

NOTICE

NOTICE is hereby given that the **TWENTY SIXTH ANNUAL GENERAL MEETING** of the Members of **GUJARAT RAFFIA INDUSTRIES LIMITED** will be held as scheduled below:

Date : 29th September, 2012

Day : Saturday

Time : 2.00 p.m.

Place : At the Registered Office of the Company at: Plot No.455, Santej-Vadsar Road, Village : Santej, Taluka : Kalol - 382 721. Dist : Gandhinagar.

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Statement of Profit and Loss for the year ended as on that date, together with the Schedules thereon, the Cash Flow Statement, the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Alpesh R. Tripathi, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and in that connection to pass with or without modification, the following resolution as an Ordinary Resolution.

"RESLOVED THAT M/s. PGT & Associates, Chartered Accountants, Ahmedabad be and are hereby appointed as the auditors of the Company to hold office until the conclusion of next Annual General Meeting at such remuneration as may be agreed to between the Board of Directors and the Auditors of the Company."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Appointment of Mr. Dipen M. Shah as Director:

"RESOLVED THAT Mr. Dipen M. Shah, who was appointed as Additional Director under Section 260 of the Companies Act, 1956, by the Board of Directors on 15th March, 2012 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed with effect from the commencement of this meeting as

Director of the Company, liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Increase in Borrowing Limits:

"RESOLVED THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorised, in accordance with Section 293(1)(d) of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money (including non fund based facilities) from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 50 Crores (Rupees Fifty Crores) over and above the aggregate of the then paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Creation of Charge:

GUJARAT RAFFIA INDUSTRIES LTD.

“RESOLVED THAT pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or charge all or any part of the immovable and/or movable properties/assets of the Company wherever situate, both present and future, to or in favour of any Bank(s), Financial Institution(s), Company(ies) or other Organisation(s) or Institution(s) or Trustee(s) (hereinafter referred to as the ‘Lending Agencies’) in order to secure the loans (excluding temporary loans obtained from the Company’s Bankers in the ordinary course of business) advanced/to be advanced by such lending agencies to the Company from time to time, subject to the limits approved under section 293(1)(d) of the Companies Act, 1956 together with interest at the respective agreed rates, compound/additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for creating the aforesaid mortgages and/or charges as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the above resolution.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Appointment of Whole Time Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 314, 316 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, and pursuant to the recommendation of the remuneration committee of the Board and subsequent approval of the Board of Directors

at their meeting held on 27th March, 2012 , approval of the Company be accorded to the appointment of Mrs. Sushma Bhutoria as Whole Time Director of the Company for a period of 5 (Five) years with effect from 1st April, 2012 to 31st March, 2017 on the terms and conditions (as approved by the ‘Remuneration Committee’) set out in the draft agreement of appointment submitted to this meeting duly initialed for identification and that she be paid remuneration by way of Salary and Perquisites not exceeding the amount thereof as set out in the accompanying explanatory statement which is permissible under Part II of Schedule XIII of the Companies Act, 1956 as may be decided by the Board of Directors of the Company from time to time.

“RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 1956 for the payment of managerial remuneration in force during the tenure of the Whole Time Director without the matter being referred to the Company in General Meeting again.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution.”

By Order of the Board,

Date :30.05.2012

Pradeep Bhutoria

Place : Santej

Chairman & Managing Director

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HERSELF/HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) Pursuant to the Section 154 of the Companies Act, 1956, Register of Members and Share Transfer Book of the Company will remain

closed from Wednesday, 26th September, 2012 to Saturday, 29th September, 2012 (both days inclusive).

- 3) The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.
- 4) Member intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
- 5) Members are requested to:
 - a. Intimate, if shares are held in the same name or in the same order and names, but in more than account to enable the company to club the said accounts into one account.
 - b. Notify immediately the change in their registered address, if any, to the company.
- 6) The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars standing that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their e-mail addresses to Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company.

By Order of the Board,

Date :30-05-2012

Pradeep Bhutoria

Place : Santej Chairman & Managing Director

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

In respect of Item No. 4:

Mr. Dipen M. Shah was appointed as Additional Director by the Board on 15th March, 2012 pursuant to the provisions of Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting. The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956 proposing the name of Mr. Dipen M. Shah

for the office of Director.

None of the Directors, except Mr. Dipen M. Shah is concerned or interested in the proposed resolution.

The Board commends this resolution for your approval.

In respect of Item No. 5:

In terms of the provisions of Sections 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company, cannot except with the consent of the Company in general meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves that is to say reserves not set apart for any specific purpose.

Keeping in view the Company's business requirements and its growth plans, it is considered desirable to increase the said borrowing limits.

Your Board recommends these resolutions for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

In respect of Item No. 6:

The borrowings of the Company in general are required to be secured from time to time by creation of mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Board of Directors of the Company.

Mortgaging or creating charge by the Company of its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board of Directors, may be construed as disposal of the Company's undertaking within the meaning of Section 293(1)(a) of the Companies Act, 1956. It is therefore considered necessary for the Members to authorise the Board to create mortgage/charge on Company's Assets in the manner proposed in the resolution to secure the funds borrowed by the Company from time to time.

Your Board recommends these resolutions for your approval.

None of the Directors of the Company is, in any way, deemed to be concerned or interested in passing of these Resolutions.

In respect of Item No. 7:

The Board of Directors, on the recommendation of Remuneration Committee, in their meeting held on

GUJARAT RAFFIA INDUSTRIES LTD.

27th March, 2012 has appointed Mrs. Sushma Bhutoria as Whole Time Director of the Company for a period of five years w.e.f. 1st April, 2012 to 31st March, 2017.

The major common terms and conditions of their reappointment are as under:

I. PERIOD:

The term of the Whole Time Director shall be for a period of five years from 1st April, 2012 to 31st March, 2017.

II. REMUNERATION:

A. SALARY:

The Whole Time Director shall be entitled to salary of Rs. 35,000/ per month (CTC to the Company).

B. PERQUISITES:

1. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or together are not taxable under the Income tax Act, 1961.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of leave at the end of the tenure.
4. Reimbursement of Medical expenses for herself and family.
5. Free use of Company's car for Company's business and free telephone facility at residence, books and periodicals, business promotion and travelling allowance etc.
6. Leave Travel Concession for herself and family once in a year as per rules of Company.

III. The Whole Time Director shall be entitled to reimbursement of expenses incurred by her in connection with the business of the Company.

IV. The Whole Time Director shall not, so long as she functions as such, become interested or otherwise concerned directly or through her spouse and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

IV. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Whole Time Director shall be entrusted with substantial powers of

management and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time. The headquarter of the Whole Time Director shall be at Ahmedabad or at such place as the Board of Directors may decided from time to time.

V. TERMINATION:

The Whole Time Director may be removed from her office for gross negligence, breach of duty or trust if a Special Resolution to that effect is passed by the Company in its General Meeting. The Whole Time Director may resign from her office by giving 90 days' notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Whole Time Director takes place before the expiration of tenure thereof, Whole Time Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 318 of the Companies Act, 1956.

As per the provisions of Sections 198, 269, 309, 314 and all other applicable provisions, if any, of the Companies Act, 1956 consent of the Company accorded by Special Resolution is necessary for holding office as Whole Time Director of the Company on remuneration.

The terms and conditions mentioned in the above explanatory statement may be treated as abstract of the terms of proposed contract under Section 302 of the Companies Act, 1956.

Resolution of the Board of Directors appointing Mrs. Sushma Bhutoria as Whole Time Director and Draft agreements of appointment are open for inspection at the Registered Office of the Company between 11.00 A. M. to 1.00 P. M. on any working day prior to the date of the Annual General Meeting.

Your Board recommends these resolutions for your approval.

Mr. Pradeep Bhutoria and Mrs. Sushma Bhutoria are concerned or interested in the business since it relates to appointment of Mrs. Sushma Bhutoria as Whole Time Director of the Company. Except them, none of the other Directors is in any way concerned or interested in the aforesaid resolution.

**By Order of the Board,
Pradeep Bhutoria**

Date :30.05.2012

Place : Santej

Chairman & Managing Director

DIRECTORS' REPORT

Dear Shareholders,

Your Directors present the **Twenty Sixth** Annual Report together with the Audited Statement of Accounts for the year ended on **31st March, 2012**.

1. FINANCIAL RESULTS:

Particulars	(Rs. in lacs) Financial Year Ended 31-03-2012 (12 Months)	(Rs. in lacs) Financial Year Ended 31-03-2011 (12 Months)
Operating Profit / Loss (Before Interest and Depreciation)	148.84	159.68
Less : Interest	<u>25.46</u>	<u>22.88</u>
Profit / Loss before Depreciation	123.38	136.80
Less: Depreciation	<u>52.94</u>	<u>67.88</u>
Profit/Loss for the year	70.44	68.92
Add: Extraordinary Income (Net)	-	-
Add: Prior Period Income	-	-
Profit/Loss before Tax	<u>70.44</u>	<u>68.92</u>
Fringe Benefit Tax	0.00	0.00
Provision for Taxation	13.50	12.78
Profit/Loss after Tax	<u>56.94</u>	<u>56.14</u>

2. DIVIDEND:

With a view to conserve the resources for expansion of the business activities and working capital requirements of the Company, the board of directors of the company have not recommended any dividend for the year under review.

3. REVIEW OF OPERATIONS, SALES AND WORKING RESULTS:

Your director report that during the year under review, in spite of economic slowdown the Company has recorded a total sales of Rs.29,18,04,726.00 as compared to Rs.27,37,62,966.00 and earned other income of Rs.24,72,195.00 (12 months) as compared to Rs.21,95,832.00 for 12 months ended 31.03.2011. The Profit before tax for the period under review is Rs.70,43,692.00 as compared to Rs.68,92,116.00 (12 months) in the previous which is gone up by 2.19% due to sales increase. The Profit after tax during the year under review is Rs.56,93,692.00 as against Rs.56,14,116.00 (12 months) in the previous year 2010-11.

4. DIRECTORS:

During the year under review, Mr. Dipen M. Shah was appointed as Additional Director of the Company with effect from 15th March, 2012. It is proposed to appoint him as Director of the Company, liable to retire by rotation, at the ensuing Annual General Meeting.

The Board of Directors appointed Mrs. Sushma P. Bhutoria as Whole Time Director of the Company for a period of five years with effect from 1st April, 2012 subject to the approval of shareholders at the ensuing Annual General Meeting.

Mr. Alpesh R. Tripathi retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

5. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a. That in the preparation of the annual accounts, the applicable accounting standards has been followed along with proper explanation relating to material departures.

GUJARAT RAFFIA INDUSTRIES LTD.

- b. Appropriate accounting policies have been selected and applied consistently and made judgments and estimates that are responsible and prudent so as to give true and fair view of the state of affairs of the company as at **31st March, 2012** and of profit or loss of the company.
- c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d. The annual accounts have been prepared on going concern basis.

6. PERSONNEL:

Industrial relations continued to remain cordial and peaceful during the year under review.

7. LISTING:

The Equity Shares of the Company are listed on the Bombay, Ahmedabad, Calcutta and National Stock Exchange.

8. CORPORATE GOVERNANCE:

The Report on Corporate Governance as per Clause 49 of the Listing Agreement is annexed.

9. DEMATERIALISATION OF EQUITY SHARES:

Shareholders have an option to dematerialise their shares with either of the depositories viz NSDL and CDSL. The ISIN allotted is INE897A01011.

10. GENERAL:

10.1 INSURANCE:

The Company's properties including building, plants, machineries, stock, stores etc. continued to be adequately insured against risks such as fire, riots, strikes etc.

10.2 AUDITORS:

The present Auditors of the Company M/s. PGT & Associates, Chartered Accountants, Ahmedabad will retire at the ensuing Annual General Meeting. They have submitted certificate for their eligibility for re appointment under Section 224(1 B) of the Companies Act, 1956. The notes of Auditors on accounts are self explanatory.

10.3 PARTICULARS OF EMPLOYEES:

There is no employee drawing remuneration requiring disclosure under the Companies (Particulars of Employees) Rules, 1975.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information in accordance with the provisions of Section 217(1) (e) of The Companies Act, 1956, read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988, regarding conservation of energy and technology absorption and Foreign Exchange earnings and outgo is attached as per **Annexure – I**, and conservation of energy as per **Annexure – II**.

12. ACKNOWLEDGEMENT:

Your Directors express their sincere gratitude for the assistance and cooperation extended by Financial Institutions, Banks, Government Authority, Shareholders, Suppliers, Customers and Stakeholders.

Your Directors also wish to place on record their appreciation of the contribution made by the employees at their level towards achievements of the Companies goals.

By Order of the Board,

Date :30.05.2012
Place : Santej

Pradeep Bhutoria
Chairman & Managing Director

ANNEXURE - I

The information in accordance with the provisions of Section 217 (1) (e) of The Companies Act, 1956, read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988, regarding conservation of energy and technology absorption and Foreign Exchange earnings and outgo

Particulars	(2011-12) Current Year	(2010-11) Previous Year
Foreign Exchange Earning	Rs. 10,32,68,601/-	Rs. 10,56,93,397/-
Foreign Exchange Outgo	Rs. 4,69,07,621/-	Rs. 4,86,14,259/-

The information in accordance with the provisions of Section 217 (1) (e) of The Companies Act, 1956, read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988, regarding conservation of Energy:

Annexure-II

SR No.	Particulars	For 31 st March, 2012	For, 31 st March, 2011
A	Power and Fuel		
1	Electricity		
	a) Purchased		
	Unit	31,93,816	30,95,370
	Total Amount (in lacs)	200.95	177.62
	Rate/Unit (Rs.)	6.29	5.71
	b) Own Generation		
	Through diesel generator		
	Unit	2503	3181
	Total Amount (Rs. In lacs)	0.35	0.41
	Rate/Unit (Rs.)	14.06	12.98
2	Coal	Nil	Nil
3	Furnace oil	Nil	Nil
4	LSHS of HDPE Fabrics/Sheets (Kg.)	Nil	Nil
B	Consumption per Unit of Production Of HDPE fabrics/sheets (kg.)	1.087	1.028

REPORT ON CORPORATE GOVERNANCE

INTRODUCTION:

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other stakeholders. The detailed Report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchange/s is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability. It goes beyond mere financial measurement of the performance of the company, taking into consideration a basket of parameters such as employee satisfaction, shareholders satisfaction, commitment to quality etc. The management of the company believes that the corporate governance is the reflection of our culture, policies, our commitment to values and our relationship with Stakeholders. The Company is committed to Corporate Governance and endeavors to adhere to the highest standards of corporate value and ethics.

The Company has implemented the mandatory requirements of the Code of Governance as mentioned in Clause 49 of the Listing Agreement. The Compliance Report of the Company vis-à-vis the Stock Exchange Listing Agreement is presented below.

2. BOARD OF DIRECTORS:

a) Composition and Category of Directors:

Name of Directors	Category of Directorship	No. of other Director ships*	Committee (1) Membership/ (2) Chairmanship in other companies	No. of Board Meetings attended	Attendance at the AGM held on 5 th Sept., 2011 Yes(Y)/No(N)
Pradeep Bhutoria Chairman & Managing Director	Executive	3	—	10	Y
Sushma P. Bhutoria	Executive	2	—	10	Y
Alpesh R. Tripathi	Independent Non- executive	—	—	10	N
Prakash D. Ramnani	Independent Non-executive	1	—	10	Y
Dipen M. Shah	Independent Non-Executive	-	-	01	N.A.

* Private Companies excluded

b) Details of the Directors seeking Appointment/Reappointment in forthcoming Annual General Meeting:

Name of Director	Alpesh R. Tripathi	Dipen M. Shah	Sushma Bhutoria
Date of Birth	03-08-1970	06-01-1974	25-08-1962
Date of Appointment	01-04-2001	15-03-2012	21-02-2008
Expertise in specific functional areas	Marketing and Administration	Marketing and Administration	Business Administration
List of Public Limited Companies in which Directorships held	Nil	Nil	Asian Gases Limited Bengal Business Limited
Chairman/Member of the Committees of the Board of the Directors of the Company	Audit Committee and Remuneration Committee	Remuneration Committee	Nil
Chairman/Member of the Committees of Directors of other companies.	Nil	Nil	Nil

c) Board Procedures:

The Board of Directors meets regularly to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/ Managing Director briefs the Directors at every Board Meeting, overall performance of the company.

All major decisions/ approvals are taken at the meeting of the Board of Directors such as policy formation, business plans, budgets, and investment opportunities, Statutory Compliance etc. The meetings of the board of directors were held on 29-04-2011, 30-06-2011, 15-07-2011, 28-07-2011, 01-10-2011, 15-10-2011, 08-11-2011, 10-02-2012, 15-03-2012 and 27-03-2012.

3. AUDIT COMMITTEE:

The Audit Committee consists of the following Directors:

Name of the Directors	Expertise	Functions of the Committee	Attendance
Pradeep Bhutoria	Chairman is independent Director and majorities are independent. Two members have thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Agreement with Stock Exchange(s) which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	All the members were present at the meeting held on 29-04-2011, 28-07-2011, 08-11-2011 and 10-02-2012.
Prakash D. Ramnani			
Alpesh R. Tripathi			

4. REMUNERATION COMMITTEE:

The Board Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation package for the Managing Director. It also reviews from time to time the overall compensation structure and related policies with a view to attract, motivate and retain employees.

The committee comprises the following Directors as members:

- Prakash D. Ramnani, Member- Non- Executive Independent
- Alpesh R. Tripathi, Member- Non- Executive Independent
- Mr. Dipen M. Shah, Member- Non- Executive Independent

All the members attended the meetings held on 28-07-2011 and 27-03-2012.

Details of remuneration paid:

1. The Company paid Managerial Remuneration of Rs.6,00,000 to Shri Pradeep Bhutoria, Managing Director during the year 2011-12.
2. The other Directors were not paid sitting fees. No Commission or Stock Option has been offered to the Directors

5. SHAREHOLDERS/INVESTORS' GRIEVANCES COMMITTEE:

The Board has constituted a Shareholders/Investors' Grievances Committee for the purpose of effective redressal of the complaints of the shareholders such as Dematerialisation, Share Transfer, Non receipt of Balance Sheet etc.

Shri Prakash Ramnani, Director and Shri Pradeep Bhutoria, Managing Director are the Members of the Committee.

Mr. Pradip Gupta is the Compliance Officer for the above purpose.

The Company received 9 complaints during the year and all were resolved to the satisfaction of the shareholders. There was no valid request for transfer of shares pending as on 31st March, 2012.

GUJARAT RAFFIA INDUSTRIES LTD.

6. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2007-08 (15 months)	27-03-2009	2.00 P.M.	Registered Office : Plot No.455, Santej-Vadsar Road, Village: Santej, Taluka : Kalol-382 721, Dist : Gandhinagar.
2009-10 (15 months)	10-06-2010	2.00 P.M.	
2010-11 (12 months)	05-09-2011	2.00 p.m.	

Details of Special Resolution passed in the last three Annual General Meeting:

Special Resolution for the re-appointment of Mr. Pradeep Bhutoria as Managing Director of the Company for the period of five years w.e.f. 1st January, 2012 in Annual General Meeting dated 05-09-2011.

7. DISCLOSURES:

- The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company at large.
- There has neither been any intentional non compliance of any legal provision of applicable law, nor any penalty, structure imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.

8. MEANS OF COMMUNICATIONS:

- In compliance with the requirements of the Listing Agreement, the Company is regularly intimates Unaudited/ Audited Financial Results to the Stock Exchange/s immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati).

Results are not displayed on Website and Quarterly results are not sent individually to the Shareholders.

- During the year ended on 31st March, 2012, no presentation was made to Institutional Investors or analyst or any other enterprise.
- Management Discussion and Analysis form part of the Annual Report.

9. SHAREHOLDERS' INFORMATION:

- Registered Office : Plot No.455, Santej-Vadsar Road,
Village: Santej, Taluka : Kalol-382 721,
Dist : Gandhinagar.
- Annual General Meeting : Day : Saturday
Date : 29th September, 2012
Time : 2.00 p.m.
Venue : Plot No. 455, Santej - Vadsar Road,
Village: Santej,
Taluka : Kalol - 382 721,
Dist : Gandhinagar.