

## Corporate Governance Report

1. Name of Listed Entity: **Gujarat Fluorochemicals Limited**

2. Quarter ending: **31<sup>st</sup> December, 2023**

### I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure (in months)	Date of Birth	Whether the director is disqualified?	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 [With reference to regulation 17A (1)&17A(2)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Devendra Kumar Jain	00029782	Non-Executive Director – Chairperson	06-Dec-2018	25-Sep-2020	-	60	02-Mar-1929	No	Active	Yes	25-Sep-2020	3	0	3	2
Mr.	Shailendra Swarup	00167799	Non-Executive – Independent Director	06-Dec-2018	06-Dec-2023	-	60	20-Nov-1944	No	Active	Yes	29-Sep-2023	5	5	7	2
Mr.	Vivek Kumar Jain	00029968	Executive Director - MD	06-Dec-2018	01-Jan-2023	-	60	30-Aug-1955	No	Active	NA	-	2	0	5	1
Mr.	Om Prakash Lohia	00206807	Non-Executive – Independent Director	06-Dec-2018	06-Dec-2023	-	60	26-May-1949	No	Active	Yes	29-Sep-2023	2	1	1	0
Mr.	Shanti Prashad Jain	00023379	Non-Executive – Independent Director	06-Dec-2018	06-Dec-2023	-	60	01-Feb-1940	No	Active	Yes	29-Sep-2023	5	5	9	5
Ms.	Vanita Bhargava	07156852	Non-Executive – Independent Director	06-Dec-2018	06-Dec-2023	-	60	01-Mar-1974	No	Active	NA	-	4	4	6	0
Mr.	Sanath Kumar Muppirala	08425540	Executive Director	28-Apr-2019	28-Apr-2023	-	56	04-Jan-1963	No	Active	NA	-	1	0	0	0
Mr.	Chandra Prakash Jain	00011964	Non-Executive – Independent Director	06-Dec-2018	06-Dec-2023	-	60	03-Mar-1946	No	Active	Yes	29-Sep-2023	1	1	0	0
Mr.	Niraj Kishore Agnihotri	09204198	Executive Director	01-Jul-2021	01-Jul-2023	-	30	02-Jul-1967	No	Active	NA	-	1	0	0	0
Mr.	Jay Mohanlal Shah	09761969	Executive Director	01-Nov-2022	01-Nov-2023	-	14	08-Jun-1974	No	Active	NA	-	1	0	0	0
Mr.	Bir Kapoor	01771510	Executive Director – Deputy MD	03-Nov-2023	03-Nov-2023	-	2	04-Dec-1964	No	Active	NA	-	1	0	0	0

Company Remarks	Dr. Bir Kapoor (DIN: 01771510) was appointed as Deputy Managing Director of the Company w.e.f. 3rd November, 2023. In drop down list of category 3 of Directors, Deputy Managing Director option is not available, hence we have selected MD in category 3 of Directors for Dr. Bir Kapoor.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

## II. Composition of Committees

### a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Mr. Shanti Prashad Jain	Non-Executive – Independent Director	Chairperson	13-08-2019	-
2	Mr. Shailendra Swarup	Non-Executive – Independent Director	Member	13-08-2019	-
3	Ms. Vanita Bhargava	Non-Executive – Independent Director	Member	13-08-2019	-
4	Mr. Vivek Kumar Jain	Executive Director - MD	Member	12-11-2020	-

Company Remarks	-
Whether Regular chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Mr. Shailendra Swarup	Non-Executive – Independent Director	Chairperson	10-11-2021	-
2	Mr. Shanti Prashad Jain	Non-Executive – Independent Director	Member	13-08-2019	-
3	Mr. Vivek Kumar Jain	Executive Director - MD	Member	13-08-2019	-

Company Remarks	-
Whether Regular chairperson appointed	Yes

### c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Mr. Vivek Kumar Jain	Executive Director - MD	Chairperson	13-08-2019	-
2	Mr. Shanti Prashad Jain	Non-Executive – Independent Director	Member	13-08-2019	-
3	Mr. Shailendra Swarup	Non-Executive – Independent Director	Member	10-11-2021	-

Company Remarks	-
Whether Regular chairperson appointed	Yes

### d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Mr. Shanti Prashad Jain	Non-Executive – Independent Director	Chairperson	13-08-2019	-
2	Mr. Om Prakash Lohia	Non-Executive – Independent Director	Member	13-08-2019	-

3	Mr. Shailendra Swarup	Non-Executive – Independent Director	Member	10-11-2021	-
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Company Remarks	-
Whether Regular chairperson appointed	Yes

### III. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
05-08-2023	Yes	10	9	4	89
03-11-2023	Yes	10	10	5	

### IV. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)	Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]
Audit Committee	05-08-2023	Yes	4	3	2	0	89
Audit Committee	03-11-2023	Yes	4	3	2	0	
Nomination & Remuneration Committee	05-08-2023	Yes	3	3	3	0	-
Nomination & Remuneration Committee	03-11-2023	Yes	3	3	3	0	-
Stakeholders Relationship Committee	08-09-2023	Yes	3	3	2	0	-
Stakeholders Relationship Committee	03-10-2023	Yes	3	3	2	0	-
Risk Management Committee	10-07-2023	Yes	3	2	1	0	-
Risk Management Committee	20-12-2023	Yes	3	2	1	0	-

**V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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. Details of cyber security incidence**

1. Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	<b>No</b>
2. Date of the Event	-
3. Brief details of the event	-

**VII. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
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. - **Yes**
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. - **Yes**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name:** Bhavin Desai

**Designation:** Company Secretary & Compliance Officer

**Date:** 18<sup>th</sup> January, 2024