

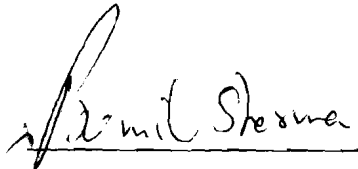
**GRATEX INDUSTRIES LIMITED**  
**CODE OF CONDUCT**  
**FOR**  
**BOARD AND SENIOR MANAGEMENT PERSONNEL**  
(Pursuant to Clause 49 of the Listing Agreement)

**ACKNOWLEDGEMENT FORM**

The Compliance Officer  
**GRATEX INDUSTRIES LIMITED**  
Mumbai

I, **Promila Sharma W/o Baldevkrishan Sharma**, residing at - **8-B, Shiv Sagar, Road No.5 Shivaji Park, Mumbai - 400 016** being a Director of **GRATEX INDUSTRIES LIMITED**, acknowledge that I have received, read and understood the provisions and policies of the Code of Conduct and agree to comply with the said Code.

Signature

  
\_\_\_\_\_

Name Promila Sharma

Din 00118066

Designation Director

Date 31.03.2014

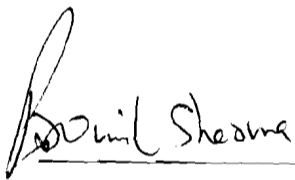
Place Mumbai

**GRATEX INDUSTRIES LIMITED**  
**CODE OF CONDUCT**  
**FOR**  
**BOARD AND SENIOR MANAGEMENT PERSONNEL**  
(Pursuant to Clause 49 of the Listing Agreement)

**Annual Affirmation of Compliance Form**

The Compliance Officer  
**GRATEX INDUSTRIES LIMITED**  
Mumbai

I, **Promila Sharma W/o Baldevkrishan Sharma**, residing at - **8-B, Shiv Sagar, Road No.5 Shivaji Park, Mumbai - 400 016** being a Director of **GRATEX INDUSTRIES LIMITED**, affirm to the best of my knowledge and belief, that I have fully complied with the Code of Conduct during the year **2013 - 2014**.

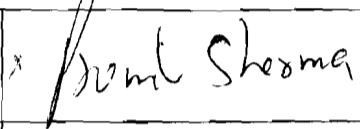
Signature   
Name Promila Sharma  
Din 00118066  
Designation Director  
Date 31.03.2014  
Place Mumbai

**FORM NO. MBP 1**  
**NOTICE OF INTEREST BY DIRECTORS**  
**[Pursuant to Section 184 (1) & Rule 9(1)]**

To  
The Board of Directors  
Gratex Industries Limited

Dear Sir(s),  
I, **Promila Sharma W/o Baldevkrishan Ramratan Sharma**, resident of 8-B, Shiv Sagar, Road No.5, Shivaji Park, Mumbai – 400016 being a Director in the company, hereby give notice of my interest or concern in the following companies, bodies corporate, firms or other association of individuals:-:

Sr. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals etc.	Nature of interest or concern / change in interest or concern	Shareholding (in% terms)	Date on which interest or concern arose / changed
1	Marshall Enterprise India Private Limited	Director & Shareholder	20%	27/01/2007

Signature:	
Name:	Promila Sharma
Designation:	Director
DIN:	00118066
Date:	01/04/2014
Place:	Mumbai

List of relatives – For the purposes of sub-section (77) of section 2 of the Companies Act 2013, the following are my relatives:

Sr. No.	List of Relatives	Name of the Person
1	Father / including Step-father	Keval Krishna Prabhakar
2	Mother / including Step-mother	Mamata Prabhakar
3	Son / including Step-son	Karan Sharma
4	Son's wife	Aarti Sharma
5	Daughter	Mona Menon
6	Daughter's husband	Pratap Menon
7	Brother / including Step-brother	Vijay Babbar Anil Prabhakar
8	Sister / including Step-sister	Asha Sharma Machlan Sharma

9. Husband Baldevkrishan sharma

Pranil Sharma