

General information about company

Scrip code	531163
NSE Symbol	
MSEI Symbol	
ISIN	INE971L01029
Name of the entity	KEMISTAR CORPORATION LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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													Textual Information(1)							
Wether the listed entity has a Regular Chairperson													Yes							
Whether Chairperson is related to MD or CEO													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 Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	KETANKUMAR PATEL	AFJPP0418F	01157786	Executive Director	Chairperson	MD	04-11-1974	NA		30-09-2011	11-01-2019		60	1	0	1	0		

2	Mr	MAHESHKUMAR BALDHA	ANQPB6174M	06542441	Non- Executive - Independent Director	Not Applicable	01- 06- 1975	NA	27-04-2018	60	1	1	0	2
3	Mr	HRISHIKESH DIPAKBHAI RAKHOLIA	CDSRP2211P	08699877	Non- Executive - Non Independent Director	Not Applicable	24- 10- 1997	NA	14-02-2020	60	1	0	2	0

Text Block

Textual Information(1)	Textual Information (1) The company is in process of complying with the Regulation 17(1A) of Listing regulation.
	Textual Information (2) Women Director (Independent) resigned from the Directorship of the company with effect from 14.02.2020. The appointment of a women director will be taken up in the next board meeting.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory | Textual Information(1)

Annexure 1 Text Block

Textual Information(1)	Textual Information (1) Due to resignation of Independent Director the committees were reconstituted as provided. The company is in the process of complying with Regulations 18(1), 19(1) and 20 (2A) of SEBI Listing Regulations, 2015
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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	06542441	MAHESHKUMAR BALDHA	Non-Executive - Independent Director	Chairperson	06-02-2019			
2	01157786	KETANKUMAR PATEL	Executive Director	Member	06-02-2019			

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	06542441	MAHESHKUMAR BALDHA	Non-Executive - Independent Director	Chairperson	27-04-2018		
2	08699877	HRISHIKESH DIPAKBHAI RAKHOLIA	Non-Executive - Non Independent Director	Member	14-02-2020		

Stakeholders Relationship Committee

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	06542441	MAHESHKUMAR BALDHA	Non-Executive - Independent Director	Chairperson	12-08-2019		
2	08699877	HRISHIKESH DIPAKBHAI RAKHOLIA	Non-Executive - Non Independent Director	Member	14-02-2020		

Risk Management Committee

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
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

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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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	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	14-11-2019				Yes	4	2
2		14-02-2020	91		Yes	3	1

Annexure 1

IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	14-11-2019				Yes	3	2
2	Audit Committee	14-02-2020	91			Yes	2	1
3	Stakeholders Relationship Committee	14-11-2019				Yes	3	2
4	Stakeholders Relationship Committee	13-02-2020	90			Yes	3	2
5	Nomination and remuneration committee	12-02-2020				Yes	3	2

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	Yes	

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	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	No
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 500 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	KETANKUMAR PATEL
2	Designation	Managing Director

Text Block**Textual Information(1)**

The Composition of Board of Directors and Committee was not as per SEBI (LODR) due to the resignation of Women Independent Director and Non-executive Non-Independent director w.e.f 14.02.2020. As per Regulation 25 of SEBI (LODR) the company will appoint an Independent Director in the next Board meeting.

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.kemistar.in
2	Terms and conditions of appointment of independent directors	Yes		www.kemistar.in
3	Composition of various committees of board of directors	Yes		www.kemistar.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.kemistar.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kemistar.in
6	Criteria of making payments to non-executive directors	Yes		www.kemistar.in
7	Policy on dealing with related party transactions	Yes		www.kemistar.in
8	Policy for determining 'material' subsidiaries	Yes		www.kemistar.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.kemistar.in

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
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10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.kemistar.in
11	email address for grievance redressal and other relevant details	Yes		www.kemistar.in
12	Financial results	Yes		www.kemistar.in
13	Shareholding pattern	Yes		www.kemistar.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		www.kemistar.in
17	Advertisements as per regulation 47 (1)	Yes		www.kemistar.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.kemistar.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.kemistar.in
21	Materiality Policy as per Regulation 30	Yes		www.kemistar.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.kemistar.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.kemistar.in

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), 17(1A) & 17(1B)	No	VACANCY DUE TO RESIGNATION OF INDEPENDENT WOMAN DIRECTOR. THE COMPANY IS IN THE PROCESS OF COMPLYING THE SAID REGULATION IN THE NEXT BOARD MEETING.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	VACANCY DUE TO RESIGNATION OF INDEPENDENT WOMAN DIRECTOR. THE COMPANY IS IN THE PROCESS OF COMPLYING THE SAID REGULATION IN THE NEXT BOARD MEETING.
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	No	VACANCY DUE TO RESIGNATION OF INDEPENDENT WOMAN DIRECTOR. THE COMPANY IS IN THE PROCESS OF COMPLYING THE SAID REGULATION IN THE NEXT BOARD MEETING.

18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	No	VACANCY DUE TO RESIGNATION OF INDEPENDENT WOMAN DIRECTOR. THE COMPANY IS IN THE PROCESS OF COMPLYING THE SAID REGULATION IN THE NEXT BOARD MEETING.

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	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	KETANKUMAR PATEL
2	Designation	Managing Director

Annexure II

III. Affirmations		
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	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	KETANKUMAR PATEL
2	Designation	Managing Director

Signatory Details

Name of signatory	KETANKUMAR PATEL
Designation of person	Managing Director
Place	AHMEDABAD
Date	05-05-2020