

General information about company	
Scrip code	523768
NSE Symbol	
MSEI Symbol	
ISIN	INE059C01022
Name of the entity	GUJARAT BOROSIL LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Annexure I															
Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Wether the listed entity has a Regular Chairperson												Yes			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	PRADEEP KUMAR KHERUKA	AFYPK7989K	00016909	Non-Executive - Non Independent Director	Chairperson		22-12-1988			3	4	2		
2	Mr	SHREEVAR KHERUKA	ALMPK8573B	01802416	Non-Executive - Non Independent Director	Not Applicable		18-09-2018			2	1	0		
3	Mr	ASHOK JAIN	ACLPJ0059M	00025125	Non-Executive - Non Independent Director	Not Applicable		03-01-2003			1	1	0		
4	Mr	ASHOK DODA	AADPD3239P	00288563	Non-Executive - Independent Director	Not Applicable		01-04-2014	31-03-2019	60	2	3	2	Textual Information(2)	

Annexure I to be submitted by listed entity on quarterly basis														
I. Composition of Board of Directors														

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	JAGDISH JOSHI	AARPJ9916B	00276041	Non-Executive - Independent Director	Not Applicable		01-04-2014	22-02-2019	59	1	2	0	Textual Information(3)	
6	Mr	SHASHI KUMAR MEHRA	AABPM6813C	00032134	Non-Executive - Independent Director	Not Applicable		01-04-2014	31-03-2019	60	1	1	0	Textual Information(4)	
7	Mrs	SHALINI KALSI KAMATH	AAQPK0502M	06993314	Non-Executive - Independent Director	Not Applicable		03-11-2014		53	2	1	0	Textual Information(5)	
8	Mr	RAMASWAMI VELAYUDHAN PILLAI	AAAPR6170N	00011024	Executive Director	Not Applicable		01-04-2018		12	1	0	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	RAJ KUMAR JAIN	ADWPJ7140B	00026544	Non-Executive - Independent Director	Not Applicable		07-02-2019		2	3	4	2	Textual Information(6)	

**Text Block**

Textual Information(1)	Mr Ashok Doda cease to be independent director of the Company wef. March 31, 2019, due to expiry of tenure on March 31, 2019. He was Chairman and Member of the Audit Committee upto March 15, 2019.
Textual Information(2)	Mr Jagdish Joshi attended the age of 75 years on February 22, 2019, he relinquish his office of Director in the Company wef Febrary 22, 2019. He was member of the Audit Committee and Stakeholders Relationship Committee upto 07/02/2019.
Textual Information(3)	Mr Shsahi Mehra cease to be independent director of the Company wef March 31, 2019, due to expiry of tenure on March 31, 2019. He was member of the Audit Committee upto 15/03/2019.

Textual Information(4)	Mrs Shalini Kamath appointed as member of the Audit Committee wef March 15, 2019.
Textual Information(5)	Mr Raj Kumar Jain appointed as Additional and Non-Executive Director of the Company wef February 07, 2019 for a period of two years. He was appointed as the Chairman of Audit Committee on March 15, 2019.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00026544	RAJ KUMAR JAIN	Non-Executive - Independent Director	Chairperson	15-03-2019		
2	00016909	PRADEEP KUMAR KHERUKA	Non-Executive - Non Independent Director	Member	30-01-2001		
3	06993314	SHALINI KALSI KAMATH	Non-Executive - Independent Director	Member	15-03-2019		
4	00288563	ASHOK DODA	Non-Executive - Independent Director	Member	07-04-2014	15-03-2019	
5	00032134	SHASHI KUMAR MEHRA	Non-Executive - Independent Director	Member	25-10-2002	15-03-2019	
6	00276041	JAGDISH JOSHI	Non-Executive - Independent Director	Member	07-01-2010	07-02-2019	

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00026544	RAJ KUMAR JAIN	Non-Executive - Independent Director	Chairperson	07-02-2019		
2	00016909	PRADEEP KUMAR KHERUKA	Non-Executive - Non Independent Director	Member	18-09-2018		
3	06993314	SHALINI KALSI KAMATH	Non-Executive - Independent Director	Member	15-03-2019		
4	00276041	JAGDISH JOSHI	Non-Executive - Independent Director	Member	25-05-2006	07-02-2019	
5	00032134	SHASHI KUMAR MEHRA	Non-Executive - Independent Director	Member	29-06-2002	15-03-2019	

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016909	PRADEEP KUMAR KHERUKA	Non-Executive - Non Independent Director	Chairperson	27-07-2001		
2	01802416	SHREEVAR KHERUKA	Non-Executive - Non Independent Director	Member	18-09-2018		
3	00026544	RAJ KUMAR JAIN	Non-Executive - Independent Director	Member	07-02-2019		
4	00025125	ASHOK JAIN	Non-Executive - Non Independent Director	Member	28-01-2003		
5	00276041	JAGDISH JOSHI	Non-Executive - Independent Director	Member	25-05-2006	07-02-2019	

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016909	PRADEEP KUMAR KHERUKA	Non-Executive - Non Independent Director	Chairperson	31-01-2014		
2	01802416	SHREEVAR KHERUKA	Non-Executive - Non Independent Director	Member	18-09-2018		
3	06993314	SHALINI KALSI KAMATH	Non-Executive - Independent Director	Member	07-02-2019		
4	00276041	JAGDISH JOSHI	Non-Executive - Independent Director	Member	31-01-2014	07-02-2019	
5	00032134	SHASHI KUMAR MEHRA	Non-Executive - Independent Director	Member	30-10-2018	15-03-2019	

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00016909	PRADEEP KUMAR KHERUKA	SHARE TRANSFER COMMITTEE	Non-Executive - Non Independent Director	Chairperson	
2	01802416	SHREEVAR KHERUKA	SHARE TRANSFER COMMITTEE	Non-Executive - Non Independent Director	Member	
3	00025125	ASHOK JAIN	SHARE TRANSFER COMMITTEE	Non-Executive - Non Independent Director	Member	

Annexure 1				
Annexure 1				
III. Meeting of Board of Directors				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	30-10-2018			
2		07-02-2019		

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	07-02-2019	Yes	4	30-10-2018	99		

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block	
Textual Information(1)	All the related party transactions that were entered into were on arms length basis and were in the ordinary course of business.

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	KISHOR TALREJA
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	The report submitted to BSE Limited for the quarter ended 31/12/2018 and have been placed before the Board of Directors (BOD) at its meeting held on 07/02/2019 and there were no comments of BOD.

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.gujaratborosil.com
2	Terms and conditions of appointment of independent directors	Yes		www.gujaratborosil.com
3	Composition of various committees of board of directors	Yes		www.gujaratborosil.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.gujaratborosil.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.gujaratborosil.com
6	Criteria of making payments to non-executive directors	Yes		www.gujaratborosil.com
7	Policy on dealing with related party transactions	Yes		www.gujaratborosil.com
8	Policy for determining 'material' subsidiaries	Yes		www.gujaratborosil.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.gujaratborosil.com

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.gujaratborosil.com
11	email address for grievance redressal and other relevant details	Yes		www.gujaratborosil.com
12	Financial results	Yes		www.gujaratborosil.com
13	Shareholding pattern	Yes		www.gujaratborosil.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	

4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided			Textual Information(1)	

## Text Block

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Textual Information(1)	The Company has framed material subsidiary policy. However, the Company does not have any subsidiary Company.
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Annexure II		
1	Name of signatory	KISHOR TALREJA
2	Designation	Company Secretary and Compliance Officer

Annexure II		
<b>III. Affirmations</b>		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	Textual Information(1)

Text Block	
Textual Information(1)	The Company has framed material subsidiary policy. However, the Company does not have any subsidiary Company.

Annexure II		
1	Name of signatory	KISHOR TALREJA
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	KISHOR TALREJA
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	09-04-2019