

## Corporate Governance Report

1. Name of Listed Entity: **Gujarat Fluorochemicals Limited**
2. Quarter ending: **30-Jun-2023**

### i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive / Independent/ Nominee )	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Devendra Kumar Jain	00029782	C & NED		06-Dec-2018	25-Sep-2020		54	02-Mar-1929	No					Yes	25-Sep-2020	3	0	3	2
Mr.	Shailendra Swarup	00167799	ID		06-Dec-2018	25-Sep-2020		54	20-Nov-1944	No					Yes	25-Sep-2020	6	6	7	2
Mr.	Vivek Kumar Jain	00029968	ED	MD	06-Dec-2018	01-Jan-2023		54	30-Aug-1955	No					NA		2	0	5	1
Mr.	Om Prakash Lohia	00206807	ID		06-Dec-2018	06-Dec-2018		54	26-May-1949	No					NA		2	1	1	0
Mr.	Shanti Prashad Jain	00023379	ID		06-Dec-2018	25-Sep-2020		54	01-Feb-1940	No					Yes	25-Sep-2020	5	5	9	5
Ms.	Vanita Bhargava	07156852	ID		06-Dec-2018	06-Dec-2018		54	01-Mar-1974	No					NA		4	4	6	0
Mr.	Sanath Kumar Muppirala	08425540	ED		28-Apr-2019	28-Apr-2023		50	04-Jan-1963	No					NA		1	0	0	0
Mr.	Chandra Prakash Jain	00011964	ID		06-Dec-2018	25-Sep-2020		54	03-Mar-1946	No					Yes	25-Sep-2020	1	1	0	0
Mr.	Niraj Kishore Agnihotri	09204198	ED		01-Jul-2021	01-Jul-2022		24	02-Jul-1967	No					NA		1	0	0	0
Mr.	Jay Mohanlal Shah	09761969	ED		01-Nov-2022	01-Nov-2022		8	08-Jun-1974	No					NA		1	0	0	0

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. **Composition of Committees**

<i>Name of Committee</i>	<i>Whether the Regular Chairperson is Appointed</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1. Audit Committee	Yes	Shanti Prashad Jain	Non- Executive Independent Director	Chairperson	13-Aug-2019	-
		Shailendra Swarup	Non- Executive Independent Director	Member	13-Aug-2019	-
		Vanita Bhargava	Non- Executive Independent Director	Member	13-Aug-2019	-
		Vivek Kumar Jain	Executive Director	Member	12-Nov-2020	-
2. Stakeholders Relationship Committee	Yes	Shailendra Swarup	Non- Executive Independent Director	Chairperson	10-Nov-2021	-
		Shanti Prashad Jain	Non- Executive Independent Director	Member	13-Aug-2019	-
		Vivek Kumar Jain	Executive Director	Member	13-Aug-2019	-
3. Risk Management Committee	Yes	Vivek Kumar Jain	Executive Director	Chairperson	10-Nov-2021	-
		Shanti Prashad Jain	Non- Executive Independent Director	Member	13-Aug-2019	-
		Shailendra Swarup	Non- Executive Independent Director	Member	13-Aug-2019	-
4. Nomination and Remuneration Committee	Yes	Shanti Prashad Jain	Non- Executive Independent Director	Chairperson	13-Aug-2019	-
		Om Prakash Lohia	Non- Executive Independent Director	Member	13-Aug-2019	-
		Shailendra Swarup	Non- Executive Independent Director	Member	10-Nov-2021	-

**iii. Meeting of Board of Directors**

<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
07-Feb-2023	Yes	10	9	4	
05-May-2023	Yes	10	10	5	86

**iv. Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors in the Committee as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>Number of Independent directors attending the meeting</b>	<b>Number of Members attending the Meeting (Other than Board of Directors)</b>	<b>Maximum gap between any two consecutives (in number of days)</b>
Audit Committee	07-Feb-2023	Yes	4	3	2	0	86
	05-May-2023	Yes	4	4	3	0	
Nomination & Remuneration Committee	07-Feb-2023	Yes	3	3	3	0	
Risk Management Committee	16-Jan-2023	Yes	3	2	1	0	

**v. Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**vi. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	<b>Yes</b>
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 1000 listed entities)	<b>Yes</b>
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	<b>Yes</b>
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	<b>Yes</b>
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. -	<b>Yes</b>

**Name:** Bhavin Desai

**Designation:** Company Secretary & Compliance Officer

**Date:** 5<sup>th</sup> July, 2023