlal J Hinduja, Chairman & Managing Director
- ❖ Payment of remuneration to Shri Rajendra J Hinduja, Executive Director – Finance & Administration
- ❖ Payment of remuneration to Shri Dinesh J Hinduja, Executive Director- Production & Marketing
- ❖ Amendment of articles by addition / substitution of new articles
- ❖ Keeping the Register of Members, Index of Members, returns and copies of certificates and documents in the office of Karvy Computershare Private Limited, the Company's Registrars & Share Transfer Agents.

Annual General Meeting held on August 17, 2006:

- ❖ Increase of borrowing powers to the Board
- ❖ Appointment of Shri. Gaurav D Hinduja as Chief Operating Officer - Marketing of the company

(E) Postal Ballots

For the year ended March 31, 2007, there are no ordinary or special resolutions that need to be passed by our shareholders through a postal ballot.

(F) Auditors' Certificate of Corporate Governance

As required under clause 49 of the Listing Agreement, the Auditors' certificate is given as an annexure to the Directors' Report.

(G) CEO/CFO Certification

As required by clause 49 of the Listing Agreement, the certificate issued by the Chairman & Managing Director is provided elsewhere in the Annual Report.

(H) Disclosures

(i) Disclosures on materially significant related party transactions

The related party transactions during the year ended March 31, 2007 have been listed in the notes to the accounts. Shareholders may please refer the same.

(ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities or any member related to capital markets

There has been no non-compliance of any legal requirements nor have there been any strictures imposed by any stock exchange or SEBI or RoC etc., on any matters relating to the capital market since the date of listing of shares on the stock exchanges.

(I) Means of Communication

The annual audited financial results, the quarterly / half yearly unaudited financial results are generally published in **The Economic Times, Business Line and Samyukta Karnataka** (a regional daily published from Bangalore). These results will also be posted on the Company's website at www.gokaldasexports.com.

Other information like shareholding pattern (quarterly), Corporate Governance Report, Memorandum and Articles of Association of the Company (with amendments thereof), Annual Reports etc., are also posted on our website as soon as they are released / published.

(J) Investor Grievances and Share Transfer

The Company has a Board level investor grievances committee to examine and redress shareholders' and investors' complaints. The status on complaints and share transfers is reported to the Board. For matters like dividends, change of address, refunds, demat, remat of shares etc., the shareholders/investors should communicate with Karvy Computershare Private Limited, Registrar and Share Transfer Agent of the company. Their address is given in the section on *General Shareholders' Information*.

(K) Disclosure regarding appointment / reappointment of directors

According to the Articles of Association, one third of the directors retire by rotation and, if eligible, offer themselves for re-appointment at the Annual General Meeting of shareholders. Shri Pradip P Shah and Shri K P Kumar will retire at the ensuing Annual General Meeting. The Board has recommended the re-appointment of all the retiring directors.

The detailed resumes of the above two retiring directors are provided in the section on *General Shareholders' Information*.

(L) Management Discussion & Analysis

The Management Discussion & Analysis is given separately in the Annual Report.

(M) Compliance with Non-mandatory requirements of clause 49 of the Listing Agreement

Clause 49 of the Listing Agreement requires the Company to obtain a certificate from either the Auditors or Practising Company Secretary regarding compliance of conditions of Corporate Governance as stipulated in the Clause and attach the certificate with the Directors' Report. We have obtained a certificate to this effect and the same is given in this Annual Report.

The Clause further states that the non-mandatory requirements may be implemented as per the Company's discretion. However, the disclosure of compliance of mandatory requirements and non-compliance of non-mandatory requirements shall be made in the section on *Corporate Governance* in the Annual Report. We comply with the following non-mandatory requirements of Corporate Governance:

(i) The Board

The clause states that independent directors may have a tenure not exceeding , in the aggregate, a period of nine years, on the Board.

None of the Independent directors on our Board have served for a tenure exceeding nine years from the date of their induction / new clause 49 became effective.

(ii) Shareholders Rights

The Clause states that a half yearly declaration of financial performance including summary of significant events in the last six months, may be sent to each shareholders.

The Company communicates with investors through email, video/ audio conference etc., atleast once in a quarter after our audited / un-audited results are announced / published. We also post the financial results, performance review etc., on our website www.gokaldasexports.com, the fact of which is communicated through emails to the investors.

General Shareholders' Information

(i) Annual General Meeting

Day, date and time : Friday, August 17, 2007 at 10.30 AM

Venue : Grand Ball Room, Hotel Grand Ashok
Kumara Krupa Road, High Grounds
Bangalore - 560 001.

Agenda:

- 1) Adoption of Audited Accounts, Directors' & Auditors' Report thereon for the year ended March 31, 2007.
- 2) Declaration of Dividend
- 3) Re-appointment of Shri Pradip P Shah and Shri K P Kumar, Directors
- 4) Re-appointment of M/s. Price waterhouse, Chartered Accountants and M/s. Girish, Murthy & Kumar, Chartered Accountants as Joint Statutory Auditors
- 5) Re-appointment of Shri Vivek M Hinduja as Chief Operating Officer (COO) - Marketing
- 6) Re-appointment of Shri Ashwin R Hinduja as Chief Operating Officer (COO) - Production

(ii) The profile of Directors seeking re-appointment

(a) Shri Pradip P Shah

Shri Pradip P Shah holds an MBA from Harvard Business School and Bachelor degree from Sydenham College, Bombay, apart from holding Cost Accountant and Chartered Accountant degrees.

He is a Director of Asset Reconstruction Company (India) Limited, BASF India Limited, Godrej & Boyce Mfg. Limited, Pfizer Limited, TAIB Bank E.C (Bahrain), Wartsila India Limited amongst other companies.

He is currently the Chairman of Indasia Fund Advisors Private Limited, Mumbai.

(b) Shri K P Kumar

Shri Kumar is a law graduate with more than 30 years of experience. He served as Partner, Senior Partner and Senior Advocate in King & Partridge, Advocates. Currently, he is the Advisor for King & Partridge.

(iii) Financial Calendar

Indicative calendar of events for the financial year 2007-08 excluding Extraordinary General Meetings, if any, is as under:

First Quarter Financial Results (June 2007)	July, 2007
Annual General Meeting	August 17, 2007
Second Quarter Financial Results (September 2007)	October, 2007
Third Quarter Financial Results (December 2007)	January 2008
Fourth Quarter / Audited Financial Results (March 2008)	May/June 2008

(iv) Book Closure

The Company's Register of Members and Share Transfer Books will remain closed for the purpose of dividend from August 10, 2007 to August 16, 2007 (both days inclusive).

(v) Dividend payout date

- During 2nd week of September, 2007

CORPORATE GOVERNANCE REPORT

(vi) Listing on Stock Exchanges

The Company's equity shares are listed at the following Stock Exchanges located at :	Addresses of the Stock Exchanges
Bombay Stock Exchange Limited (BSE)	Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers Dalal Street MUMBAI - 400 001, Maharashtra Phones : 91- 22 – 22721233 / 22721234 Fax : 91- 22 – 22723677 / 22722082
National Stock Exchange of India Limited (NSE)	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (E) MUMBAI – 400 051, Maharashtra Phones : 91 – 22 – 26538100 / 56418100 Fax : 91 – 22 – 26598237 / 38, 26598120
The Stock Code of the Company is	BSE – 532630 NSE – GOKEX
The ISIN No for the Company's Equity Shares in Demat form	INE 887G01027
Depository Connectivity	NSDL and CDSL

(vii) Listing Fee

Paid to all the above exchanges for the year 2007-08

(viii) Registered Office

No. 70, Mission Road, Bangalore – 560027
Karnataka, India
Phones: 91 – 80 – 22223600 / 1 / 2 / 41272200
Fax: 91 – 80 – 22274869 / 22277497
Email: gokex@vsnl.com
investorcare@gokaldasexports.com

(ix) Corporate Identification Number

L18101KA2004PLC033475

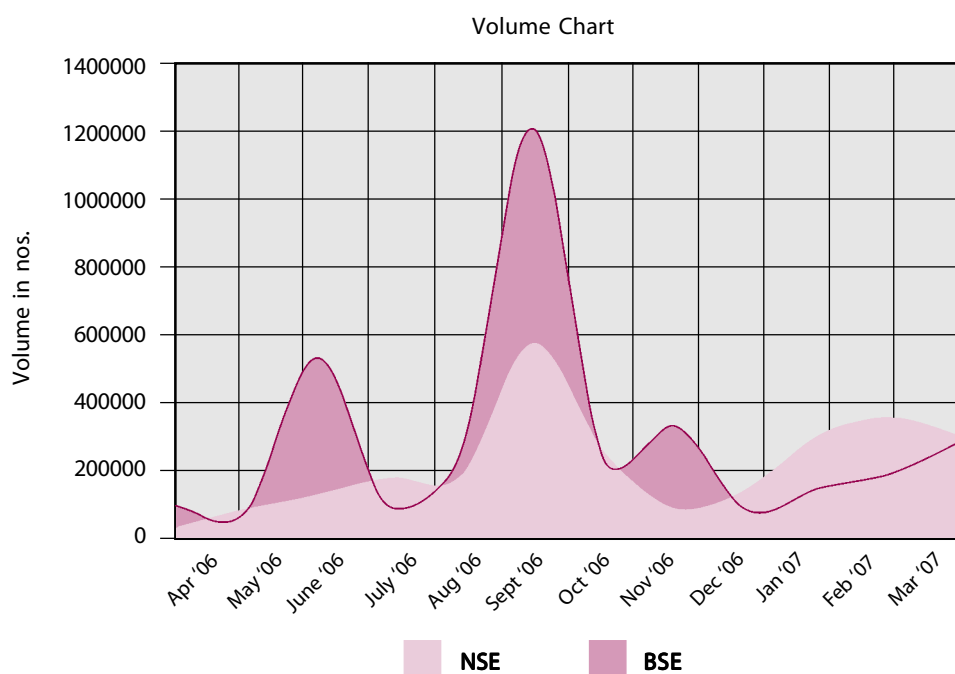
CORPORATE GOVERNANCE REPORT

(x) Stock Market Data

(a) Monthly high and low quotations along with volume of shares traded at BSE and NSE for 2006-07 are:

Month	BSE			NSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)	High (Rs.)	Low (Rs.)	Volume (Nos.)
April 2006	794	649	91322	815	677	34663
May 2006	770	510	71326	780	574	86634
June 2006	635	452	529278	650	500	127044
July 2006	605	498	89295	617	510	173006
August 2006	644	546	242801	624	560	181732
September 2006	717	585	1206414	719	623	552440
October 2006	684	582	225442	684	615	242735
November 2006	660	585	327076	659	594	87143
December 2006	669	562	75911	660	594	144889
January 2007	660	585	141628	649	605	295170
February 2007	675	240	186060	665	250	342590
March 2007	273	227	282994	280	231	290087
Total			3469547			2558133

(b) Graphical representation of volume of shares traded during April 2006 – March 2007



CORPORATE GOVERNANCE REPORT

(c) Comparison of broad based indices with share price of Gokaldas Exports Limited



(d) Market Capitalization

The market capitalization of the company as on March 31, 2007 is Rs.79356.99 lakhs on Bombay Stock Exchange Limited (BSE) and Rs.79460.12 lakhs on National Stock Exchange of India Limited (NSE).

(xi) Shareholding Pattern

Equity Shares of Rs. 5/- each as on 30.04.2007 & Rs. 10/- each as on 30.04.2006

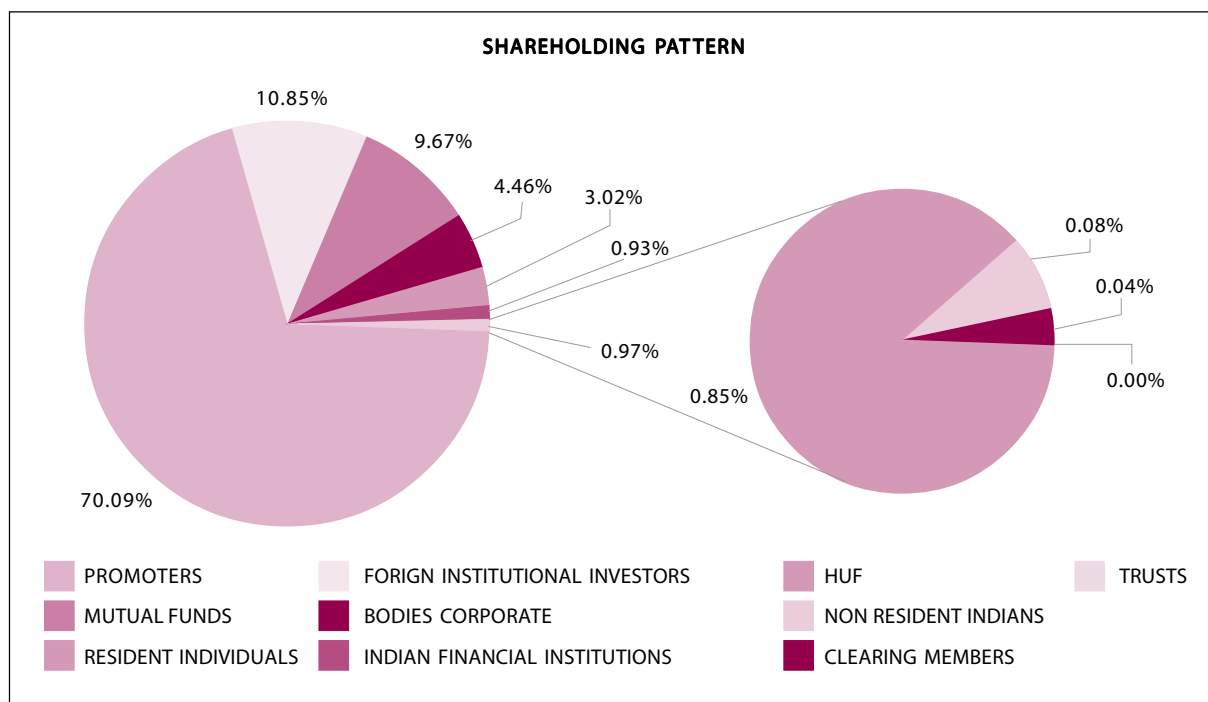
Shareholders	No. of Shares	As on 30.04.2007		As on 30.04.2006	
		%	No. of Shares	%	No. of Shares
Promoters	24096440	70.10	13218000	76.90	13218000
Resident Individuals	1038528	3.02	497459	2.89	497459
Mutual Funds	3324791	9.67	1311317	7.63	1311317
Bodies Corporate	1531591	4.46	981201	5.71	981201
Foreign Institutional Investors	3730495	10.85	971437	5.65	971437
Indian Financial Institutions	320800	0.93	-	-	-
HUF	293275	0.85	192606	1.12	192606
Non resident Indians	26748	0.08	8901	0.05	8901
Clearing Members	12958	0.04	7034	0.05	7034
Trusts	374	0.00	45	0.00	45
Total	34376000	100.00	17188000	100.00	17188000

CORPORATE GOVERNANCE REPORT

Names of shareholders holding more than 1% with number of shares as on April 30, 2007

Sl. No	Name	Shareholding	% of shareholding
1.	Dinesh J Hinduja	6469580	18.82
2.	Madanlal J Hinduja	3950600	11.49
3.	Rajendra J Hinduja	3867580	11.25
4.	Ashwin R Hinduja	3863560	11.24
5.	Vivek M Hinduja	3783560	11.01
6.	FID Funds (Mauritius) Ltd.	1925788	5.60
7.	Gaurav D Hinduja	1056000	3.07
8.	ICICI Prudential Life Insurance Co. Ltd	1031610	3.00
9.	Mirae Asset Investment Trustee Mgt., Co., Ltd.	902726	2.63
10.	Prudential ICICI Trust Limited	740004	2.15
11.	Prudential ICICI Trust Limited – Emerging Star	573310	1.67
12.	Nalini D Hinduja	405560	1.18

Shareholding pattern – Graphical representation



CORPORATE GOVERNANCE REPORT

(xii) Distribution of Shareholding:

Category (Amount)	As on 30.04.2007			As on 30.04.2006		
	No. of shareholders	% of shareholders	No. of shares	No. of shareholders	% of shareholders	No. of shares
1 - 5000	15355	98.94	922721	13454	98.95	319848
5001 - 10,000	78	0.50	111751	53	0.39	40457
10,001 - 20,000	24	0.15	70703	20	0.15	28674
20,001 - 30,000	11	0.07	59033	8	0.06	2081
30,001 - 40,000	0	0.00	0	1	0.01	3550
40,001 - 50,000	3	0.02	28738	4	0.03	19630
50,001 - 1,00,000	2	0.01	29724	7	0.05	50563
1,00,001 - and above	46	0.30	33153330	50	0.37	16704477
TOTAL	15519	100.00	34376000	13597	100.00	17188000

(xiii) Share Transfer Process

The Company's shares being in compulsory demat form are transferable through the depository system. The shares in physical form are processed by the Registrar and Transfer Agents and approved by the Shareholders' Grievances Redressal Committee. Share transfer process is reviewed by the Board on a periodical basis.

(xiv) Dematerialization of Shares

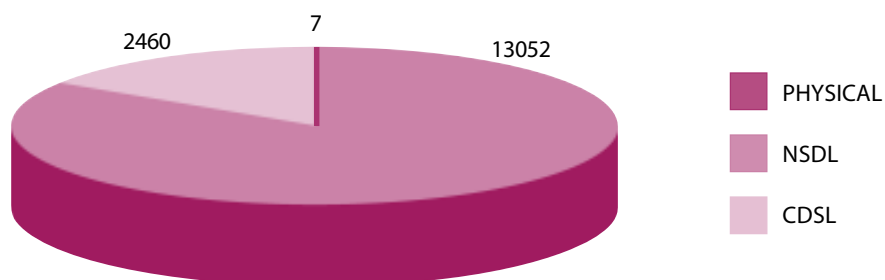
The equity shares of the company are available under dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Trading of the Company's shares for all investors is compulsorily carried out in Dematerialized form.

Shares dematerialized as on April 30, 2007 are:

No. of Shares	% of shares	No. of shareholders	% of shareholders
34375900	99.99	15512	99.96

(xv) Consolidated Shareholding Pattern as on 30th April 2007:

S. No.	Category	No. of Shareholders	Total Shares	% to Equity
1.	Physical	7	100	0.00
2.	NSDL	13,052	3,41,49,091	99.34
3.	CDSL	2,460	2,26,809	0.66
	TOTAL	15,519	3,43,76,000	100.00



(xvi) Unclaimed dividend

The dividend for the year 2004-05 & 2005-06, which remain unclaimed by the shareholders, are requested to claim immediately or contact the Company. The unclaimed dividend, which remain unclaimed for seven years will be transferred to Investor Education and Protection Fund established by the Central Government under section 205C of the Companies Act, 1956.

(xvii) ECS Mandate

To service the Investors better, the Company requests all shareholders who hold shares in dematerialized form to update their bank particulars with their respective depositories immediately. Shareholders holding shares in the physical form may kindly forward the bank particulars to our Registrar to the address mentioned below:

(xviii) The Company and Registrar and Transfer Agent's Address for Correspondence

Company:

For all shares / dividend related queries:

Company Secretary
Gokaldas Exports Limited
No.70, Mission Road
Bangalore – 560027
Phones: 91-80-22223600 / 1 / 2 / 41272200
Fax : 91-80- 22274869 / 22277497
Email: shyamkumar@gokaldasexports.com; investorcare@gokaldasexports.com
Website: www.gokaldasexports.com

For queries relating financials:

General Manager – Finance
Gokaldas Exports Limited
No.70, Mission Road
Bangalore – 560027
Phones: 91-80-22223600 / 1 / 2 / 41272200
Fax : 91-80- 22274869 / 22277497
Email: snr@gokaldasexports.com
Website: www.gokaldasexports.com

Registrar and Transfer Agent:

Karvy Computershare Private Limited
(Unit : Gokaldas Exports Limited)
"Karvy House", 46, Avenue 4
Street No. 1, Banjara Hills
Hyderabad - 500 034
Phones: 91-40-23312454 / 23320751 / 752
Fax : 91-40-23311968
E mail: sreedharamurthy@karvy.com

CEO'S CERTIFICATION

The Board of Gokaldas Exports Limited has laid down a code of conduct for all the Board members and the senior management. The Code of Conduct has been posted in Uniform Resource Locator (URL) namely, www.gokaldasexports.com. All the Board members and the Senior Management personnel have affirmed compliance of the Code.

Place : Bangalore
Date: May 24, 2007

Madanlal J Hinduja
Chairman & Managing Director

CORPORATE GOVERNANCE REPORT

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of
Gokaldas Exports Limited

We have examined the compliance of conditions of Corporate Governance by Gokaldas Exports Limited ("the Company"), for the year ended March 31, 2007, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

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 the 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.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Investors' Grievances Committee.

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 RSM & Co
Chartered Accountants

(Vilas Y. Rane)
Partner
Membership No. F - 33220

Bangalore: May 24, 2007

for Girish Murthy & Kumar
Chartered Accountants

(A V Satish Kumar)
Partner
Membership No. F - 26526

Bangalore: May 24, 2007