

Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the Forty Eighth Annual Report together with the Audited Statement of Accounts for the Financial Year (FY) ended March 31, 2019.

FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2019 is summarized below:

Particulars	STANDALONE RESULTS		CONSOLIDATED RESULTS	
	2018-19	2017-18	2018-19	2017-18
Total Revenue (Gross)	1794.52	1,490.77	2715.04	1,688.47
Less : Excise Duty on sale of Goods	-	24.25	-	24.73
Total Revenue (Net of Excise Duty)	1794.52	1,466.52	2715.04	1,663.74
Operating Profit Before Depreciation, Finance Cost, Exceptional Item and Tax	308.23	214.37	429.02	208.60
Less : Depreciation and Amortization expenses	52.88	51.95	77.79	52.60
Less : Finance Costs	42.85	40.34	83.25	45.15
Profit before Tax	212.50	122.08	267.98	110.85
Less : Tax expenses	74.46	38.62	94.32	31.83
Net Profit for the Year	138.04	83.46	173.66	79.02
Other Comprehensive Income	(2.67)	0.86	(2.84)	0.86
Total Comprehensive income for the Year	135.37	84.32	170.82	79.88
Surplus brought forward from previous year	402.32	342.02	380.61	324.76
Balance available for Appropriation	537.64	426.20	548.16	404.49

PERFORMANCE REVIEW

Standalone:

In FY 2018-19, Total Revenue including Other Income stood at ₹ 1794.52 Crores as against ₹ 1490.77 Crores in FY 2017-18.

EBITDA came in at ₹ 308.23 Crores in FY 2018-19, higher by 44% as compared to ₹ 214.37 Crores in FY 2017-18. Raw material costs stood at ₹ 976.17 Crores as against ₹ 843.82 Crores in FY 2017-18, up by 16%.

Profit Before Tax (PBT) excluding Exceptional Items stood at ₹ 212.50 Crores as compared to ₹ 122.08 Crores in FY 2017-18. The Profit After Tax (PAT) excluding Exceptional Items came in at ₹ 138.04 Crores as compared to ₹ 83.46 Crores in FY 2017-18. Favourable shift in product mix, strategic modifications in geography, end-user based better customer selection, various cost leadership initiatives across business segments led to better PAT performance. The Depreciation and Finance Costs during the year stood at ₹ 52.88 Crores and ₹ 42.85 Crores respectively.

Domestic Revenues stood at ₹ 1,211.53 Crores from ₹ 968.38 Crores in FY 2017-18, representing a growth of 25% owing to strong demand trends from local customers. Your Company, apart from reasons explained above, has also been benefitted due to production and

supply disruption in China. The Revenue from exports stood at ₹ 580.39 Crores compared to ₹ 510.85 Crores last year.

The Chemical Industry in India is witnessing an unprecedented growth opportunity largely due to International events. For a company like Deepak Nitrite, which is into chemical intermediates, the opportunity stands accentuated as its products support a wide range of industries. In the current scenario, Chemical Intermediates are witnessing a big jump in demand both due to growing demand from domestic end user industries and reduced availability of intermediates from China. Your Company expects the situation to remain conducive in the foreseeable future.

At this backdrop, Your Company was able to ensure peak performance amidst fluctuating pricing of Raw Materials and volatility in Foreign Exchange.

Consolidated:

In FY 2018-19, Total Revenue including Other Income stood at ₹ 2,715.04 Crores as against ₹ 1,688.47 Crores in FY 2017-18.

EBITDA came in at ₹ 429.02 Crores in FY 2018-19, higher by 106% as compared to ₹ 208.60 Crores in FY 2017-18. Raw material costs stood at ₹ 1,646.70 Crores as against ₹ 1,038.79 Crores in FY 2017-18, up by 59%.

Profit Before Tax excluding Exceptional Items stood at ₹ 267.98 Crores as compared to ₹ 110.85 Crores in FY 2017-18. The Profit After Tax excluding Exceptional Items came in at ₹ 173.66 Crores as compared to ₹ 79.02 Crores in FY 2017-18. Apart from reasons cited above for better performance, the newly commissioned Phenol-Acetone manufacturing facility performed well and contributed to PBT, PAT sizably within a very short time of its operation exhibiting sustainability of this business. The depreciation and finance costs during the year stood at ₹ 77.79 Crores and ₹ 83.25 Crores respectively.

The Domestic Revenues stood at ₹ 2,106.55 Crores from ₹ 1,164.22 Crores in FY 2017-18, representing a growth of 81% owing to strong demand trends from local customers and also due to commencement of operation of Phenol - Acetone plant which are sold in domestic market, being import substitutes. The Revenue from Exports stood at ₹ 593.38 Crores compared to ₹ 511.96 Crores last year.

DIVIDEND

Based on your Company's Performance, the Board of Directors of your Company is pleased to recommend a Dividend of ₹ 2/- (Rupees Two only) per Equity Share for the year ended March 31, 2019 on 13,63,93,041 Equity Shares of ₹ 2/- each, as against ₹ 1.30 (Rupee One and Paise Thirty only) per Equity Share in the previous year.

The total amount of Dividend, if declared by the Members, including Dividend Tax, will be ₹ 32.89 Crores (Previous Year ₹ 21.83 Crores).

DIVIDEND DISTRIBUTION POLICY

Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') requires top 500 listed entities, based on market capitalization calculated as on March 31 of every Financial Year, to formulate a Dividend Distribution Policy and disclose the same in their Annual Report and on their websites.

Accordingly, the Board of Directors of your Company has adopted a Dividend Distribution Policy, which aims to ensure fairness, sustainability and consistency in distributing profits to the Shareholders. The Dividend Distribution Policy is attached as Annexure - A and is also available on the website of your Company at www.godeepak.com.

SHARE CAPITAL:

The Paid-up Equity Share Capital of your Company as on March 31, 2019 was ₹ 27.27 Crores comprising of 13,63,93,041 Equity Shares of ₹ 2/- each. Your Company has not issued any Equity shares during the Financial Year 2018-19.

TRANSFER TO RESERVES

Your Company proposes to transfer ₹ 5 Crores to the General Reserves out of the amount available for appropriation.

UPDATE ON PHENOL AND ACETONE PROJECT

The Members are aware that your Company, through its wholly owned subsidiary, Deepak Phenolics Limited ('DPL'), commenced commercial production at a state-of-the-art plant at Dahej to manufacture 200,000 MTPA of Phenol and 120,000 MTPA of its co-product Acetone on November 1, 2018. This is supported by manufacturing facility of 260,000 MT of Cumene, which is a feedstock for manufacturing Phenol and Acetone.

With this, your Company addresses the opportunity offered by the supply deficit in the domestic market which is majorly being met by imports. In addition to being cost competitiveness as a domestic supplier to domestic end users, your Company started leveraging on the latest manufacturing technologies in its state-of-the-art plant which is efficient in every aspect.

The plant is expected to save approx. USD 350 – 400 mn of Foreign Exchange every year by way of value addition of petrochemicals which otherwise was being converted to low value LPG or was being exported.

With an objective of developing working relationships with major clients across India as well as establishing strong marketing and distribution channels, DPL had worked on seed marketing of Phenol to understand and penetrate in the market. The seed marketing activity helped DPL to leverage its relationship to sell large manufacturing quantities. DPL has appointed distributors across India for selling and distributing Phenol and Acetone. It also has well tied up transportation and other logistics requirements which is one of the key requirements for handling such large volume of moving inbound and outbound materials.

FINANCE

Your Company tries to strike a balance in its capital structure on a consolidated level while efficiently managing its working capital, thereby maintaining debt at a reasonable level. During the year under review, the total debt of your Company decreased due to scheduled repayments and improved working capital management. However, as your Company commissions its expansion projects, on a consolidated level, the consolidated debt level has gone up. This level is expected to normalise as the Phenol-Acetone project has started generating revenue and it shall operate for the whole year from FY 2019-20 onwards. Your Company has already provided entire committed equity to its Phenol-Acetone project. On a consolidated basis, Debt Equity Ratio of your Company is at 1.11 which is reasonably comfortable given the size of its Phenol-Acetone project and associated debt.

Interest costs increased marginally during the year due to repayment of low cost Foreign Currency debt, increase in the LIBOR and increase in market rate in Rupee borrowing. Depreciation increased due to regular growth and maintenance Capex. Your Company has an active team to manage its Foreign Exchange exposures to minimise risk arising out of imports and exports. Due to prudent fund management, your Company has been able to effectively

manage its cash flows. There is always an effort to reduce the overall interest costs. On a standalone basis, Debt/Equity as on March 31, 2019 is reduced to 0.31 compared to 0.49 as on March 31, 2018, while on a consolidated level, Debt/Equity ratio stood at 1.11 times, as mentioned above.

ICRA Limited re-affirmed the long-term rating of [ICRA] A+ and Short Term rating of [ICRA] A1+ assigned to the fund based limits and non-fund based limits of your Company. ICRA also re-affirmed the short-term rating of [ICRA] A1+ assigned to the Commercial Paper programme. The outlook on the long-term rating has been revised from Stable to Positive.

Further, CRISIL Limited has assigned the Long-Term rating as CRISIL AA- Stable and Short term rating as CRISIL A1+ to your Company.

DIRECTORS

During the year under review, following are the changes in the composition of Directors:

Shri Umesh Asaikar (DIN: 06595059) was re-appointed as a Whole-time Director designated as the Executive Director & CEO of your Company for a period from May 9, 2018 to May 31, 2020. The said re-appointment was approved by the Members at the 47th Annual General Meeting of your Company held on August 3, 2018.

Shri Deepak C. Mehta (DIN: 00028377) was re-appointed as the Chairman & Managing Director of your Company w.e.f. December 14, 2018 for a period of five (5) years, subject to the approval by the Members.

Pursuant to Provision of Section 152 of the Companies Act, 2013, Shri Sanjay Upadhyay (DIN: 01776546), Director-Finance & Chief Financial Officer, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment for approval by the Members.

The Board of Directors of your Company appointed Shri Sanjay Asher (DIN: 00008221) and Smt. Purvi Sheth (DIN: 06449636) as Additional Directors at their meeting held on May 3, 2019, As per provisions of the Companies Act, 2013, Shri Sanjay Asher and Smt. Purvi Sheth hold office as Additional Director upto the ensuing Annual General Meeting.

Your Company has received notice from a Member proposing candidature for the appointment of Shri Sanjay Asher and Smt. Purvi Sheth as Independent Directors for a period of three (3) consecutive years alongwith requisite fees. The Resolution(s) for the appointment of Shri Sanjay Asher and Smt. Purvi Sheth as Independent Directors are given in the Notice for approval by the Members.

Shri Sudhin Choksey, Shri Sudhir Mankad, Shri Sandesh Kumar Anand, Dr. Swaminathan Sivaram and Dr. Richard H. Rupp, Independent Directors have consented to act as Independent Directors for the second term, subject to approval of shareholders by way of Special Resolution. Accordingly, Special Resolutions for the

re-appointment of Shri Sudhin Choksey, Shri Sudhir Mankad, Shri Sandesh Kumar Anand, Dr. Swaminathan Sivaram and Dr. Richard H. Rupp as Independent Directors of your Company for second term of three (3) consecutive years are given in the Notice for approval by the Members.

Shri Nimesh Kampani and Prof. Indira Parikh, Independent Directors of the Company have expressed their desire not to be re-appointed as Independent Directors of the Company for second term. Accordingly, the Board of Directors do not recommend their re-appointment as Independent Directors of the Company for second term. The first term of appointment of Shri Nimesh Kampani and Prof. Indira Parikh is upto August 7, 2019 and August 8, 2019, respectively.

KEY MANAGERIAL PERSONNEL

As required under Section 203 of Companies Act, 2013 of Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 following persons are the Key Managerial Personnel of the Company:

1. Shri Deepak. C. Mehta, Chairman & Managing Director
2. Shri Umesh Asaikar, Executive Director & CEO
3. Shri Sanjay Upadhyay, Director-Finance & CFO
4. Shri Maulik Mehta, Whole-time Director
5. Shri Arvind Bajpai, Company Secretary

MEETINGS OF THE BOARD

During FY 2018-19, Four (4) Board Meetings were held. The details of Board Meetings with regard to their dates and attendance of each of the Directors thereat have been set out in the Report on Corporate Governance, which forms part of this Report.

INDEPENDENT DIRECTORS

The Independent Directors of your Company have furnished the declaration that they meet the criteria of independence as provided in Section 149 (7) of the Companies Act, 2013 and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of your Company confirms that the Independent Directors fulfill the conditions specified in Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent of the management.

PERFORMANCE EVALUATION

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors have carried out annual evaluation of its own performance, Board Committees and individual Directors.

The performance of the Board / Committee was evaluated after seeking inputs from all the Directors / Committee members on the

basis of the defined criteria including composition and structure, effectiveness of meetings, information and functioning.

Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated, on the basis of following evaluation criteria:

- Relevant Knowledge, Expertise and Experience.
- Devotion of time and attention to your Company's long term strategic issues.
- Addressing the most relevant issues for your Company.
- Discussing and endorsing your Company's strategy
- Professional Conduct, Ethics and Integrity.
- Understanding of Duties, Roles and Function as Independent Director.

Your Directors have expressed their satisfaction to the evaluation process.

AUDIT COMMITTEE

The Audit Committee consists of all Independent Directors with Shri Sudhin Choksey as the Chairman of the Committee. The other members of the Audit Committee are Shri Sudhir Mankad and Shri S. K. Anand. The terms of reference of the Audit Committee, details of meetings held during the year and attendance of members are set out in the Report on Corporate Governance, which forms part of this Report.

STATUTORY AUDITOR'S REPORT

The observations made in the Auditor's Report of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, read together with relevant notes thereon, are self-explanatory and hence do not call for any comments. There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their Report.

REPORTING OF FRAUD BY AUDITORS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and the rules made thereunder.

SECRETARIAL AUDITOR'S REPORT

The Secretarial Audit Report of M/s. KANJ & Co. LLP, Company Secretaries, Pune, for the Financial Year ended March 31, 2019 does not contain any qualification, reservation, adverse remark or disclaimer by the Secretarial Auditors.

The Secretarial Audit Report in Form MR-3 is annexed as Annexure - B, which forms part of this Report.

AUDITORS

(A) Statutory Auditors:

The Statutory Auditor of your Company, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration

No.: 117366W/W-100018), were appointed for a period of five (5) years at the 46th Annual General Meeting held on June 26, 2017.

The Companies (Amendment) Act, 2017 has waived the requirement for ratification of the appointment of Statutory Auditor by the shareholders at every Annual General Meeting. Hence, the ratification of appointment of Statutory Auditors by your Company is not required. Accordingly, the Statutory Auditor will continue to hold office till the conclusion of the 51st Annual General Meeting of the Company approved by the Members at the 46th Annual General Meeting of the Company.

(B) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit for the year ended March 31, 2019 was carried out by the Secretarial Auditors, M/s. KANJ & Co. LLP, Company Secretaries, Pune. The Board of Directors of your Company has appointed M/s. KANJ & Co. LLP, Company Secretaries, Pune to carry out Secretarial Audit of your Company for FY 2019-20.

(C) Cost Auditors:

The Board of Directors of your Company has appointed M/s. B. M. Sharma & Co., Cost Accountants, to conduct audit of your Company's cost records for FY 2019-20 at a remuneration of ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) plus applicable tax, travelling and other out of pocket expenses in connection with the said Audit. As required under the provisions of Companies Act, 2013, the remuneration of Cost Auditors as approved by the Board of Directors is subject to ratification by the shareholders at the ensuing Annual General Meeting.

The Cost Audit Report will be filed within the prescribed period of 180 days from the close of the Financial Year.

(D) Internal Auditors:

The Board of Directors has appointed M/s. Sharp & Tannan Associates, Chartered Accountants, as Internal Auditors of your Company to conduct the Internal Audit for FY 2019-20.

FIXED DEPOSITS

During FY 2018-19, your Company has not accepted or renewed any Fixed Deposits.

As on March 31, 2019, 37 warrants aggregating to ₹ 7,43,507 issued by your Company to the respective deposit holders towards compulsory repayment of deposits and interest thereon in accordance with the provisions of Section 74 of the Companies Act, 2013, remained uncleared. There has been no default in repayment of deposits or interest thereon during the year and there are no deposits outstanding as on March 31, 2019.

VIGIL MECHANISM

Your Company has adopted a Whistle Blower Policy, to provide a formal vigil mechanism to the Directors and employees to report their concerns about unethical behaviour, including actual or suspected leak of unpublished price sensitive information, actual or suspected fraud or violation of your Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

The Whistle Blower Policy is available on the website of your Company at <https://www.godeepak.com/investor-compliances/>

RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the Financial Year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Listing Regulations. There were no materially significant Related Party Transactions entered into by your Company during the year that would have required shareholders' approval under the Listing Regulations or the Act.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the name of the Related Party, nature and value of the transactions.

In line with the requirements of the Act and Listing Regulations, your Company has adopted a Policy on Related Party Transactions which is available on your Company's website at www.godeepak.com.

Details of transactions with Related Parties are provided in the accompanying Financial Statements. There were no transactions with Related Parties during the year which would require to be reported in Form AOC-2.

SUBSIDIARY / ASSOCIATE COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

As required under Rule 8(1) of the Companies (Accounts) Rules, 2014, the Board's Report has been prepared on a Standalone basis.

The Consolidated Financial Statements of your Company and its subsidiaries, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), forms part of the Annual Report and are reflected in the Consolidated Financial Statements of your Company.

The annual Financial Statements of the subsidiaries and related detailed information will be kept at the Registered Office of your Company, as also at the Registered Offices of the respective Subsidiary Companies and will be available to investors seeking information at any time. They are also available on the website of your Company. The Consolidated Financial results reflect the operations of subsidiary Companies, Deepak Phenolics Limited and Deepak Nitrite Corporation Inc. Your Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the Listing Regulations. The Policy, as approved by the Board, is uploaded on your Company's website.

PERFORMANCE OF SUBSIDIARIES

(a) Deepak Phenolics Limited

Deepak Phenolics Ltd. (DPL), a wholly-owned subsidiary of your Company commenced commercial production at its Mega-Plant for manufacturing Phenol & Acetone on November 1, 2018.

DPL has reported Revenue from Operations of ₹ 913.50 Crores for the period ended March 31, 2019 and Net Profit for the period was ₹ 35.88 Crores.

(b) Deepak Nitrite Corporation Inc. (USA)

Deepak Nitrite Corporation Inc. ('DNC') is a wholly owned subsidiary company incorporated in the United States of America to cater to the marketing requirements of your Company in North and South American region. DNC actively does market research and scouts for market and potential customers for your Company's products in the North and South American region. DNC also provides warehousing, distribution and customer relationship management services.

During FY 2018-19 the Total Revenue of DNC was USD 1,78,347 and the Net Income for the period was USD 4,888.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the Financial Statements of your Company's subsidiaries in Form AOC-1 is attached to the Financial Statements.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Particulars of Loans granted and Investments made by your Company have been disclosed in the Financial Statements, forming part of the Annual Report.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of your Company since the close of Financial Year i.e. since March 31, 2019 and the date of this Report. Further, it is hereby confirmed that there has been no change in the nature of business of your Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013 ("the Act"), the Board of Directors of your Company, to the best of their knowledge and ability, confirm that:

- (a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and there are no material departures;
- (b) they have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the Financial Year and of the profit of your Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the Annual Accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively;
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE

A separate report on Corporate Governance is provided together with a Certificate from a Practising Company Secretary, M/s. KANJ & Co. LLP, Company Secretaries, Pune regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations.

BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Report on your Company's business as required by Regulation 34(2) of the Listing Regulations, initiatives on environmental, social and governance aspects forming part of this Report is annexed as Annexure - C.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility (CSR) activities of your Company are being implemented through Deepak Foundation, the group's charitable trust encompassing social interventions in various developmental domains such as Health, Education, Livelihood, etc.

During FY 2018-19, your Company has spent ₹ 250 Lakhs on CSR activities, against the requirement of ₹ 213 Lakhs, being 2% of average of the net profits for the preceding three years.

Your Company has a policy on Corporate Social Responsibility and the same has been posted on the website of the Company at www.godeepak.com. The Report on CSR activities in terms of the requirements of Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as Annexure - D, which forms part of this Report.

NOMINATION AND REMUNERATION POLICY

Your Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Senior Management employees pursuant to the requirement of Section 178 of the Companies Act, 2013 and Listing Regulations.

The Nomination and Remuneration Policy of your Company is annexed as Annexure - E.

EXTRACTS OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in the prescribed form i.e. Form MGT-9 is annexed herewith as Annexure - F, which forms part of this Report.

ANNUAL RETURN

Pursuant to provisions of Section 92 (3) of the Companies Act, read with Rule 8A (1) of the Companies (Accounts) Rules, 2014 as amended from time to time, your Company has uploaded draft Annual Return for the Financial Year ended March 31, 2019 on the website of your Company at <https://www.godeepak.com/investor-compliances/>.

PARTICULARS OF EMPLOYEES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been annexed to this report as Annexure - G.

Details of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available at the Registered Office of your Company during working hours, 21 days before the 48th Annual General Meeting and shall be made available to any shareholder on request. Such details are also available on your Company's Website www.godeepak.com.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to the requirement of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the relevant data pertaining to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are provided in Annexure - H of this Report.

STATE OF COMPANY'S AFFAIRS

The state of your Company's affairs is given under the heading 'Performance Review' and various other headings in this Report and in the Management Discussion and Analysis, which forms part of the Annual Report.

SIGNIFICANT OR MATERIAL ORDERS PASSED AGAINST THE COMPANY

Pursuant to the requirement of Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, it is confirmed that during FY 2018-19 there were no significant or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and your Company's operations in future.

SECRETARIAL STANDARDS OF ICSI:

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS - 1) and General Meetings (SS - 2) issued by The Institute of Company Secretaries of India and approved by the Central Government.

INTERNAL CONTROL SYSTEMS:

Your Company has in place adequate Internal Control Systems, including Internal Financial Controls. The Internal Control System is exercised through documented policies, guidelines and procedures to ensure compliance with various policies, practices and statutes, and that all assets are safeguarded and protected against loss from unauthorised use or disposition and that those transactions are authorised, recorded and reported correctly.

The Internal Auditor carries out extensive audits throughout the year across all locations and across all functional areas.

The audit observations and corrective actions taken thereon are periodically reviewed by the Audit Committee to ensure effectiveness of the Internal Control System. The Internal Control system is designed to ensure that the financial and other records are reliable for preparing Financial Statements and other data, and for maintaining accountability of persons.

RISK MANAGEMENT:

Your Company has in place a Risk Management framework to identify, evaluate and monitor business risks and challenges across your Company. The Risk Management Policy, pursuant to Section 134 of the Companies Act, 2013 has been adopted based on this framework. The Risk Management Policy provides for creation of a Risk Register, identification of risks and formulating mitigation plans. The enterprise risks for your Company are identified by the respective Risk Managers and presented to the Board for review. Your Company has duly constituted Risk Management Committee. The Committee reviews your Company's performance against identified risks, formulates strategies towards identifying new and emergent risks that may materially affect your Company's overall risk exposure and reviews the Risk Management Policy and structure.

The Board of Directors reviews the risk assessment and minimization procedures regularly. The Risk Register gets updated periodically, to ensure that the risks remain relevant at any point

in time and corresponding mitigation measures are effective. This provides a proactive and value adding review process which enables maintaining the risk profile at an acceptable level in a rapidly changing environment.

RESEARCH & DEVELOPMENT:

Your Company has a Research & Development (R&D) facility at Nandesari, Gujarat with pilot plants at Roha, Maharashtra and Nandesari, Gujarat. The Department of Scientific and Industrial Research (DSIR), New Delhi, on behalf of Government of India vide letter August 10, 2017 has recognized your Company's in-house R&D facilities for further period of 3 years i.e. upto March 31, 2020.

Your Company continues to invest in a comprehensive Research & Development programme leveraging its world-class infrastructure, benchmarked processes, state-of-the-art technology and a business-focused R&D strategy.

Your Company's R&D center at Vadodara focuses on innovation of new compounds in order to substitute imports of pharmaceutical and agrochemical intermediates, innovation and development of speciality chemicals and personal care intermediates and value added products from by-products.

Your Company continues to focus its R&D efforts on process improvement of its existing products, recovery of products from effluents. The R&D departments also helps in troubleshooting in manufacturing departments.

Your Company is a knowledge led entity and has spruced up its R&D facility for innovation and to collaborate with its customers to understand consumer preference and develop new product applications to cater to the needs of its customers. Your Company focuses its R&D efforts to develop cost effective, cleaner technologies to improve profitability. Through its R&D capabilities, your Company has been successful in developing and enhancing its portfolio of cutting edge products. Your Company believes that its ability to develop new product applications and ability to customize products to suit customer needs have helped in expanding its customer base, thereby enabling it to establish leadership position.

SAFETY, HEALTH & ENVIRONMENT:

Your Company believes in responsible chemistry for sustainable future through its commitment to the principles of Responsible Care. The continual improvement of safety, health, environment protection, energy and resources efficiency and social responsibility is inbuilt in the strategy of your Company.

Your Company has laid down policies, principles and standards which are mandatory for all its manufacturing units for adherence. It aims to achieve excellence in environment protection, health management and safety across its businesses. Your Company's Environment, Health and Safety (EHS) Policy also specifies the EHS requirements to be observed by its suppliers, contractors & others.

Your Company has adopted global principles of sustainable development, Responsible Care and management system standards. It has undertaken several environmental initiatives in the areas of reduction in greenhouse gases and energy efficiency programs.

Your Company has system to ensure compliance to the requirements of applicable laws and regulations. Manufacturing locations of your Company has facilities for the proper treatment of effluents. Your Company's emissions, effluents and wastes are within the permissible limits.

Employees' health and safety is accepted as a core business value at your Company. The top management of your Company continuously works towards establishing, sustaining and improving the safety culture.

All manufacturing plants and corporate office of your Company has Quality, Environment & Occupational Health & Safety Management Systems as per revised standards for ISO 9001, ISO 14001 & OHSAS 18001.

Your Company has Process Safety Management (PSM) system at all manufacturing locations. It has carried out Safety Integrity Level (SIL) based HAZOP studies and Layer of Protection Analysis (LOPA) study for existing and new processes and products. The outcomes of these studies are being used to enhance Process Automation in all the Units, which in turn improves process safety at the sites.

Your Company had zero lost time incidents during the year. Good engineering practices, preventive checking systems, safety awareness and training has helped your Company in maintaining its operations and workplace free from incidents.

Your Company regularly monitors the occupational health of employees working in designated hazardous areas with respect to exposure to hazardous chemicals and processes. It also monitors employees for any indications of lifestyle or work-style related diseases and provides counseling. Well-equipped Occupational Health Centers are in place at all manufacturing locations to monitor health of employees on regular basis.

Your Company has accepted and implemented the principles of Together for Sustainability (TfS) and has fetched the prestigious 75% score in Together for Sustainability (TfS) Audit by Intertek.

Your Company is founder member of Nicer Globe initiative. It takes utmost care during transportation and ensures compliance with all checks and measures for a safe and secured delivery. All raw materials and products within supply chain framework of your Company are transported in a secure manner, for the safety of its customers, carriers, suppliers, distributors and contractors.

Your Company proactively fulfills the environmental requirements of customers by delivering products that match international standards.

HUMAN RESOURCES:

Your Company considers its employees as most valuable resource and ensures strategic alignment of Human Resource practices to business priorities and objectives. Your Company's constant endeavour is to invest in people and processes to improve human capital for the organisation and service delivery to its customers. Attracting, developing and retaining the right talent will continue to be a key strategic initiative and the organisation continues to be focussed on building up the capabilities of its people. Given growth plans of your Company, an important strategic focus of your Company is to continue not only to nurture its human capital, but also proactively focus on preparing all employees for the challenges of the future. Your Company strives to provide a healthy, conducive and competitive work environment to enable the employees excel and create new benchmarks of productivity, efficiency and customer delight. Your Company always believes in maintaining mutually beneficial industrial relations with the Union, which are of paramount importance for success of any organisation and hence the industrial relations have always been smooth, cordial and trusting.

INSURANCE:

All the insurable interests of your Company including inventories, buildings, plant and machinery are adequately insured against risk of fire and other risks.

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has in place an Anti-Discrimination and Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. No complaint was received from any employee during FY 2018-19 and hence no complaint is outstanding as on March 31, 2019 for redressal.

ACKNOWLEDGEMENT:

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Board also places on record its appreciation for the continued cooperation and support received by your Company during the year from investors, bankers, financial institutions, customers, business partners, all regulatory and government authorities and other stakeholders.

For and on behalf of the Board

Deepak C. Mehta

Chairman & Managing Director

(DIN: 00028377)

Place: Vadodara

Date : May 3, 2019

Annexure - A

Dividend Distribution Policy

1. INTRODUCTION

The Securities and Exchange Board of India (SEBI) on July 8, 2016 has notified the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulation, 2016.

Vide these Regulations, SEBI has inserted Regulation 43A after Regulation 43 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, which requires top five hundred listed entities (based on market capitalization calculated as on March 31 of every Financial Year) to formulate a Dividend Distribution Policy, which shall be disclosed in its Annual Report.

Deepak Nitrite Limited ('the Company'), being one of the five hundred companies as per the criteria mentioned above; the Board of Directors has approved and adopted this Dividend Distribution Policy at their meeting held on May 4, 2018, being the effective date of the Policy.

2. OBJECTIVES AND SCOPE

This Policy lays down the broad framework which will act as a guiding principle for the purpose of declaring or recommending Dividend during or for any Financial Year, by the Company.

The intent of the Policy is to broadly specify the external and internal factors including financial parameters that shall be considered while declaring Dividend and the circumstances under which shareholders of the Company may or may not expect Dividend and how the retained earnings shall be utilized etc.

The Policy, however, is not an alternative to the decision making process of the Board for recommending Dividend and the Board may take into consideration other factors as well in addition to those enumerated in this Policy.

3. APPLICABILITY

This Policy shall apply to the Dividend on the Equity Shares of the Company. Presently, the Company has only one class of Equity Shares.

This Policy shall not apply to determination and declaration of Dividend on preference shares, as and when issued by the Company, as the same will be as per the terms of issue of such preference shares, approved by the shareholders.

4. DEFINITIONS

4.1. **"Board of Director"** or **"Board"** shall mean the Board of Directors of the Company, as constituted from time to time.

4.2. **"Companies Act"** or **"Act"** shall mean the Companies Act, 2013 and Rules framed thereunder, including any amendments, modifications, clarifications or re-enactment thereof, for the time being in force.

4.3. **"Dividend"** includes any interim dividend.

4.4. **"Financial Year"** a consecutive period of 12 months ending March 31.

4.5. **"Policy"** means this Dividend Distribution Policy.

4.6. **"Regulations"** shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, including any amendments, modifications, clarifications or re-enactment thereof, for the time being in force.

5. DECLARATION OF DIVIDEND

5.1 Subject to provisions of the Act, Dividend may be declared and paid out of:

- (a) Profits of the Company for the Financial Year for which the Dividend is to be paid after setting off carried over losses of the previous Financial Year and depreciation not provided in the previous Financial Year(s);
- (b) Undistributed profits of the previous Financial Years remaining undistributed after providing for depreciation in accordance with the Act and/or Regulations; or
- (c) Out of (a) and (b) both.

5.2 Before declaration of Dividend, the Company may transfer a portion of its profits to reserves of the Company as may be considered appropriate by the Board at its discretion.

6. PARAMETERS FOR DECLARATION OF DIVIDEND

6.1 The Board of Directors may consider the following financial parameters, internal and external factors while recommending or declaration of the Dividend:

A. Financial Parameters / Internal Factors

- Operating cash flow of the Company
- Profit earned during the Financial Year and available for distribution.
- Earnings Per Share (EPS)
- Gross Dividend payout ratio
- Financial Ratios
- Business expansion and growth
- Company's liquidity position and future cash flow need
- Stipulation / covenants in loan Agreements
- Such other factors as the Board may deem fit from time to time

B. External Factors

- Economic environment
- Capital markets
- Global conditions
- Industry outlook and growth rate
- Economic and regulatory framework
- Governmental policies

6.2 While recommending or declaring Dividend, the Board will consider adequacy of profit calculated in accordance with the applicable provisions of the Act and Indian Accounting Standards. The Board of Directors may, in exceptional circumstances, consider utilising retained earning for declaration of Dividend subject to the provisions of the Act and/or Regulations.

7. CIRCUMSTANCES UNDER WHICH SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

Dividend payout is a crucial decision as it determines the share of profit to be distributed amongst the shareholders and share of profit to be retained in the business. The decision seeks to balance the dual objectives of appropriately rewarding shareholders through Dividends and retaining profits in order to maintain a healthy capital adequacy ratio to support future growth. The shareholders of the Company may not normally expect Dividend in the following circumstances, subject to discretion of Board of Directors:

- In case the Company has incurred losses or inadequacy of profit
- It would in the interest of the Company to re-invest / plough back the profits of the Company for major expansion / diversification requiring major funding
- Any other unforeseen event which would restrict ability to recommend Dividend

8. UTILISATION OF RETAINED EARNINGS

The Board of Directors may retain its earnings in order to make better use of available funds and increase the value of the stakeholders in the long run. The decision of utilisation of the retained earnings of the Company shall be based on the following:

- Market expansion plan
- Product expansion plan
- Increase in production capacity
- Replacement of capital assets
- Diversification of business
- Long term strategic plans
- Dividend payment
- Such other criteria as the Board may deem fit from time to time

- Such purpose as may be permitted under the Act and/or Regulations

9. PROCEDURE

- 9.1 Pursuant to provisions of the Act, the Regulations and the Policy, interim Dividend approved by the Board of Directors will be confirmed by the shareholders and final Dividend, if any, recommended by the Board of Directors, will be subject to shareholders' approval, at the ensuing Annual General Meeting of the Company.
- 9.2 The Members, whose name appears in the Register of Member as on Record Date/Book Closure, as may be decided by the Board of Directors, shall be entitled for Dividend.
- 9.3 The Dividend shall be paid to the Members within the limit prescribed under the Act and/or Regulations.
- 9.4 The Company shall ensure compliance of provisions of the Act and/or Regulations and this Policy in relation to Dividend declared by the Company.

10. PARAMETERS WITH REGARD TO VARIOUS CLASSES OF SHARES

Since the Company has issued only one class of Equity Shares with equal voting rights, all the Members of the Company are entitled to receive the same amount of Dividend per Equity Share. The Policy shall be suitably revised at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

11. DISCLOSURES

The Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company.

12. REVIEW AND AMENDMENTS

- 12.1 This Policy will be reviewed by the Board of Directors of the Company as they deem necessary.
- 12.2 The Board of Directors on its own can amend this Policy, as and when deem fit.
- 12.3 In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

For and on behalf of the Board

Deepak C. Mehta

Chairman & Managing Director
(DIN: 00028377)

Place: Vadodara
Date : May 3, 2019

Annexure - B

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
 The Members,
 DEEPAK NITRITE LIMITED,
 Aaditya-I, Chhani Road,
 Vadodara 390 024,
 Gujarat.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Deepak Nitrite Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996, and the Regulations and Bye-laws framed thereunder;
- (iv) The Depositories Act, 2018, and the Regulations and Bye-laws framed thereunder;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: There were no events occurred during the period which attracts provisions of these Regulations, hence not applicable.
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: There were no events occurred during the period which attracts provisions of these Regulations, hence not applicable.
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: There were no events occurred during the period which attracts provisions of these Regulations, hence not applicable.
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993: There were no events occurred during the period which attracts provisions of these Regulations, hence not applicable.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: There were no events occurred during the period which attracts provisions of these Regulations, hence not applicable; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 : There were no events occurred during the period which attracts provisions of these Regulations, hence not applicable.

- (vii) Other laws as applicable specifically to the Company;
- a) The Environment (Protection) Act, 1986,
 - b) The Water (Prevention & Control of Pollution) Act, 1974,
 - c) The Air (Prevention & Control of Pollution) Act, 1981,
 - d) Public Liability Insurance Act, 1991,
 - e) Explosives Act, 1884,
 - f) Hazardous Wastes (Management, Handling and Trans-boundary Movement) Rules, 2008,
 - g) Petroleum Act, 1934 and Rules made thereunder.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the mentioned Acts, Rules, Regulations, Guidelines, Standards, etc.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decision in the Board meetings were carried through by majority while there were no dissenting members' views and hence not captured and recorded as part of the Minutes.

We further report that:

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company does not has any events having a major bearing on it's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Dinesh Joshi

Designated Partner,

KANJ & CO. LLP,

Company Secretaries

Place: Pune

Date: May 3, 2019

FCS No: 3752

C P No: 2246

To,
The Members,
DEEPAK NITRITE LIMITED,
Aaditya-I, Chhani Road,
Vadodara 390024,
Gujarat.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Dinesh Joshi
Designated Partner,

KANJ & CO. LLP,
Company Secretaries
FCS No: 3752
C P No: 2246

Place: Pune
Date: May 3, 2019

Annexure - C

Business Responsibility Report

[As per Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	:	L24110GJ1970PLC001735
2	Name of the Company	:	DEEPAK NITRITE LIMITED
3	Registered Address	:	Aaditya-I, Chhani Road, Vadodara -390 024, Gujarat, India
4	Website	:	www.godeepak.com
5	E-mail -Id	:	investor@godeepak.com
6	Financial Year reported	:	April 1, 2018 to March 31, 2019
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	:	Commodity Chemicals NIC Code: 24121
8	List of three key products/services that the Company manufactures/provides (as per Balance sheet)	:	1) Sodium Nitrite 2) Ethyl Hexyl Nitrate (EHN) 3) Optical Brightening Agent
9	Total number of locations where business activity is undertaken by the Company	:	(a) Number of International Locations - 01 [#] (b) Number of National Locations - 09 [#] through wholly-owned subsidiary
10	Markets served by the Company	:	National and International

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid up Capital (INR)	:	₹ 2,727.86 Lakhs
2	Total Turnover (INR)	:	₹ 1,79,191.87 Lakhs
3	Profit After Tax (INR)	:	₹ 13,804.21 Lakhs
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	:	Company's total spending on CSR for the Financial Year 2018-19 is ₹ 250 Lakhs which is 1.81% of PAT.
5	List of activities in which expenditure in 4 above has been incurred:-		
	A. Health Care		
	<ul style="list-style-type: none"> Comprehensive Emergency Obstetric Newborn Care (CEmONC) Mobile Health Unit Help Desk Project Integrated Child Development Scheme De-addiction and Rehabilitation Center 		
	B. Skill Development/ Education		
	<ul style="list-style-type: none"> English & Maths Education at Nandesari School Home Health Aide Course Mobile Library Samaj Suraksha Sankul - Vocational Training Enterprenual Activities through SHG 		

SECTION C: OTHER DETAILS

1	Does the Company have any Subsidiary Company/ Companies?	:	Yes. The Company has 2 wholly owned subsidiaries.
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	:	The subsidiary companies participate in the BR initiatives of the Company by following the basic principles and practices of the Parent Company, to the extent applicable.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities?	:	The Company encourages its Business Associates to support Company's BR initiatives, to the extent feasible.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for Business Responsibility

a	Details of the Director/Directors responsible for implementation of the BR policy/policies	a	DIN Number	:	06595059
		b	Name	:	Shri Umesh Asaikar
		c	Designation	:	Executive Director & CEO
b	Details of the BR head	a	DIN Number	:	06595059
		b	Name	:	Shri Umesh Asaikar
		c	Designation	:	Executive Director & CEO
		d	Telephone Number	:	0265-3960200
		e	Email ID	:	umesh@godeepak.com

2. Principle-wise (as per National Voluntary Guidelines (NVGs)) Business Responsibility (BR) Policy/policies

At Deepak Nitrite Limited, Business Responsibility is guided by “National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business” released by the Ministry of Corporate Affairs, which articulates nine principles as below:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.
P5	Businesses should respect and promote Human Rights.
P6	Business should respect, protect and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of Compliances

S. No.	Question(s)	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Yes								
3	Does the policy conform to any national / international standards? If yes, specify?	Most of the policies are aligned to various standards such as Responsible care principles, Together for Sustainability System, ISO 9001, ISO 14001 & OHSAS 18001 system.								
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Policies mandated under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 are approved by the Board and other policies are approved by the Executive Director & Chief Executive Officer of the Company and signed by the Executive Director & Chief Executive Officer of the Company.								
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	The Company has Audit Committee, Corporate Social Responsibility Committee to oversee implementation of respective policies. For other policies, the Functional Heads are authorized to oversee the implementation thereof.								
6	Indicate the link for the policy to be viewed online?	The policies which are mandatorily required to be placed on the website of the Company can be viewed on https://www.godeepak.com/investor-compliances/ . All other policies are available on the Company's internal network.								

S. No.	Question(s)	P1	P2	P3	P4	P5	P6	P7	P8	P9
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	All the policies have been communicated to all relevant internal and external stakeholders of the Company. The policies for all relevant internal stakeholders are available on the internal network and for external stakeholders, the policies are available on Company's website www.godeepak.com								
8	Does the Company have in-house structure to implement the policy/ policies?	Yes, the Company has necessary structure in place to implement the policies.								
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes, the Company provides the redressal mechanism for all kinds of grievances.								
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The Policy relating to Environment, Health and Safety are evaluated by internal as well as external ISO audit agencies. Other policies are evaluated internally or by respective Committee.								

3. Governance related to BR

a.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	The Chairman & Managing Director, the Executive Director & CEO, the Director - Finance & CFO, the Whole-time Director review the Business Responsibility performance of the Company during the monthly review meetings. The action points that emerge from the discussions at these meetings are recorded, implemented wherever necessary and reviewed in the subsequent meetings. Besides, the CSR Committee of the Board reviews the social performance of the Company on yearly basis.								
b.	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The Business Responsibility Report forms part of the Directors' Report. The Report can be viewed on the website of the Company at www.godeepak.com .								

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1 : Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1.	Does the policy relating to ethics, bribery and corruption cover only the company? Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/ NGOs /Others?	<p>The Company strives to adhere to the highest standards of integrity and behavior and ensure compliance and adherence to law and internal policies through its compliance systems.</p> <p>The Board of Directors of the Company has also adopted a Code of Conduct ('Code') which applies to the Directors, Key Managerial Personnel, Senior Management and other employees of the Company. The Company obtains an annual confirmation affirming compliance with the Code from the Directors, Key Managerial Personnel and the Senior Management employees every year.</p>								
2.	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	The Company has not received any complaint from any stakeholders relating to ethics, bribery and corruption during the Financial Year 2018-19.								

Principle 2 : Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1.	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	Sodium Nitrite Optical Brightening Agent Ethyl Hexyl Nitrate
2.	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):	The Company is in process to establish the procedures for sustainable sourcing including transportation. Currently, the Company expects its suppliers to abide by Responsible Care, ISO 9001 and ISO 14001 Standard.
a.	Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?	
b.	Reduction during usage by consumers (energy, water) has been achieved since the previous year?	
3.	Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably?	Company is in process to implement system for sustainable sourcing. Environmental concerns are being assessed while Supplier evaluation.
4.	Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	The Company gives preference to the manufacturers and service providers located near-by. The Company provides feedback to them to improve their quality in compliance to its requirement, enhance capacity and capability particularly in the areas of manufacturing and fabrication and safety, health and environment.
5.	Does the Company have a mechanism to recycle products and waste?	Yes. Mechanism is in place to ensure sale /reuse/recycle waste material, wherever feasible.

Principle 3: Businesses should promote the wellbeing of all employees

1.	Total number of Employees	There were 1,362 permanent employees as on March 31, 2019.		
2.	Total number of employees hired on temporary/contractual/casual basis	There were 1,760 employees hired on temporary/contract/casual basis as on March 31, 2019.		
3.	Number of permanent women employees.	There were 32 permanent women employees as on March 31, 2019.		
4.	Number of permanent employees with disabilities	There were 10 permanent employees with disabilities as on March 31, 2019.		
5.	Do you have an employee association that is recognized by management	Yes, The Company has recognised unions in Nandesari, Roha, Taloja and Hyderabad.		
6.	What percentage of your permanent employees is members of this recognized employee association?	20% of the total permanent employees are members of recognised union.		
7.	Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last Financial Year and pending, as at the end of the Financial Year.			
	S. No.	Category	No. of Complaints filed during the Financial Year	No of Complaints pending as at the end of Financial Year
	1	Child Labour / Forced Labour / Involuntary Labour	Nil	Nil
	2	Sexual Harassment	Nil	Nil
	3	Discriminatory Employment	Nil	Nil
8.	Percentage of under mentioned employees who were given safety & skill up-gradation training in the last year?			
	S. No.	Employees Category	Employees imparted safety training	Employees imparted skill up-gradation training
	a.	Permanent Employees	91.92%	70.48%
	b.	Permanent Women Employees	96.50%	100.00%
	c.	Casual/Temporary/Contractual Employees	93.63%	49.63%
	d.	Employees with Disabilities	87.50%	100.00%

Principle 4 :Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1.	Has the Company mapped its internal and external stakeholders?	The Company has mapped its internal and external stakeholders. They are community, consumers, customers, employees, Government, lenders, NGOs and the Shareholders.
2.	Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders.	The Company has identified poor, tribals, women and children as marginalized and disadvantaged groups through needs assessment and engagement with local communities in and around the Company's manufacturing sites under its Corporate Social Responsibility (CSR) initiatives. The Company has undertaken various programmes under its CSR Policy in the areas of health, education and livelihood for such marginalized and disadvantaged groups.
3.	Special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders	The initiatives undertaken by the Company for the disadvantaged, vulnerable and marginalized stakeholders are elaborated in Principle 8 and in the Annexure – D of the Directors' Report.

Principle 5: Businesses should respect and promote human rights

1.	Does the policy of the Company on Human Rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?	The Company follows its policy on Human Rights which are applicable to the Company, its Subsidiary and Contractors.
2.	How many stakeholder complaints have been received in the past Financial Year and what percent was satisfactorily resolved by the management?	The Company has not received any stakeholder complaints in the Financial Year 2018-19 related to Human Rights.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1.	Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others?	The policy related to Principle 6 covers the Company, its Subsidiaries, Joint Ventures, Suppliers, Contractors and NGOs.
2.	Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc? If yes, please give hyperlink for webpage etc.	The Company practices global principles of sustainable development and principles of Responsible Care. It includes global environmental issues such as climate change, global warming etc.
3.	Does the Company identify and assess potential environmental risks?	Yes. The Company identifies and assess potential environmental risk relating to its business, if any.
4.	Does the Company have any project related to Clean Development Mechanism? If Yes, whether any environmental compliance report is filed?	Company adopts clean development mechanism wherever feasible. However, such projects was not undertaken during the year.
5.	Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. If yes, please give hyperlink for web page etc.	The Company is continuously improving its environmental performance for its existing products and do thorough analysis for new products.
6.	Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB/SPCB for the Financial Year being reported?	Yes. The effluents, emissions and wastes generated by the manufacturing facilities of the Company are within the permissible limits given by SPCB.
7.	Number of show cause / legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as at the end of Financial Year.	There are no show cause / legal notices received from Central and State Pollution Control Boards which are pending as at the end of Financial Year 2018-19.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1.	Is the Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.	As on March 31, 2019, your Company is a member of the following trade associations: a. FICCI: The Federation of Indian Chambers of Commerce and Industry b. FGI: Federation of Gujarat Industries c. GEO: Gujarat Employees Organisation d. ICC: Indian Chemical Council
2.	Have you advocated/lobbied through above associations for the advancement or improvement of public good? If yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others).	The Company supports the initiatives taken by above associations in their endeavor for the advancement or improvement of public good.

Principle 8 : Businesses should support inclusive growth and equitable development

1.	Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8?	The Company takes up programme/ initiatives/ projects in pursuit of the principle of inclusive growth and equitable development in pursuance of its Corporate Social Responsibility ('CSR') Policy. Detailed information about the specified programme and initiatives undertaken during the Financial Year 2018-19 in pursuit of the CSR Policy has been given in Annexure - D to the Directors' Report.
2.	Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/ any other organization?	The programmes/projects are undertaken through Implementing Agency, Deepak Foundation and Deepak Medical Foundation.
3.	Have you done any impact assessment of your initiative?	The CSR programmes and their impacts/ outcomes are monitored and reviewed by the CSR Committee of the Board and management periodically, to understand the impact of these programmes.
4.	What is your Company's direct contribution to community development projects.	During the Financial Year 2018-19, the Company spent ₹ 250 Lakhs on various CSR initiatives, detailed in Annexure - D to the Directors' Report.
5.	Have you taken steps to ensure that this community development initiative is successfully adopted by the community?	Implementation of the CSR programmes/projects is ensured through site visits, obtaining periodic progress reports from Implementing Agency.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1.	What percentage of customer complaints/consumer cases are pending as on the end of Financial Year.	There were no customer complaints / consumer cases pending as at the end of Financial Year 2018-19.
2.	Does the Company display product information on the product label, over and above what is mandated as per local laws?	Yes, the Company adheres to all the applicable statutory laws regarding product labeling and displays relevant information on product label.
3.	Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as at end of Financial Year.	There have been no cases relating to unfair trade practices, irresponsible advertising and/or anti-competitive behavior against the Company during the last five years and as at the end of Financial Year 2018-19.
4.	Did the Company carry out any consumer survey/ consumer satisfaction trends?	Customer satisfaction surveys are being conducted frequently for feedback, betterment of the products and improving delivering mechanism.

For and on behalf of the Board

Deepak C. Mehta

Chairman & Managing Director
(DIN: 00028377)

Place : Vadodara
Date : May 3, 2019

Annexure - D

Report On Corporate Social Responsibility

1. A brief outline of the Company's Corporate Social Responsibility (CSR) Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:

Outline of Company's CSR Policy:

The Company's CSR policy is to remain a responsible corporate entity mindful of its social responsibilities to all stakeholders including consumers, shareholders, employees, local community and society at large.

Overview of Projects or programs undertaken:

Various projects and programs are being undertaken as per the CSR policy of the Company. The major Programs are CEmONC, Mobile Health Unit, Help Desk Project, ICDS, De-addiction and Rehabilitation Centre in the field of Healthcare and Skill Development Educations. The details of these programs undertaken by the Company during the Financial Year 2018-19 are provided as under.

Weblink to the CSR Policy of the Company:

<https://www.godeepak.com/investor-compliances/>

2. The Composition of CSR Committee: The CSR Committee comprises of Shri Sudhir Mankad as Chairman and Dr. S. Sivaram, Shri Deepak C. Mehta and Shri Umesh Asaikar as members.
3. Average Net Profit of the Company for the last three Financial Years: ₹ 10,648 Lakhs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 213 Lakhs.
5. Details of CSR Spent during the Financial Year
 - (a) Total amount to be spent for the Financial Year: ₹ 213 Lakhs
 - (b) Amount unspent, if any: NIL
 - (c) Manner in which the amount was spent during the Financial Year is detailed below:

(₹ In Lakhs)							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and District Where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads 1. Direct Expenditure On projects or programs 2. Overheads	Cumulative expenditure up to the reporting period	Amount Spent: Direct or through Implementing Agency
1	CEmONC ¹	Health care	Jabugam Dist.: Vadodara State: Gujarat	39.00	50.14 0.00 50.14	138.63 (88.49)	Implementing Agency
2	English & Maths Education at Nandesari School	Skill Development/ Education	Nandesari Dist: Vadodara State: Gujarat	3.00	2.31 0.10 2.41	3.43 (1.02)	Implementing Agency
3	Mobile Health Unit	Health Care	Dahej Dist: Bharuch State: Gujarat	26.51	25.00 1.59 26.59	128.13 (101.54)	Implementing Agency
4	Help Desk Project	Health Care	Vadodara Dist: Vadodara State: Gujarat	15.00	12.38 1.26 13.64	50.03 (36.39)	Implementing Agency
5	Mobile Health Unit	Health Care	Roha Dist: Raigad State: Maharashtra	22.70	20.44 2.01 22.45	84.13 (61.68)	Implementing Agency

(₹ In Lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and District Where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads 1. Direct Expenditure On projects or programs 2. Overheads	Cumulative expenditure up to the reporting period	Amount Spent: Direct or through Implementing Agency
6	ICDS ²	Health Care	Nandesari Dist: Vadodara State: Gujarat	29.00	26.78 1.87 28.65	110.44 (81.79)	Implementing Agency
7	DOHC ³	Health Care	Nandesari Dist: Vadodara State: Gujarat	-	-	74.15 (74.15)	Implementing Agency
8	Home Health Aide Course	Skill Development/ Education	Vadodara Dist: Vadodara State: Gujarat Hyderabad Dist: Hyderabad State: Telangana	40.00	33.24 2.15 35.39	112.53 (77.14)	Implementing Agency
9	Mobile Library	Skill Development/ Education	Roha Dist: Raigad State: Maharashtra	15.00	12.28 1.08 13.36	37.63 (24.27)	Implementing Agency
10	De-addiction and Rehabilitation Centre	Health Care	Hyderabad Dist: Hyderabad State: Telangana	17.70	15.73 1.38 17.12	46.88 (29.77)	Implementing Agency
11	Mobile Library	Skill Development/ Education	Nandesari Dist: Vadodara State: Gujarat	10.36	11.21 0.94 12.15	12.15 -	Implementing Agency
12	Mobile Library	Skill Development/ Education	Hyderabad Dist: Hyderabad State: Telangana	11.63	8.00 0.48 8.48	8.49 -	Implementing Agency
13	Entrepreneurial Activities through SHG	Skill Development/ Education	Nandesari Dist: Vadodara State: Gujarat	5.70	4.62 0.60 5.22	5.22 -	Implementing Agency
14	Samaj Suraksha Sankul	Skill Development/ Education	Vadodara Dist: Vadodara State: Gujarat	2.50	2.50 - 2.50	2.50 -	Implementing Agency
15	Management Cost	-	NA	11.90	11.90	44.72 (32.82)	Implementing Agency
	TOTAL			250.00	250.00		

1. Comprehensive Emergency Obstetric Newborn Care.
2. Integrated Child Development Scheme
3. Deepak Occupational Health Centre
4. Figures in Brackets are of previous Financial Year i.e. 2017-18.

6. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company.

Deepak C. Mehta
 Chairman & Managing Director
 (DIN: 00028377)

Sudhir Mankad
 Chairman of CSR Committee
 (DIN: 00086077)

Annexure - E

Nomination and Remuneration Policy

1. INTRODUCTION

A transparent, fair and reasonable process for determining the appropriate remuneration at all levels of the Company is required to ensure that shareholders remain informed and confident in the management of the Company. To harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the Listing Regulations as amended from time to time, this policy on nomination and remuneration of Directors on the Board of the Company, Key Managerial Personnel and other employees in the Senior Management is formulated in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and of the Listing Regulations with the Stock Exchanges.

This Policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, appointment and removal of the Directors, Key Managerial Personnel and Senior Management employees and matters relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

Pursuant to the requirement of Section 178 of the Companies Act, 2013 and the Listing Regulations with the Stock Exchanges, the Company has a duly constituted Nomination and Remuneration Committee.

2. OBJECTIVE OF THE POLICY

2.1. The objective of this Policy is to outline a framework to ensure that the Company's remuneration levels are aligned with best industry practices and are good enough to attract and retain competent Directors on the Board, Key Managerial Personnel and the Senior Management Personnel of the quality required. The key objectives of this Policy include:

- (i) guiding the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management employees.
- (ii) evaluating the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- (iii) recommending to the Board the remuneration payable to the Directors and setting forth a policy for determining remuneration payable to Key Managerial Personnel and Senior Management employees.

2.2. While determining the remuneration for the Directors, Key Managerial Personnel and Senior Management employees, regard should be given to prevailing market conditions,

business performance and practices in comparable companies, also to financial and commercial health of the Company as well as prevailing laws and government/other guidelines, to ensure that pay structures are appropriately aligned and the levels of remuneration remain appropriate.

2.3. While designing the remuneration package it should be ensured:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate person, to ensure the quality required to run the Company successfully.
- (ii) Remuneration to Directors, Key Managerial Personnel and Senior Management employees involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

2.4. Some part of the remuneration package may be linked to the achievement of corporate performance targets of the Company and a strong alignment of interest with stakeholders.

2.5. The Committee shall observe the set of principles and objectives as envisaged under the Companies Act, 2013 ("Act") (including Section 178 thereof), rules framed there under and the Listing Regulations including, inter-alia, principles pertaining to determining qualifications, positive attributes, integrity and independence.

2.6. In this context, the following Policy has been formulated by the Nomination and Remuneration Committee and recommended to the Board of Directors for adoption.

3. EFFECTIVE DATE

This Policy shall be effective from the date of its adoption by the Board.

4. DEFINITIONS

4.1. In this Policy the following terms shall have the meaning assigned to them:

- (i) "Act" means The Companies Act, 2013 and rules made thereunder.
- (ii) "Board of Directors" or "Board" means the Board of Directors of the Company.
- (iii) "Committee" means Nomination and Remuneration Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the Listing Regulations.

- (iv) “Company” means “Deepak Nitrite Limited.”
- (v) “Director” shall mean a member of the Board of Directors of the Company appointed from time to time in accordance with the Articles of Association of the Company and provisions of the Act.
- (vi) “Employees’ Stock Option” means the option given to the Directors, other than Independent Directors, officers or employees of a Company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.
- (vii) “Executive Director” shall mean a Director who is in the whole-time employment of the Company other than Managing Director.
- (viii) “Financial Year” shall mean the period ending on the 31st day of March every year.
- (ix) “Independent Director” shall mean a Director referred to in Section 149 (6) of the Act read with the Listing Regulations.
- (x) “Key Managerial Personnel” or “KMP” shall have the meaning ascribed to it in the Act.
- (xi) “Listing Regulations” shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and for the time being in force.
- (xii) “Managing Director” means a Director who, by virtue of the Articles of Association of the Company or an agreement with the Company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a Director occupying the position of Managing Director, by whatever name called.
- (xiii) “Policy” or “this Policy” means, “Nomination and Remuneration Policy.”
- (xiv) “Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- (xv) “Senior Management” means officers/personnel of the Company who are members of its core management team excluding Board of Directors and shall comprise all members of management one level below Chief Executive Officer / Managing Director / Whole-time Director including Chief Executive Officer and shall specifically include Chief Financial Officer and Company Secretary.

4.2. Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 and/or Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

5. APPLICABILITY

This Policy is applicable to:

- (i) Directors (Managing Director, Executive Director, Independent Director and Non-Independent Director)
- (ii) Key Managerial Personnel
- (iii) Senior Management employees

6. NOMINATION AND REMUNERATION COMMITTEE

6.1. Role of the Committee:

- (a) Identifying persons who are qualified to become Director and who may be appointed in Senior Management cadre in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director’s performance.
- (b) Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board, a policy, relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management employees.
- (c) Formulating the criteria for evaluation of Independent Directors and the Board.
- (d) Devising a policy on Board diversity.
- (e) Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors.
- (f) The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Executive Directors.
- (g) While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.
- (h) any other role as may be specified by the Board.

6.2. Composition of the Committee

- (a) The Committee shall comprise of at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent Directors.

- (b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Act and/or the Listing Regulations.
- (c) Membership of the Committee shall be disclosed in the Annual Report.
- (d) Term of the Committee shall continue unless terminated by the Board of Directors.

6.3. Chairman of the Committee

- (a) Chairman of the Committee shall be an Independent Director.
- (b) Chairman of the Company (whether Executive or non-Executive) may be appointed as a member of the Committee but shall not Chair the Committee.
- (c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- (d) Chairman of the Committee shall be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6.4. Frequency of the Meetings of the Committee

The meeting of the Committee shall be held at such intervals as may be required.

6.5. Committee Member's Interest

- (a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- (b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

6.6. Quorum

The quorum necessary for transacting business at a meeting of the Committee shall be two (2) members or one-third of the members of the Committee, whichever is greater.

6.7. Voting at the Meeting

- (a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of members present. Any such decision shall for all purposes be deemed a decision of the Committee.
- (b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

7. APPOINTMENT AND REMOVAL OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT EMPLOYEES

- 7.1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as a Director, KMP and Senior Management employee.
- 7.2. A person should possess adequate qualifications, expertise and experience for the position he/ she is considered for appointment as a Director, Key Managerial Personal or Senior Management employee.
- 7.3. The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for such appointment.
- 7.4. The appointment as recommended by the Committee to the Board shall be subject to the approval of the Board.

7.5. Criteria for appointment of Independent Director:

- 7.5.1. The proposed appointee shall comply with the criteria specified in the relevant provisions of the Act and/or the Listing Regulations. He or she shall not, directly or indirectly, represent the interest of any specific vendor or customer or stakeholder and shall have business reputation and strong ethical standards and possess leadership skills and business experience including board procedures.
- 7.5.2. The Independent Director shall fulfill the qualification and requirements specified under the Act and Listing Regulations.
- 7.5.3. He or she shall also declare his or her independent status prior to their appointment to the Board and maintain the same during his or her tenure as an Independent Director. Being a Director of the Company, he or she shall adhere to the Code of Conduct stipulated for the Director.

7.6. Criteria for appointment of Managing Director / Executive Director:

- 7.6.1. The Company can have more than one Managing Director or Executive Director.
- 7.6.2. The appointee(s) shall have good educational background, preferably with specialization in the field. He shall have exemplary skills and leadership qualities to lead the Company or as the case may be the function assigned to him.

7.6.3. Depending on the role and responsibility, he shall have hands on experience in the relevant field. For example as ED (Operations) is expected to have adequate knowledge and experience about the plant operations and related issues. The suitability of the candidate shall be determined on a case to case basis by the Committee. Being a Director of the Company, Managing Director / Executive Director shall adhere to the Code of Conduct stipulated for the Director.

7.6.4. He shall fulfill the conditions as specified under Part I of Schedule V of the Act. However, in case the conditions specified under Part I of Schedule V of the Act is not fulfilled, such appointments shall be subject to the approval of the Central Government.

7.7. Criteria for appointment of KMPs:

7.7.1. Pursuant to the requirement of Section 203 of the Act, the Company is required to appoint a Managing Director / Manager / Chief Executive Officer and in their absence an Executive Director as Whole Time KMP.

7.7.2. The Company may also appoint a Chief Executive Officer (CEO) who may or may not be a Director. The qualification, experience and stature of the CEO could be in line with that of the Executive Director. Where the CEO is designated as KMP, he shall act subject to the superintendence and control of the Board.

7.7.3. The Company is also required to appoint a Chief Financial Officer (CFO) as KMP as per the requirement of the Act. The CFO shall preferably be a Chartered Accountant or a Cost & Management Accountant or holds an equivalent qualification and have relevant work experience. He shall be well versed with finance function including but not limited to funding, taxation, forex and other core matters. As required under the Listing Regulations, the appointment of CFO shall be subject to approval of the Audit Committee.

7.7.4. As required under the said Section of the Act, a Company Secretary (CS) is also required to be appointed by the Company as a KMP. The CS shall have the prescribed qualification and requisite experience to discharge the duties specified in law and as may be assigned by the Board / Managing Director / Executive Director from time to time.

7.7.5. KMPs, other than Managing Director and/or Executive Director shall adhere to the Code of Conduct stipulated for the Senior Management.

7.8. Criteria for appointment of Senior Management employees:

7.8.1. Senior Management employees shall possess the requisite qualifications, expertise and experience

depending upon the requirement of the relevant position.

7.8.2. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

7.8.3. Senior Management employees shall adhere to the Code of Conduct stipulated for the Senior Management.

7.9. Term / Tenure

7.9.1. Managing Director and Executive Director

The Company shall appoint or re-appoint any person as its Managing Director / Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.

7.9.2. Independent Director

(a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

(b) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

(c) The Independent Director shall comply with the requirement of number of directorships he or she can hold as prescribed under the provisions of the Act or the Listing Regulations including any amendment thereto from time to time.

7.10. Familiarization Programme for Independent Directors

The Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

7.11. Evaluation

7.11.1. Subject to Schedule IV of the Companies Act, 2013 and Listing Regulations, the Committee shall carry out the evaluation of Directors periodically.

7.11.2. The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

7.11.3. The Independent Directors at their separate meeting shall review, on yearly basis, the performance of Non-Independent Directors and the Board as a whole.

7.11.4. The Independent Directors at their separate meeting shall also review, on yearly basis, the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

7.11.5. The entire process of the Performance Evaluation shall be kept in strict confidence and shall not be disclosed to any person except to those required to perform their duties under the Act.

7.11.6. All the records of Performance Evaluation process and outcome shall be maintained by the Company Secretary of the Company and shall be kept at the Registered Office of the Company. Such records shall be preserved till such time as may be decided by the Board from time to time or as required under the Act.

7.12. Removal

Due to reasons for any disqualification mentioned in the Act, rules made thereunder or under any other applicable laws, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP and Senior Management employees subject to the provisions and compliance of the applicable laws, rules and regulations.

7.13. Retirement

The Director, KMP and Senior Management employees shall retire as per the applicable provisions of the Act and/or the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management employees in the same position / remuneration or otherwise even after attaining the retirement age, in the interest and for the benefit of the Company, in accordance with the provisions of the Act and approval of members, wherever required.

8. REMUNERATION

8.1. Remuneration to Managing Director:

8.1.1. The remuneration comprising of salary, allowance, perquisites and other benefits payable to Managing Director will be determined by the Committee and recommended to the Board for approval.

8.1.2. In addition to the remuneration as stated in 8.1.1. above, Managing Director shall also be paid a Commission, calculated with reference to the Net Profits of the

Company in a particular Financial Year, as may be determined by the Board of Directors, subject to the overall ceiling stipulated in Section 197 and other relevant provisions of the Act or Listing Regulations.

8.1.3. The Managing Director shall be entitled to the following perquisites / allowances:

- (i) Housing – Rent free furnished residential accommodation. In case no accommodation is provided by the Company, Managing Director shall be paid house rent allowance as may be decided by the Board of Directors.
- (ii) Re-imbursment of gas, electricity, water charges and furnishings.
- (iii) Re-imbursment of medical expenses incurred for self and members of his family, as per rules of the Company.
- (iv) Leave travel concession for self and members of his family, as per rules of the Company.
- (v) Fees of clubs subject to maximum of two clubs.
- (vi) Medical insurance, as per rules of the Company.
- (vii) Personal Accident Insurance, as per rules of the Company.
- (viii) Provision of car and telephone at residence.
- (ix) Company's contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave, as per rules of the Company.
- (x) Retirement and other benefits, as per rules of the Company.

8.1.4. The remuneration and commission to be paid to the Managing Director shall be as per the statutory provisions of the Act and the rules made thereunder for the time being in force and shall be subject to the approval of the shareholders of the Company and Central Government, wherever required.

8.1.6. The Managing Director shall not be entitled to sitting fees for attending the meetings of the Board or any Committee thereof.

8.2. Remuneration to Executive Director:

8.2.1. Fixed Pay

- (a) Executive Director shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the provisions of the Act and rules made thereunder for the time being in force.

- (b) The Fixed Pay of Executive Director shall comprise of salary, perquisites, allowances and other benefits. The perquisites, allowances and other benefits to the Executive Director shall include but not be limited to the following:
- (i) Re-imburement of medical expenses incurred for self and members of his family, as per policy of the Company.
 - (ii) Leave travel concession for self and members of his family, as per policy of the Company.
 - (iii) Medical and other insurances, as per policy of the Company.
 - (iv) Company Car with Driver.
 - (v) Company's contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave, as per the policy of the Company.
 - (vi) Retirement and other benefits, as per policy of the Company.
 - (vii) Hardship Allowance as applicable in accordance with the policy of the Company.
- (c) The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

8.2.2. Variable Pay

In addition to the salary, perquisites, allowances and other benefits as mentioned above, Executive Director will also be entitled to a Variable Pay by way of Performance Linked Incentive. This amount shall be paid annually after the end of each Financial Year. The Performance Linked Incentive shall be in the range of 0% to 20% of cost to the Company, which will be entirely based on the individual's performance and Company's performance as per policy of the Company.

8.2.3. Loyalty Bonus

In addition to the above, Executive Director shall also be entitled for the Loyalty Bonus as per policy of the Company.

8.2.4. Payment of Variable component / Increments

- (a) Payment of Variable component of the remuneration of the Executive Director for a particular Financial Year and increments to the

existing remuneration structure of Executive Director shall be recommended by the Chairman & Managing Director of the Company to the Committee based upon the individual performance and also the Company's performance as per policy of the Company.

- (b) The Committee shall review the payment of Variable component of the remuneration of the Executive Director for a particular Financial Year and increments to the existing remuneration structure of Executive Director as recommended by the Chairman & Managing Director of the Company and recommend the same to the Board for its approval. Such Variable component and proposed enhanced remuneration as recommended by the Committee to the Board should be within the overall limits of managerial remuneration as prescribed under the Act and rules made thereunder.
- (c) The Executive Director shall also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

8.2.5. Executive Director shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.

8.3. Minimum Remuneration

Where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director(s) and Executive Director(s) in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

8.4. Remuneration to Independent Director and Directors other than Managing Director/ Executive Director:

8.4.1. Sitting Fees

The Independent Director / Directors other than Managing Director and Executive Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

The Sitting Fee paid to Independent Directors, shall not be less than the Sitting Fees payable to other Directors.

8.4.2. Commission on the Net Profits

Apart from receiving the Sitting Fees and reimbursement of expenses for attending meetings of Board or Committees thereof, Independent Director(s) / Non-Independent Director(s) may be paid Commission on the Net Profits of the Company for a particular Financial Year within the monetary limit prescribed under the Act or approved by shareholders in accordance with the provisions of the Act. The amount of Commission payable to each Independent Director / Non-Independent Director for a particular Financial Year shall be decided by the Chairman of the Company and shall be approved by the Board.

8.4.3. Stock Options

Independent Director shall not be entitled to any stock option of the Company.

8.5. Provisions for excess remuneration

If any Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. Subject to the approval of Central Government, the Shareholders of the Company may waive recovery of such excess remuneration by passing an Ordinary Resolution.

8.6. Remuneration to KMP and Senior Management employees:

8.6.1. The remuneration to KMP and Senior Management employees shall comprise of Fixed Pay and Variable Pay and governed by the DNL HR Policy.

8.6.2. The Committee may authorize the Managing Director / Executive Director to determine from time to time the remuneration payable to KMP and Senior Management employee including their increments. The powers of the Committee in this regard may be delegated to the Managing Director / Executive Director.

8.6.3. Remuneration of a KMP at the time of their appointment will be recommended by the Managing Director / Executive Director to the Committee. The Committee shall review such remuneration and recommend the same to the Board for approval. Any subsequent modification to the remuneration of KMP shall be decided by the Managing Director / Executive Director as may be authorized by the Committee.

8.6.4. Fixed Pay

The Fixed Pay of KMP and Senior Management employees shall comprise of salary, perquisites, allowances and other benefits as per policy of the Company. The break-up of the pay scale and quantum of perquisites including but not limited to employer's contribution to P.F., pension scheme, medical expenses etc. shall be decided by the Managing Director / Executive Director.

8.6.5. Variable Pay

The remuneration of KMP and Senior Management employees will also comprise performance linked variable pay which may vary from 0% to 16% of the cost to the Company. This amount of variable pay shall be paid annually after the end of each Financial Year and will be entirely based on the individual's performance and Company's performance as per policy of the Company. Such Variable Pay for a particular Financial Year shall be decided by the Managing Director / Executive Director.

8.6.6. Hardship Allowance and Loyalty Bonus

In addition to the above, KMP and Senior Management employees shall also be entitled for the Hardship Allowance, as may be applicable and Loyalty Bonus as per policy of the Company.

8.7. The remuneration to other employees of the Company shall be governed by DNL HR Policy.

8.8 Loans and Advances to Employees

- (a) The Loan, advance and other financial assistance facilities to the employees shall be governed by the DNL HR policy as amended from time to time and shall be considered as a part of 'conditions of service' for employees of the Company.
- (b) Advances to the employees for the purpose of performance of his duties shall be governed by the DNL HR Policy as amended from time to time and shall be considered as a part of 'conditions of service' for employees of the Company.

9. BOARD DIVERSITY

- 9.1. The Board of Directors shall have the optimum combination of Directors from the different areas / fields like operations, projects, production, management, quality assurance, finance, legal, sales and marketing, research and development, Human Resources etc. or as may be considered appropriate.
- 9.2. The Board shall have at least one Director who has accounting or related financial management expertise.

10. DISCLOSURE

This Policy shall be disclosed in the Board's Report.

11. REVIEW OF THE POLICY

This Policy shall be reviewed by the Committee after every three years.

12. AMENDMENTS TO THE POLICY

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the competent authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

For and on behalf of the Board

Deepak C. Mehta

Chairman & Managing Director
(DIN: 00028377)

Place : Vadodara
Date : May 3, 2019

Annexure - F

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	: L24110GJ1970PLC001735
ii) Registration Date	: June 6, 1970
iii) Name of the Company	: Deepak Nitrite Limited
iv) Category/Sub-Category of the Company	: Public Company/Limited by Shares
v) Address of the Registered Office and Contact Details	: Aaditya-I, Chhani Road, Vadodara- 390 024, Gujarat, India Tel: 91-265-276 5200/ 396 0200 Fax No. : 91-265- 276 5344
vi) Whether listed Company	: Yes
vii) Name, Address and Contact Details of Registrar and Share Transfer Agent	: Link Intime India Private Limited C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400 083. Tel: 022 - 2594 6970 Toll free number: 1800 1020 878 Email: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY:

Business activities contributing 10% or more of the total turnover of the Company:-

Sr. No.	Name and Description of main Products/Services	NIC Code of the Product/ Service	% to Total Turnover of the Company
1.	Sodium Nitrite	24121	17%
2.	Optical Brightening Agent	24121	13%
3.	Ethyl Hexyl Nitrate	24121	10%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Deepak Phenolics Limited First Floor, Aaditya-II, Chhani Road, Vadodara - 390024, Gujarat, India	U24100GJ2011PLC064669	Subsidiary	100%	2(87)(ii)
2.	Deepak Nitrite Corporation Inc. 10801, Johnston Road, Suit 204, Charlotte, NC 28226, USA	NA	Subsidiary	100%	2(87)(ii)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY):

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the Beginning of the Financial Year 2018-19				No. of Shares held at the End of the Financial Year 2018-19				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters¹ Indian									
Individuals/ H.U.F	22867361	-	22867361	16.77	22847361	-	22847361	16.75	(0.02)
Central/State Government(s)	-	-	-	-	-	-	-	-	-
Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
Bodies Corporate	38031106	-	38031106	27.88	38325107	-	38325107	28.10	0.22
Any Other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	60898467	-	60898467	44.65	61172468	-	61172468	44.85	0.20
Foreign									
Non Resident Individuals/ Foreign Nationals	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Institutions	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Any Other (specify)	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
Total holding of Promoter (A)=(A)(1)+(A)(2)	60898467	-	60898467	44.65	61172468	-	61172468	44.85	0.20
B. Public Shareholding									
Non Institutions									
Mutual Fund/UTI	17051856	9000	17060856	12.51	20384369	9000	20393369	14.95	2.44
Financial Institutions/ Banks	731449	1100	732549	0.54	701224	1100	702324	0.52	(0.02)
Central/State Government(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Alternate Investment Funds	905651	-	905651	0.66	86600	-	86600	0.06	(0.60)
Insurance Companies	132575	-	132575	0.10	-	-	-	-	(0.10)
Foreign Portfolio Investor	15199212	-	15199212	11.14	14023615	-	14023615	10.28	(0.86)
Foreign Venture Cap. Inv	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Any Other (specify)	-	-	-	-	-	-	-	-	-
Foreign Banks	1350	-	1350	0.00	1350	-	1350	0.00	-
Sub-Total (B)(1)	34022093	10100	34032193	24.95	35197158	10100	35207258	25.81	0.86
Central Government/ State Government(s)/ President of India									
Central Government / State Government(s)	225040	-	225040	0.16	225040	-	225040	0.16	-
Sub Total (B)(2)	225040	-	225040	0.16	225040	-	225040	0.16	-
Non Institutions									
Bodies Corporate	13184875	-	13184875	9.67	9272433	-	9272433	6.80	(2.87)
Individuals									
i) Holding nominal Share Capital upto ₹ 1 Lakh	19236371	1439780	20676151	15.16	20415467	1210495	21625962	15.86	0.70
ii) Holding nominal Share Capital in excess of ₹ 1 Lakh	4732438	158540	4890978	3.59	5944459	108170	6052629	4.44	0.85
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Any Other(specify)	-	-	-	-	-	-	-	-	-
Trusts	1292	-	1292	0.00	8186	-	8186	0.01	0.01
Hindu Undivided Family	1458508	-	1458508	1.07	1504262	-	1504262	1.10	0.03
Individual NRI- Rep.- Non Rep.	759718	6050	765768	0.56	1049315	6050	1055365	0.77	0.21
Clearing Member	259769	-	259769	0.19	208355	-	208355	0.16	(0.03)
NBFC registered with RBI	-	-	-	-	61083	-	61083	0.04	0.04
Sub-Total (B)(3)	39632971	1604370	41237341	30.24	38463560	1324715	39788275	29.18	(1.06)
Total Public shareholding (B)=(B)(1)+(B)(2)+(B)(3)	73880104	1614470	75494574	55.35	73885758	1334815	75220573	55.15	(0.20)
TOTAL = (A)+(B)	134778571	1614470	136393041	100.00	135058226	1334815	136393041	100.00	-
C. Shares held by Custodians and against which Depository Receipts have been issued									
GRAND TOTAL = (A)+(B)+(C)	134778571	1614470	136393041	100.00	135058226	1334815	136393041	100.00	-

1 Includes Shareholding of Promoter Group.

(ii) Shareholding of Promoters

A. Details of Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Financial Year 2018-19			Shareholding at the end of the Financial Year 2018-19			% Change in shareholding during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	
1.	Chimanlal K. Mehta*	86430*	0.07	-	86430*	0.07	-	-
2.	Deepak C. Mehta	21236331	15.57	-	21216331	15.56	-	(0.01)
3.	Ajay C. Mehta	-	-	-	-	-	-	-
4.	Kantaben C. Mehta	970000	0.71	-	970000	0.71	-	-
5.	Ila D. Mehta	396010	0.29	-	396010	0.29	-	-
6.	Maulik D. Mehta	131300	0.10	-	131300	0.10	-	-
7.	Meghav D. Mehta	47290	0.03	-	47290	0.03	-	-
8.	Checkpoint Credits and Capital Private Limited	7206050	5.28	-	7206050	5.28	-	-
9.	Stepup Credits and Capital Private Limited	6915580	5.07	-	6915580	5.07	-	-
10.	Stigma Credits and Capital Private Limited	6178100	4.53	-	6178100	4.53	-	-
11.	Skyrose Finvest Private Limited	3777356	2.77	-	3802357	2.79	-	0.02
12.	Pranawa Leafin Private Limited	2246000	1.65	-	2304000	1.69	-	0.04
13.	Forex Leafin Private Limited	2169780	1.59	-	2169780	1.59	-	-
14.	Stiffen Credits and Capital Private Limited	8379940	6.14	-	8379940	6.14	-	-
15.	Sundown Finvest Private Limited	812300	0.60	-	833300	0.61	-	0.01
16.	Storewell Credits and Capital Private Limited	-	-	-	190000	0.14	-	0.14
17.	Hardik Leafin Private Limited	346000	0.25	-	346000	0.25	-	-
	Total	60898467	44.65	-	61172468	44.85	-	0.20

* Includes 8040 shares held as the Karta of HUF.

(iii) Change in Promoter's Shareholding

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Financial Year 2018-19		Transactions during the year		Cumulative Shareholding at the end of the Financial Year 2018-19	
		No. of Shares held	% of Total Shares of the Company	Date	Increase/ (Decrease)	No. of Shares held	% of Total Shares of the Company
1	Deepak C. Mehta	21236331	15.57				
	Transfer by way of Gift			13-Apr-2018	(20000)	21216331	15.56
	At the end of the Year					21216331	15.56
2	Skyrose Finvest Private Limited	3777356	2.77				
	Market Purchase			29-Sep-2018	1	3777357	2.77
	Market Purchase			25-Feb-2019	21000	3798357	2.78
	Market Purchase			26-Feb-2019	4000	3802357	2.79
	At the end of the Year					3802357	2.79
3	Pranawa Leafin Private Limited	2246000	1.65				
	Market Purchase			25-Feb-2019	28000	2274000	1.67
	Market Purchase			26-Feb-2019	22000	2296000	1.68
	Market Purchase			01-Mar-2019	8000	2304000	1.69
	At the end of the Year					2304000	1.69
4	Sundown Finvest Private Limited	812300	0.60				
	Market Purchase			27-Feb-2019	21000	833300	0.61
	At the end of the Year					833300	0.61
5	Storewell Credits and Capital Private Limited	-	-				
	Market Purchase			27-Feb-2019	43000	43000	0.03
	Market Purchase			28-Feb-2019	100000	143000	0.10
	Market Purchase			01-Mar-2019	47000	190000	0.14
	At the end of the Year					190000	0.14

(iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr No.	Name & Reason of Increase/ Decrease	Shareholding at the Beginning of the Financial Year 2018-19		Transactions during the year		Cumulative Shareholding at the end of the Financial Year 2018-19	
		No of Shares held	% of Total Shares of the Company	Date	Increase/ (Decrease)	No of Shares held	% of Total Shares of the Company
1	Reliance Capital Trustee Co. Limited - A/C Reliance Small Cap Fund	6421199	4.71				
	Market Purchase			13-Jul-2018	40282	6461481	4.74
	Market Purchase			21-Sep-2018	10000	6471481	4.74
	Market Purchase			12-Oct-2018	7853	6479334	4.75
	Market Purchase			26-Oct-2018	7000	6486334	4.76
	Market Purchase			02-Nov-2018	50000	6536334	4.79
	Market Purchase			09 Nov 2018	715200	7251534	5.32
	Market Purchase			30-Nov-2018	30000	7281534	5.34
	Market Purchase			08-Feb-2019	16419	7297953	5.35
	Market Purchase			15-Feb-2019	200000	7497953	5.50
	At the end of Year					7497953	5.50
2	Aditya Birla Sun Life Trustee Private Limited*	4088798	3.00			4088798	3.00
	Market Purchase			27-Apr-2018	111000	4199798	3.08
	Market Purchase			04-May-2018	130000	4329798	3.17
	Market Purchase			25-May-2018	30000	4359798	3.20
	Market Purchase			08-Jun-2018	16600	4376398	3.21
	Market Purchase			15-Jun-2018	4500	4380898	3.21
	Market Purchase			13-Jul-2018	24000	4404898	3.23
	Market Purchase			10-Aug-2018	36300	4441198	3.26
	Market Purchase			07-Sep-2018	100000	4541198	3.33
	Market Purchase			14-Sep-2018	212000	4753198	3.48
	Market Purchase			21-Sep-2018	500000	5253198	3.85
	Market Purchase			29-Sep-2018	290000	5543198	4.06
	Market Purchase			05-Oct-2018	200000	5743198	4.21
	Market Purchase			12-Oct-2018	212000	5955198	4.37
	Market Purchase			26-Oct-2018	190000	6145198	4.51
	Market Purchase			30-Nov-2018	35000	6180198	4.53
	Market Purchase			14-Dec-2018	5000	6185198	4.53
	Market Purchase			21-Dec-2018	10000	6195198	4.54
	Market Purchase			28-Dec-2018	18000	6213198	4.56
	Market Purchase			04-Jan-2019	100000	6313198	4.63
	Market Purchase			25-Jan-2019	454035	6767233	4.96
	Market Purchase			01-Feb-2019	105000	6872233	5.04
	Market Purchase			08-Feb-2019	97200	6969433	5.11
	Market Purchase			15-Feb-2019	165800	7135233	5.23
	Market Purchase			22-Feb-2019	27500	7162733	5.25
	Market Purchase			22-Mar-2019	180000	7342733	5.38
	Market Purchase			29-Mar-2019	16000	7358733	5.40
	At the end of the Year					7358733	5.40
3	Franklin India Smaller Companies Fund	5622951	4.12			5622951	4.12
	Market Sale			05-Oct-2018	(44700)	5578251	4.09
	Market Purchase			01-Feb-2019	200000	5778251	4.24
	At the end of the Year					5778251	4.24

* Includes A/c Aditya Birla Sun Life Small Cap Fund and Aditya Birla Sun Life Pure Value Fund

Sr No.	Name & Reason of Increase/ Decrease	Shareholding at the Beginning of the Financial Year 2018-19		Transactions during the year		Cumulative Shareholding at the end of the Financial Year 2018-19	
		No of Shares held	% of Total Shares of the Company	Date	Increase/ (Decrease)	No of Shares held	% of Total Shares of the Company
4	DCS Infotech Private Limited	4648720	3.41			4648720	3.41
	At the end of the Year					4648720	3.41
5	IDFC Sterling Value Fund	3227489	2.37			3227489	2.37
	Market Purchase			13-Apr-2018	28261	3255750	2.39
	Market Purchase			14-Sep-2018	43666	3299416	2.42
	Market Purchase			21-Sep-2018	16334	3315750	2.43
	Market Purchase			12-Oct-2018	40000	3355750	2.46
	Market Purchase			19-Oct-2018	25000	3380750	2.48
	Market Purchase			23-Nov-2018	61204	3441954	2.52
	Market Purchase			30-Nov-2018	63796	3505750	2.57
	Market Purchase			14-Dec-2018	50000	3555750	2.61
	Market Purchase			21-Dec-2018	50000	3605750	2.64
	Market Purchase			28-Dec-2018	125000	3730750	2.74
	Market Purchase			31-Dec-2018	40000	3770750	2.76
	Market Purchase			04-Jan-2019	65000	3835750	2.81
	Market Purchase			11-Jan-2019	30000	3865750	2.83
	Market Purchase			18-Jan-2019	14909	3880659	2.85
	Market Purchase			25-Jan-2019	12510	3893169	2.85
	Market Purchase			01-Feb-2019	112581	4005750	2.94
	Market Purchase			08-Feb-2019	37007	4042757	2.96
	Market Purchase			15-Feb-2019	40000	4082757	2.99
	Market Purchase			22-Feb-2019	39011	4121768	3.02
Market Purchase			01-Mar-2019	10989	4132757	3.03	
Market Purchase			29-Mar-2019	12000	4144757	3.04	
	At the end of the Year					4144757	3.04
6	L & T Mutual fund Trustee Limited -L & T India Value Fund	5339770	3.91			5339770	3.91
	Market Purchase			27-Apr-2018	138012	5477782	4.02
	Market Purchase			04-May-2018	61988	5539770	4.06
	Market Purchase			18-May-2018	45135	5584905	4.09
	Market Purchase			25-May-2018	6374	5591279	4.10
	Market Purchase			01-Jun-2018	12629	5603908	4.11
	Market Purchase			08-Jun-2018	61172	5665080	4.15
	Market Purchase			15-Jun-2018	14421	5679501	4.16
	Market Purchase			30-Jun-2018	23973	5703474	4.18
	Market Purchase			06-Jul-2018	10789	5714263	4.19
	Market Purchase			13-Jul-2018	45000	5759263	4.22
	Market Sale			14-Sep-2018	(720169)	5039094	3.69
	Market Sale			21-Sep-2018	(250000)	4789094	3.51
	Market Purchase			05-Oct-2018	175500	4964594	3.64
	Market Purchase			12-Oct-2018	11600	4976194	3.65
	Market Purchase			26-Oct-2018	18998	4995192	3.66
	Market Purchase			02-Nov-2018	5898	5001090	3.67
	Market Sale			16-Nov-2018	(108922)	4892168	3.59
	Market Purchase			23-Nov-2018	296503	5188671	3.80
	Market Purchase			30-Nov-2018	85697	5274368	3.87
Market Purchase			14-Dec-2018	85104	5359472	3.93	
Market Sale			21-Dec-2018	(91383)	5268089	3.86	

Sr No.	Name & Reason of Increase/ Decrease	Shareholding at the Beginning of the Financial Year 2018-19		Transactions during the year		Cumulative Shareholding at the end of the Financial Year 2018-19	
		No of Shares held	% of Total Shares of the Company	Date	Increase/ (Decrease)	No of Shares held	% of Total Shares of the Company
	Market Sale			28-Dec-2018	(441231)	4826858	3.54
	Market Sale			31-Dec-2018	(144760)	4682098	3.43
	Market Sale			04-Jan-2019	(260014)	4422084	3.24
	Market Sale			11-Jan-2019	(61350)	4360734	3.20
	Market Sale			08-Feb-2019	(331000)	4029734	2.95
	Market Sale			08-Mar-2019	(518875)	3510859	2.57
	Market Sale			15-Mar-2019	(113081)	3397778	2.49
	Market Sale			22-Mar-2019	(60708)	3337070	2.45
	At the end of the Year					3337070	2.45
7	SBI Magnum Multicap Fund	2222994	1.63			2222994	1.63
	Market Purchase			06-Apr-2018	188687	2411681	1.77
	Market Purchase			13-Apr-2018	475585	2887266	2.12
	Market Purchase			27-Jul-2018	9952	2897218	2.12
	Market Purchase			03-Aug-2018	101367	2998585	2.20
	Market Purchase			10-Aug-2018	58977	3057562	2.24
	Market Purchase			14-Sep-2018	19704	3077266	2.26
	Market Sale			19-Oct-2018	(242296)	2834970	2.08
	Market Sale			26-Oct-2018	(74846)	2760124	2.02
	Market Sale			02-Nov-2018	(250000)	2510124	1.84
	Market Purchase			09-Nov-2018	41588	2551712	1.87
	Market Purchase			16-Nov-2018	151554	2703266	1.98
	Market Purchase			23-Nov-2018	112000	2815266	2.06
	Market Sale			14-Dec-2018	(27000)	2788266	2.04
	Market Sale			01-Feb-2019	(150000)	2638266	1.93
	At the end of the Year					2638266	1.93
8	Riddhi Siddhi Gluco Biols Limited	743462	0.55			743462	0.55
	Market Purchase			15-Mar-2019	135704	879166	0.64
	At the end of the Year					879166	0.64
9	Edelweiss Custodial Services Limited	650123	0.48			650123	0.48
	Market Sale			06-Apr-2018	(11664)	638459	0.47
	Market Purchase			13-Apr-2018	2136	640595	0.47
	Market Purchase			20-Apr-2018	4565	645160	0.47
	Market Sale			27-Apr-2018	(10712)	634448	0.47
	Market Purchase			04-May-2018	11376	645824	0.47
	Market Purchase			11-May-2018	49027	694851	0.51
	Market Purchase			18-May-2018	6970	701821	0.51
	Market Purchase			25-May-2018	51	701872	0.51
	Market Sale			01-Jun-2018	(12121)	689751	0.51
	Market Purchase			08-Jun-2018	11277	701028	0.51
	Market Purchase			15-Jun-2018	11781	712809	0.52
	Market Purchase			22-Jun-2018	75101	787910	0.58
	Market Sale			30-Jun -2018	(1543)	786367	0.58
	Market Purchase			06-Jul-2018	56755	843122	0.62
	Market Sale			13-Jul -2018	(39712)	803410	0.59
	Market Sale			20-Jul-2018	(4821)	798589	0.59
	Market Purchase			27-Jul-2018	10209	808798	0.59
	Market Sale			03 -Aug -2018	(8375)	800423	0.59

Sr No.	Name & Reason of Increase/ Decrease	Shareholding at the Beginning of the Financial Year 2018-19		Transactions during the year		Cumulative Shareholding at the end of the Financial Year 2018-19	
		No of Shares held	% of Total Shares of the Company	Date	Increase/ (Decrease)	No of Shares held	% of Total Shares of the Company
	Market Purchase			10-Aug-2018	87862	888285	0.65
	Market Sale			17-Aug-2018	(22263)	866022	0.63
	Market Sale			24-Aug-2018	(57307)	808715	0.59
	Market Purchase			31-Aug-2018	70280	878995	0.64
	Market Sale			07-Sep-2018	(11140)	867855	0.64
	Market Purchase			14-Sep-2018	5829	873684	0.64
	Market Purchase			21-Sep-2018	12639	886323	0.65
	Market Sale			29-Sep-2018	(95785)	790538	0.58
	Market Sale			05-Oct-2018	(3321)	787217	0.58
	Market Purchase			12-Oct-2018	35202	822419	0.60
	Market Purchase			19-Oct-2018	9555	831974	0.61
	Market Purchase			26-Oct-2018	20327	852301	0.62
	Market Sale			02-Nov-2018	(6003)	846298	0.62
	Market Sale			09-Nov-2018	(28734)	817564	0.60
	Market Sale			16-Nov-2018	(48833)	768731	0.56
	Market Sale			23-Nov-2018	(50098)	718633	0.53
	Market Purchase			30-Nov-2018	76255	794888	0.58
	Market Purchase			07-Dec-2018	37330	832218	0.61
	Market Purchase			14-Dec-2018	118785	951003	0.70
	Market Purchase			21-Dec-2018	34855	985858	0.72
	Market Purchase			28-Dec-2018	50368	1036226	0.76
	Market Purchase			31-Dec-2018	87780	1124006	0.82
	Market Purchase			04-Jan-2019	63041	1187047	0.87
	Market Purchase			11-Jan-2019	26308	1213355	0.89
	Market Purchase			18-Jan-2019	623	1213978	0.89
	Market Sale			25-Jan-2019	(12424)	1201554	0.88
	Market Purchase			01-Feb-2019	3681	1205235	0.88
	Market Sale			08-Feb-2019	(1302)	1203933	0.88
	Market Purchase			15-Feb-2019	8464	1212397	0.89
	Market Sale			22-Feb-2019	(316709)	895688	0.66
	Market Purchase			01-Mar-2019	246	895934	0.66
	Market Purchase			08-Mar-2019	2134	898068	0.66
	Market Sale			15-Mar-2019	(10073)	887995	0.65
	Market Sale			22-Mar-2019	(46298)	841697	0.62
	Market Sale			29-Mar-2019	(19592)	822105	0.60
	Market Sale			30-Mar-2019	(200)	821905	0.60
	At the end of the Year					821905	0.60
10	Ashish Kacholia	-	-			-	-
	Market Purchase			15-Mar-2019	750000	750000	0.55
	At the end of the Year					750000	0.55
11	ICICI Lombard General Insurance Company Limited	4003030	2.93			4003030	2.93
	Market Sale			06-Apr-2018	(650000)	3353030	2.46
	Market Sale			20-Apr-2018	(87525)	3265505	2.39
	Market Sale			27-Apr-2018	(35000)	3230505	2.37
	Market Sale			04-May-2018	(192807)	3037698	2.23
	Market Sale			11-May-2018	(29280)	3008418	2.21
	Market Sale			05-Oct-2018	(228722)	2779696	2.04

Sr No.	Name & Reason of Increase/ Decrease	Shareholding at the Beginning of the Financial Year 2018-19		Transactions during the year		Cumulative Shareholding at the end of the Financial Year 2018-19	
		No of Shares held	% of Total Shares of the Company	Date	Increase/ (Decrease)	No of Shares held	% of Total Shares of the Company
	Market Sale			12-Oct-2018	(259269)	2520427	1.85
	Market Sale			19-Oct-2018	(166840)	2353587	1.73
	Market Sale			26-Oct-2018	(97372)	2256215	1.65
	Market Sale			02-Nov-2018	(500000)	1756215	1.29
	Market Sale			09-Nov-2018	(252264)	1503951	1.10
	Market Sale			16-Nov-2018	(206380)	1297571	0.95
	Market Sale			23-Nov-2018	(173019)	1124552	0.82
	Market Sale			30-Nov-2018	(213929)	910623	0.67
	Market Sale			07-Dec-2018	(138433)	772190	0.57
	Market Sale			14-Dec-2018	(215470)	556720	0.41
	Market Sale			21-Dec-2018	(364076)	192644	0.14
	Market Sale			28-Dec-2018	(192644)	-	-
	At the end of the Year					-	-
12	Fidelity Puritan Trust-Fidelity Low-Priced Stock Fund	1767259	1.30			1767259	1.30
	Market Sale			06-Apr-2018	(73307)	1693952	1.24
	Market Sale			13-Apr-2018	(42317)	1651635	1.21
	Market Sale			20-Apr-2018	(95314)	1556321	1.14
	Market Sale			27-Apr-2018	(363433)	1192888	0.87
	Market Sale			04-May-2018	(82143)	1110745	0.81
	Market Sale			11-May-2018	(85440)	1025305	0.75
	Market Sale			18-May-2018	(184992)	840313	0.62
	Market Sale			25-May-2018	(53766)	786547	0.58
	Market Sale			01-Jun-2018	(46363)	740184	0.54
	Market Sale			08-Jun-2018	(122034)	618150	0.45
	Market Sale			15-Jun-2018	(46291)	571859	0.42
	Market Sale			22-Jun-2018	(50014)	521845	0.38
	Market Sale			30-Jun-2018	(71114)	450731	0.33
	Market Sale			06-Jul-2018	(62246)	388485	0.28
	Market Sale			13-Jul-2018	(40465)	348020	0.26
	Market Sale			20-Jul-2018	(47130)	300890	0.22
	Market Sale			27-Jul-2018	(169405)	131485	0.10
	Market Sale			03-Aug-2018	(120869)	10616	0.01
	Market Sale			10-Aug-2018	(10616)	-	-
	At the end of the Year					-	-
13	Vantage Equity Fund	865000	0.63			865000	0.63
	Market Purchase			20-Apr-2018	135000	1000000	0.73
	Market Purchase			22-Jun-2018	80000	1080000	0.79
	Market Purchase			30-Jun-2018	104000	1184000	0.87
	Market Sale			24-Aug-2018	(25759)	1158241	0.85
	Market Sale			31-Aug-2018	(108615)	1049626	0.77
	Market Sale			07-Sep-2018	(229650)	819976	0.60
	Market Sale			14-Sep-2018	(409785)	410191	0.30
	Market Sale			21-Sep-2018	(410191)	-	-
	At the end of the Year					-	-

(v) Shareholding of Directors and Key Managerial Personnel:

None of the Directors or KMP, except Shri Deepak C. Mehta and Shri Maulik D. Mehta (covered under point (ii) above), hold any Shares of the Company and except as disclosed above, there has not been any change in such holdings during the Financial Year.

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In Lakhs)

Indebtedness at the beginning of the Financial Year 2018-19	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	28,748.21	17,428.56	-	46,176.77
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	105.66	78.94	-	184.60
Total (i+ii+iii)	28,853.87	17,507.50	-	46,361.37
Change in Indebtedness during the Financial Year 2018-19				
· Addition	6,159.71	98.81	-	6,258.52
· Reduction	5,530.27	14,143.94	-	19,674.21
Net Change	11,689.98	14,242.75	-	25,932.73
Indebtedness at the end of the Financial Year 2018-19				
i) Principal Amount	29,377.65	3,383.43	-	32,761.08
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	71.82	25.47	-	97.29
Total (i+ii+iii)	29,449.47	3,408.90	-	32,858.36

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ In Lakhs)

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Shri Deepak C. Mehta	Shri Umesh Asaikar	Shri Maulik Mehta	Shri Sanjay Upadhyay	
1	Gross Salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	275.00	533.15	154.16	262.79	1,225.10
	(b) Value of Perquisites u/s 17(2) Income Tax Act, 1961	31.60	55.71	16.90	31.61	135.82
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- as % of profit	600.00	-	-	-	600.00
	- others	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	906.60	588.86	171.06	294.40	1960.92

Ceiling as per the Act ₹ 2,647.98 Lakhs (being 11% of Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)

B. Remuneration to other Directors:

(₹ In Lakhs)

Particulars of Remuneration	Name of Directors								Total Amount
	Non- Executive Directors								
	Shri Nimesh Kampani	Shri Sudhin Choksey	Shri Sudhir Mankad	Dr. R. H. Rupp	Shri S. K. Anand	Dr. S. Sivaram	Prof. Indira Parikh	Shri Ajay C. Mehta	
Fee for attending Board/Committee Meetings	1.50	2.70	2.85	1.20	3.60	1.80	0.60	1.20	15.45
Commission	8.00	10.00	10.00	10.00	25.00	8.00	4.00	-	75.00
Total (B)	9.50	12.70	12.85	11.20	28.60	9.80	4.60	1.20	90.45

Ceiling as per the Act ₹ 240.73 Lakhs (being 1% of Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)

Total Managerial Remuneration ₹ 2,035.92 Lakhs

Overall Ceiling as per the Act ₹ 2,647.98 Lakhs (being 11% of Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Company Secretary
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 (b) Value of Perquisites u/s 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	43.09 0.53 -
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit - others, specify	- -
5.	Others, please specify	-
	Total	43.62

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act 2013	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. Company Penalty Punishment Compounding			NIL		
B. Directors Penalty Punishment Compounding			NIL		
C. Other Officers in default Penalty Punishment Compounding			NIL		

For and on behalf of the Board

Place: Vadodara
Date: May 3, 2019

Deepak C. Mehta
Chairman & Managing Director
(DIN: 00028377)

Annexure - G

DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013:

PART (A) – DISCLOSURE AS REQUIRED UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

- Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year ended March 31, 2019 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the Financial Year ended March 31, 2019:

Name of the Director / KMP	Remuneration* (₹ In Lakhs)	% Increase in Remuneration* in the FY 2018-19	Ratio to Median Remuneration*
Shri Deepak C. Mehta, Chairman & Managing Director	906.60	79.25	188.88
Shri Umesh Asaikar, Executive Director & CEO	588.86	25.10	122.68
Shri Sanjay Upadhyay, Director-Finance & CFO	294.40	43.14	61.33
Shri Maulik Mehta, Whole-time Director	171.06	66.05	35.64
Shri Ajay C. Mehta, Non-Executive Director#	1.20	-	0.25
Shri Nimesh Kampani, Independent Director	9.50	47.29	1.98
Shri Sudhin Choksey, Independent Director	12.70	27.64	2.65
Shri Sudhir Mankad, Independent Director	12.85	31.12	2.68
Shri S. K. Anand, Independent Director	28.60	171.09	5.96
Dr. R. H. Rupp, Independent Director	11.20	9.80	2.33
Dr. S. Sivaram, Independent Director	9.80	68.97	2.04
Prof. Indira Parikh, Independent Director	4.60	(1.08)	0.96
Shri Arvind Bajpai, Company Secretary	43.62	2.44	NA

* Including sitting fees.

Shri Ajay C. Mehta ceased to be the Managing Director of the Company with effect from December 1, 2017. He remains on the Board as a Non-Executive Director.

- In the Financial Year 2018-19, there was an increase of 13.70% in the median remuneration of employees.
- There were 1,362 permanent employees on the rolls of the Company as on March 31, 2019.
- Average Percentile increase already made in the salaries of employees other than Managerial Personnel in the last Financial Year was 10% and average percentile increase in remuneration of Managerial Personnel was 52.58%.
Average increase in remuneration of both, managerial and non-managerial personnel were determined based on the overall performance of the Company and individual performance as per policy of the Company.
Key result areas of the Managerial Personnel are broadly to achieve Company's growth and performance target, achieving the same against various adverse externalities globally, devising sustenance strategy to combat global forces like competition, exchange rate etc, which, in turn, enhance shareholders' value. Remuneration of the Managerial Personnel is based on the Nomination & Remuneration Policy of the Company and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.
As against above, Remuneration for non-managerial personnel is based on an internal evaluation of assigned target area which are broken into subsets of key result areas of the managerial personnel.
- It is affirmed that the Remuneration is as per the Nomination & Remuneration Policy of the Company.

For and on behalf of the Board

Deepak C. Mehta

Chairman & Managing Director
(DIN: 00028377)

Place: Vadodara
Date: May 3, 2019

Annexure - H

INFORMATION REQUIRED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 PERTAINING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) Conservation of Energy

- (i) Steps taken or impact on conservation of energy:
- Improvements in - Flash stream and condensate recovery, column packings, boiler & chilling units efficiency improvements, air leakage survey in plant.
 - Processes improved to reduce utility and improve energy conservation.
- (ii) Steps taken for utilizing alternate sources of energy:
- Power generation by using back pressure turbine
 - Power trading through open access and bilateral agreements
- (iii) Capital Investment on energy conservation equipments: ₹ 272.69 Lakhs

(B) Technology Absorption:

- (i) Efforts made towards technology absorption:
- Technology developed for import substituted products
 - Developed continuous process of existing batch process .
- (ii) Benefits derived like product improvement, cost reduction, product development or import substitution:
- Processes developed for import substituted products in the in-house Research & Development
 - Continuous chemical processes developed to reduce raw materials consumption norms and by-products formation, also evaluated alternative routes to make cheaper and cleaner technologies.
- (iii) Information regarding technology imported, during the last 3 years: Nil
- (iv) Expenditure incurred on Research and Development:

(₹ In Lakhs)

Particulars	2018-19	2017-18
a) Capital	192.91	117.90
b) Recurring	810.92	701.80
c) Total	1,003.83	819.70
d) Total R&D expenditure as a percentage to total turnover	0.56%	0.55%

(C) Foreign exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

(₹ In Lakhs)

Particulars	2018-19	2017-18
Total Foreign Exchange Earned	57,907.80	50,902.66
Total Foreign Exchange Outgo	31,810.19	22,374.30

For and on behalf of the Board

Deepak C. Mehta

Chairman & Managing Director
(DIN: 00028377)

Place : Vadodara
Date : May 3, 2019

Corporate Governance Report

for the year ended March 31, 2019

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your Company's philosophy on Corporate Governance envisages the attainment of a high level transparency and accountability in the functioning of the Company and the efficient conduct of its business, including its interaction with employees, shareholders, depositors, creditors, consumers, financial institutions and other lenders. Accountability improves decision making and transparency helps to explain the rationale behind decisions which in turn helps in building confidence in the Company.

Your Company firmly believes that for a company to succeed on a sustained basis, it must maintain global standards of Corporate Conduct. It also believes that Corporate Governance is not simply a matter of creating checks and balances; it is about creating an outperforming organisation, which leads to increasing employee and customer satisfaction.

2. BOARD OF DIRECTORS:

(i) Composition and Category of Directors

The Board of Directors of the Company comprises of an optimum combination of executive and non-executive directors, which is in conformity with the requirements of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 ('LODR or Listing Regulations'). As of the year ended March 31, 2019, the Board consisted of twelve (12) Directors comprising of four (4) Executive Directors, one (1) Non-Executive Director and seven (7) Independent Directors. The Chairman of the Board is an Executive Director.

The Directors of the Company are highly experienced professionals in their fields and brings in a wide range of skills and experience to the Board.

During the year under review:

- (1) Shri Umesh Asaikar (DIN: 06595059) was re-appointed as a Whole-time Director designated as the Executive

Director & CEO of the Company for a period from May 9, 2018 to May 31, 2020. The said re-appointment was approved by the Members at the 47th Annual General Meeting of the Company held on August 3, 2018.

- (2) Shri Deepak C. Mehta (DIN: 00028377) was re-appointed as the Chairman & Managing Director of the Company w.e.f. December 14, 2018 for a period of five (5) years, subject to the approval of Members of the Company.

The composition of the Board of Directors of the Company as on March 31, 2019 was as under:

Sr. No.	Category	Name of Director
I.	Promoter and Executive Director	Shri Deepak C. Mehta
II.	Promoter and Non-Executive Director	Shri Ajay C. Mehta
III.	Executive Directors	Shri Umesh Asaikar Shri Maulik D. Mehta Shri Sanjay Upadhyay
IV.	Non-Executive and Independent Directors	Shri Nimesh Kampani Shri Sudhin Choksey Shri Sudhir Mankad Dr. Richard H. Rupp Shri Sandesh Kumar Anand Dr. Swaminathan Sivaram Prof. Indira Parikh

(ii) Board Meetings

During the Financial Year 2018-19, four (4) Board Meetings were held on May 4, 2018, August 2, 2018, October 26, 2018 and February 1, 2019. The maximum time gap between the two Board Meetings was not more than one hundred twenty (120) days as prescribed under the ('Listing Regulations').

The attendance of Directors at the Board Meetings held during the year ended March 31, 2019, and at the last Annual General Meeting and the directorship, chairmanship and membership in committees of the Directors in other companies as on March 31, 2019:

Name of the Director	Director Identification Number (DIN)	No. of Board Meetings held during the year/tenure of Director	No. of Board Meetings Attended	Attendance at Last AGM	No. of other Directorship Held (including listed entities)	No. of Committee position in other Public Companies [Chairman (C)/ Member (M)]
Shri Deepak C. Mehta	00028377	4	4	YES	2	2(M)
Shri Ajay C. Mehta	00028405	4	4	YES	2	1(C) & 2(M)
Shri Maulik D. Mehta	05227290	4	4	YES	-	-

Name of the Director	Director Identification Number (DIN)	No. of Board Meetings held during the year/ tenure of Director	No. of Board Meetings Attended	Attendance at Last AGM	No. of other Directorship Held (including listed entities)	No. of Committee position in other Public Companies [Chairman (C)/ Member (M)]
Shri Nimesh Kampani	00009071	4	4	YES	7	6(M)
Shri Sudhin Choksey	00036085	4	3	YES	2	1(C)
Shri Sudhir Mankad	00086077	4	3	YES	6	1(C) & 2(M)
Dr. Richard H. Rupp	02205790	4	2	NO	-	-
Shri S. K. Anand	00001792	4	4	YES	2	2(C)
Dr. S. Sivaram	00009900	4	4	YES	6	2(C)
Shri Umesh Asaikar	06595059	4	4	YES	-	-
Prof. Indira Parikh	00143801	4	1	NO	7	4(M)
Shri Sanjay Upadhyay	01776546	4	4	YES	2	1(C)

Note:

- (1) Number of other directorships held by Directors as mentioned above excludes directorships in Private Limited Companies, Section 8 companies, Foreign Companies, Membership of Managing Committee of various chambers/bodies and alternate directorships.
- (2) In accordance with the provisions of the Listing Regulations, Memberships / Chairmanships of only Audit Committee and Stakeholders' Relationship Committee in all public limited companies (excluding Deepak Nitrite Limited) have been considered.

As required under the Listing Regulations as amended w.e.f. April 1, 2019, the names of the listed entities (Including Deepak Nitrite Limited) where the Director of the Company is a director and the category of directorship as on March 31, 2019 is provided hereunder:

Name of Director	Name of Listed Entity	Category of Directorship
Shri Deepak C. Mehta	Deepak Nitrite Limited	Chairman & Managing Director
Shri Ajay C. Mehta	Deepak Nitrite Limited Tribhovandas Bhimji Zaveri Limited	Non-Executive Director Independent Director
Shri Umesh Asaikar	Deepak Nitrite Limited	Executive Director & CEO
Shri Sanjay Upadhyay	Deepak Nitrite Limited	Director -Finance & CFO
Shri Maulik D. Mehta	Deepak Nitrite Limited	Executive Director
Shri Nimesh Kampani	Deepak Nitrite Limited Britannia Industries Limited Chambal Fertilisers and Chemicals Limited Apollo Tyres Limited JM Financials Limited	Independent Director Independent Director Independent Director Independent Director Non-Executive Chairman
Shri Sudhin Choksey	Deepak Nitrite Limited Gujarat Ambuja Exports Limited GRUH Finance Limited	Independent Director Independent Director Managing Director
Shri Sudhir Mankad	Deepak Nitrite Limited Navin Fluorine International Limited Swaraj Engines Limited GRUH Finance Limited	Independent Director Independent Director Non-Executive Chairman Independent Director
Dr. Richard H. Rupp	Deepak Nitrite Limited	Independent Director
Shri S. K. Anand	Deepak Nitrite Limited	Independent Director
Dr. S. Sivaram	Deepak Nitrite Limited Supreme Petrochem Limited Asian Paints Limited GMM Pfaudler Limited APCOTEX Industries Limited	Independent Director Independent Director Independent Director Independent Director Independent Director
Prof. Indira Parikh	Deepak Nitrite Limited Johnson Controls- Hitachi Air-conditioning India Limited Force Motors Limited	Independent Director Independent Director Independent Director

(iii) Board Procedure

The Board meets at regular intervals to discuss and decide various business items. The tentative annual calendar of the Board meetings is circulated to the Directors, well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business needs, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed at the subsequent board meeting. The agenda is circulated well in advance to the Board members, along with comprehensive back-ground information on items in the agenda to enable the Board members to take informed decisions. The Agenda and related information are circulated in electronic form through a highly secured web-based application, which is available to the Board members through iPad/laptop. The information as required under Part A of Schedule II to the Listing Regulations is also made available to the Board, wherever applicable, for their consideration. The Board also reviews the declarations made by the Chairman & Managing Director, Executive Director & CEO, Director - Finance & CFO and Company Secretary of the Company regarding compliance with all applicable laws, on a quarterly basis.

(iv) Disclosure of relationships between Directors inter-se

Shri Maulik D. Mehta, Whole-time Director is son of Shri Deepak C. Mehta, Chairman & Managing Director and nephew of Shri Ajay C. Mehta, Non-Executive Director of the Company. Shri Deepak C. Mehta, Chairman & Managing Director and Shri Ajay C. Mehta, Non-Executive Director of the Company are brothers.

No other Director of the Company is related to each other.

(v) Independent Directors

The Independent Directors of the Company have been appointed in terms of requirements of the Companies Act, 2013 and Listing Regulations. The selection of eminent people for appointment as Independent Directors on the Board is considered by the Nomination and Remuneration Committee. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of directorships and memberships held in various committees of other companies by such person and recommend the same to the Board. The Board considers the Committee's recommendation and takes appropriate decision. Formal letters of appointment have been issued to the Independent Directors and the terms and conditions of their appointment are disclosed on the Company's website at www.godeepak.com. No Independent Director has resigned during the Financial Year 2018-19.

(vi) Declaration of Independence

The Company has received declarations on criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 ("Act") and Regulation 16 (1) (b) of the Listing Regulations from the Directors of the Company who have been classified as Independent Directors as on March 31, 2019.

The Board confirms that the Independent Directors fulfill the conditions specified in Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent of the management.

(vii) Familiarisation program for Independent Directors

The Board members are from time to time provided with necessary documents/brochures, reports and internal policies to enable them to familiarize themselves with the Company's procedures and practices. Periodic presentations are made at the Board and the committee meetings on business and performance updates of the Company, global business environment, business strategy and risks involved.

Web link giving the details of familiarisation program imparted to Independent Directors is <https://www.godeepak.com/investor-compliances/>

(viii) Skills / Expertise / Competencies of the Board of Directors

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- (a) Knowledge on Company's businesses (Chemical Intermediates), policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates;
- (b) Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company;
- (c) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making;
- (d) Financial and Management skills;
- (e) Legal expertise
- (f) Technical / Professional skills and specialized knowledge in relation to Company's business.

(ix) Performance Evaluation

The Nomination and Remuneration Committee has specified the criteria for performance evaluation of the directors, the Board and its committees. The Board is committed to evaluate its own performance as a Board and also the performance of individual directors, in order to identify strengths and areas in which it may improve functioning.

(x) Separate Meeting of Independent Directors

During the year, a separate meeting of Independent Directors was held on March 15, 2019 without the presence of other directors or management representatives, to review the performance of Non-Independent Directors, the Board and

the Chairperson of the Company and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

3. COMMITTEES OF BOARD OF DIRECTORS:

The Board committees are set up to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. Minutes of proceedings of committee meetings are circulated to the directors and placed before Board meetings for noting. The Board has currently established the following Committees:

(A) Audit Committee:

(i) Composition of Audit Committee

The Audit Committee comprises of the following members:

Name of Member	Designation	Category
Shri Sudhin Choksey	Chairman	Independent Director
Shri Sudhir Mankad	Member	Independent Director
Shri S. K. Anand	Member	Independent Director

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Listing Regulations. All members of the Audit Committee are financially literate and Shri Sudhin Choksey possesses financial / accounting expertise.

The Statutory Auditors, Internal Auditors and other relevant senior management persons are invited to attend the meetings of Audit Committee.

Shri Sudhin Choksey, Chairman of the Audit Committee, was present at the last Annual General Meeting held on August 3, 2018.

The Company Secretary acts as a Secretary to the Committee.

(ii) Brief Description of Terms of Reference of the Audit Committee

In accordance with the provisions of the Companies Act, 2013 and Listing Regulations, the terms of reference for the Audit Committee of Directors are as under:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- 3) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- 4) Reviewing, with the management, the annual financial statements and Auditor's report thereon

before submission to the Board for approval, with particular reference to:

- Matters required to be included in the director's responsibility statement to 76 be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the Financial Statements arising out of Audit findings;
 - Compliance with listing and other legal requirements relating to Financial Statements;
 - Disclosure of any Related Party Transactions; and
 - Modified opinion(s) in the draft Audit Report.
- 5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - 6) Reviewing and monitoring, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 - 7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - 8) Approval or any subsequent modification of transactions of the Company with related parties;
 - 9) Scrutiny of inter-corporate loans and investments;
 - 10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - 11) Evaluation of internal financial controls and risk management systems;
 - 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- 14) Discussion with internal auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of non-payment of declared Dividends) and Creditors;
- 18) To review the functioning of the Whistle Blower Mechanism;
- 19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- 21) Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments existing as on the date of coming into force of this provision; and
- 22) Such other terms as may be prescribed under the Companies Act, 2013 or The SEBI (LODR) Regulations, 2015.

(iii) Meetings of Audit Committee and Attendance thereat

Four (4) meetings of the Audit Committee were held during the financial year 2018-19 on May 3, 2018, August 2, 2018, October 25, 2018 and January 28, 2019.

The attendance at the Audit Committee meetings held during financial year 2018-19 was as under:

Name of Member	No. of Audit Committee Meetings held	No. of Audit Committee Meetings attended
Shri Sudhin Choksey	4	4
Shri Sudhir Mankad	4	4
Shri S. K. Anand	4	4

All the recommendations of the Audit Committee were accepted by the Board of Directors of the Company.

(B) Nomination and Remuneration Committee:

(i) Composition of Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of the following members:

Name of Member	Designation	Category
Shri Sudhir Mankad	Chairman	Independent Director
Shri S. K. Anand	Member	Independent Director
Shri Sudhin Choksey	Member	Independent Director
Prof. Indira Parikh	Member	Independent Director

The Committee's composition meets with the requirement of Section 178 of the Companies Act, 2013 and requirements of the Listing Regulations.

The Company Secretary acts as a Secretary to the Committee.

(ii) Terms of Reference

In accordance with the provisions of the Companies Act, 2013 and Listing Regulations, the terms of reference for the Nomination and Remuneration Committee of Directors are as under:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and senior management.
- 2) specify the manner for effective evaluation of performance of Board, its Committee and individual Directors;
- 3) Devising a policy on diversity of Board of Directors;
- 4) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- 5) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- 6) To recommend to the Board, all remuneration, in whatever form, payable to senior management; and
- 7) Such other terms as may be required under the Companies Act, 2013 or the Listing Regulations.

(iii) Meetings and Attendance thereat

Two (2) meetings of the Nomination and Remuneration Committee were held during the Financial Year 2018-19 on May 4, 2018 and October 25, 2018.

The attendance at the Nomination and Remuneration Committee meetings held during financial year 2018-19 was as under:

Name of Member	No. of Nomination and Remuneration Committee Meetings held	No. of Nomination and Remuneration Committee Meetings attended
Shri Sudhin Choksey	2	2
Shri Sudhir Mankad	2	2
Shri S. K. Anand	2	2
Prof. Indira Parikh	2	0

Shri Sudhir Mankad, Chairman of the Nomination and Remuneration Committee, was present at the last Annual General Meeting of the Company held on August 3, 2018.

All the recommendations of the Nomination and Remuneration Committee were accepted by the Board of Directors of the Company.

(iv) Performance evaluation criteria for Independent Directors

The criteria for performance evaluation of Independent Directors has been disclosed in the Directors' Report.

(v) Remuneration Policy

The Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management and is annexed to the Directors' Report. The said Policy is directed towards rewarding performance, based on review of achievements periodically and is in consonance with the existing industry practice. The key factors considered in formulating the Policy are as under:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors to run the Company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The Company does not have any Employee Stock Option Scheme.

(C) Stakeholders' Relationship & Investors Grievance Committee:

(i) Composition

The Stakeholders' Relationship & Investors Grievance Committee comprises of the following Directors:

Name of Member	Designation	Category
Shri S. K. Anand	Chairman	Independent Director
Shri A. C. Mehta	Member	Non-Executive Director
Shri Umesh Asaikar	Member	Executive Director & CEO
Prof. Indira Parikh*	Member	Independent Director

*Prof. Indira Parikh inducted as a member with effect from February 1, 2019.

Shri Arvind Bajpai, Company Secretary, is the Compliance Officer.

(ii) Terms of Reference

In accordance with the provisions of the Companies Act, 2013 and Listing Regulations, the terms of reference for the Stakeholder's Relationship & Investors' Grievances Committee of Directors are as under:

- 1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- 2) Review of measures taken for effective exercise of voting rights by shareholders;
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- 5) Such other terms as may be required under the Companies Act, 2013 or Listing Regulations.

(iii) Investors Grievance

Continuous efforts are being made to ensure that investor's grievances are expeditiously redressed to the satisfaction of the investors.

The Company and Link Intime India Pvt. Ltd. (Registrar & Share Transfer Agent) attend to all the grievances of the investors promptly on their receipt, whether received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs etc.

Details of shareholders' complaints received during the Financial Year 2018-19 and status thereof:

Number of pending complaints at the beginning of the Financial Year	00
Number of complaints received during the Financial Year	03
Number of complaints resolved during the Financial Year	03
Number of complaints pending at the end of the Financial Year	00
Number of complaints not solved to the satisfaction of shareholders	00

(D) Corporate Social Responsibility Committee:

(i) Composition

Pursuant to the requirement of Section 135 of the Companies Act, 2013, a duly constituted Corporate Social Responsibility Committee is in place.

The Corporate Social Responsibility Committee comprises of the following members:

Name of Member	Designation	Category
Shri Sudhir Mankad	Chairman	Independent Director
Dr. S. Sivaram	Member	Independent Director
Shri Deepak C. Mehta	Member	Chairman & Managing Director
Shri Umesh Asaikar	Member	Executive Director & CEO

(ii) Terms of Reference

The terms of reference of Corporate Social Responsibility Committee are as under:

- To formulate and recommend to the Board a Corporate Social Responsibility Policy ("CSR Policy").
- Recommend the amount of expenditure to be incurred on the activities listed in CSR Policy.
- Monitor the CSR Policy of the Company from time to time.
- Such other roles and functions as may be prescribed in the Companies Act, 2013 and Rules made thereunder.

(iii) Report on CSR activities

As required under the Companies Act, 2013 and Rules made thereunder, the information on the CSR activities undertaken by the Company during the year ended March 31, 2019 is annexed to the Directors' Report.

All the recommendations of the Corporate and Social Responsibility Committee were accepted by the Board of Directors of the Company.

(E) Project Committee:

(i) Composition

A Project Committee has been constituted by the Board which meets from time to time to review various projects of the Company.

The Project Committee comprises of the following Directors:

Name of Member	Designation	Category
Shri S. K. Anand	Chairman	Independent Director
Dr. R. H. Rupp	Member	Independent Director
Dr. S. Sivaram	Member	Independent Director

(ii) Terms of Reference

The Project Committee is constituted inter alia to evaluate the proposed projects / expansion plans and recommend them to the Board for approval and also to review the progress of ongoing projects.

(F) Risk Management Committee:

(i) Composition

The Company has a comprehensive Risk Management Framework and the same is periodically reviewed by the Board of Directors of the Company. A Risk Management Committee has been constituted by the Board to monitor and review the Risk Management Framework of the Company.

The Risk Management Committee comprises of the following Directors:

Name of Member	Designation	Category
Shri Deepak C. Mehta	Chairman	Chairman & Managing Director
Shri S. K. Anand	Member	Independent Director
Dr. Swaminathan Sivaram	Member	Independent Director
Shri Umesh Asaikar	Member	Executive Director & CEO
Shri Sanjay Upadhyay	Member	Director-Finance & CFO
Shri Maulik Mehta	Member	Whole-time Director

(ii) Terms of Reference

In accordance with the provisions of Listing Regulations, the terms of reference for the Risk Management Committee of Directors are as under:

- To ensure that appropriate methodology, processes and systems are in place to monitor, evaluate and report risks associated with the business of the Company;

- 2) To review the adequacy of the existing measures to mitigate risks covering various functions of the Company;
- 3) To evaluate and approve mitigation measures that may be recommended by the Risk Manager(s) in respect of any function and review the action taken for its implementation on an on-going basis;
- 4) To review and recommend to the Board, amendment of any of the provisions of the Risk Management Framework;
- 5) Monitoring and reviewing the risk mitigation plan related to cyber security; and
- 6) Such other terms as may be required under the Listing Regulations.

All the recommendations of the Risk Management Committee were accepted by the Board of Directors of the Company.

4. REMUNERATION OF DIRECTORS:

(A) Chairman & Managing Director / Executive Directors

The remuneration of Chairman & Managing Director comprises of salary, allowances, perquisites and other benefits. In addition, the Chairman & Managing Director is also paid a commission, calculated with reference to the Net Profits of the Company in a particular Financial Year, as may be determined by the Board of Directors, subject to the overall ceiling stipulated in Section 197 and other relevant provisions of the Companies Act, 2013.

The remuneration of Executive Directors comprise of fixed pay and variable pay which ranges from 0% to 20% of their respective costs to company for a particular Financial Year based on the performance rating depending upon their individual and also the Company's performance as per policy of the Company.

The details of remuneration of Chairman & Managing Directors and Executive Directors for the Financial Year 2018-19 are as under:

(₹ In Lakhs)

Name	Salary & Allowances	Perquisites	Retirement Benefits	Commission / Variable Pay	Total
Shri Deepak C. Mehta	236.83	31.60	38.17	600.00	906.60
Shri Umesh Asaikar	365.70	55.71	53.83	113.62	588.86
Shri Maulik D. Mehta	74.81	16.90	13.47	65.88	171.06
Shri Sanjay Upadhyay	158.57	31.61	24.89	79.33	294.40

Shri Ajay C. Mehta, Shri Umesh Asaikar, Shri Sanjay Upadhyay and Shri Maulik Mehta are liable to retire by rotation.

There is no provision for payment of severance fees.

(B) Independent Director and Non-Independent Non-Executive Directors

The Independent Director and Non-Independent Non-Executive Directors of the Company are paid sitting fees for attending meetings of the Board and of Committees of which they are members. Apart from the sitting fees, the Independent Director and Non-Independent Non-Executive Directors are also paid commission not exceeding 1% of the Net Profits of the Company for a particular year, computed in accordance with the provisions of Companies Act, 2013.

The amount of Commission to Independent Director and Non-Independent Non-Executive Directors is determined on the basis of the attendance of respective Director at the Board, Committee or General Meeting(s) of the Company during the particular year, the number of memberships/chairmanships held of Committees of the Board and the time devoted on various matters of the Company.

The details of remuneration paid/payable to Independent Director and Non-Independent Non-Executive Directors for the Financial Year 2018-19 are as under:

(₹ In Lakhs)

Name	Sitting Fees	Commission	Total
Shri Nimesh Kampani	1.50	8.00	9.50
Shri Sudhin Choksey	2.70	10.00	12.70
Shri Sudhir Mankad	2.85	10.00	12.85
Dr. R. H. Rupp	1.20	10.00	11.20
Shri S. K. Anand	3.60	25.00	28.60
Dr. S. Sivaram	1.80	8.00	9.80
Prof. Indira Parikh	0.60	4.00	4.60
Shri Ajay C. Mehta	1.20	-	1.20

The details of Equity Shares of the Company held by Non-Executive Directors as on March 31, 2019 are as under:

Sr. No.	Name of Non-Executive Director	No. of shares held
1	Shri Ajay C. Mehta	Nil
2	Shri Nimesh Kampani	Nil
3	Shri Sudhin Choksey	Nil
4	Dr. R. H. Rupp	Nil
5	Shri Sudhir Mankad	Nil
6	Shri S. K. Anand	Nil
7	Dr. S. Sivaram	Nil
8	Prof. Indira Parikh	Nil

The Company has no pecuniary relationship or transactions with its Non-Executive and Independent Directors other than payment of sitting fees to them for attending Board and Committee meetings and commission as approved by the Members for their invaluable services to the Company.

5. GENERAL BODY MEETINGS:

(i) Details of last three Annual General Meetings held:

Meeting	Date	Time	Venue	No. of Special Resolution Passed
45 th AGM	August 5, 2016	10.30 A.M.	Hotel Surya Palace, Sayajigunj, Vadodara 390 020	-
46 th AGM	June 26, 2017	10.30 A.M.	Hotel Surya Palace, Sayajigunj, Vadodara 390 020	-
47 th AGM	August 3, 2018	10.00 A.M.	Grand Mercure Vadodara Surya Palace, Opp. Parsi Agiyari, Sayajigunj, Vadodara – 390 020	-

(ii) Postal Ballot conducted during the year and procedure thereof:

During the year under review and upto the date of this Report, Postal Ballot exercise was undertaken by the Company in the month of March 2019 and result of the Postal Ballot was declared on April 1, 2019. The details and voting pattern of the Special Resolutions passed through the said Postal Ballot exercise are as under:

Sr. No.	Resolution	Special / Ordinary	No. of Valid Votes received	No. and % of Votes in Favour	No. and % of Votes Against
1	Approval for continuation of Shri Sandesh Kumar Anand (DIN: 00001792) as Non- Executive and Independent Director, who has attained the age of seventy five (75) years.	Special	99041139	99034953 (99.99%)	6186 (0.01%)
2	Approval for continuation of Prof. Indira Parikh (DIN: 00143801) as Non- Executive and Independent Director, who has attained the age of seventy five (75) years.	Special	99041141	97991148 (98.94%)	1049993 (1.06%)

Shri Dinesh Joshi, Practicing Company Secretary, Designated Partner of M/s. KANJ & Co., LLP, Company Secretaries, Pune was appointed as the Scrutinizer for carrying out the above Postal Ballot process in a fair and transparent manner.

The Company has followed the procedure prescribed for conducting Postal Ballot under the provisions of the Companies Act, 2013 and rules made thereunder read with Listing Regulations.

No Special Resolution is proposed to be conducted through Postal Ballot

6. MEANS OF COMMUNICATION:

The Quarterly and Half yearly results are published in widely circulating national and local dailies such as, The Business Standard (English); The Indian Express and The Financial Express (English and Gujarati). These are not sent individually to the shareholders.

The Company's results are displayed on the Company's website at www.godeepak.com. The website also displays official news releases.

Presentation(s) were made to the institutional investors and to the Analysts during the year under review.

7. GENERAL SHAREHOLDER INFORMATION:

(i) Annual General Meeting:

Day & Date : Friday, June 28, 2019
 Time : 10:30 a.m.
 Venue : Grand Mercure Vadodara Surya Palace, Opp. Parsi Agiyari, Sayajigunj, Vadodara 390 020
 Financial Year : April 1 to March 31
 Date of Book Closure : Friday, June 21, 2019 to Friday, June 28, 2019
 Dividend Payment Date : Within the statutory time limit of 30 days, subject to Members' approval

(ii) Financial Calendar:

Results for the Quarter ending	Tentative Time of Reporting
June 30, 2019	On or before August 14, 2019
September 30, 2019	On or before November 14, 2019
December 31, 2019	On or before February 14, 2019
Audited Annual Accounts for the year ended March 31, 2020	On or before May 30, 2020

(iii) Listing on Stock Exchanges:

The Company's Equity Shares are listed on the following Stock Exchanges:

Name: BSE Limited (BSE)

Address: Pheroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001.

Name: National Stock Exchange of India Limited (NSE)

Address: Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051.

Listing fees for Financial Year 2019-20 has been paid to both the exchanges.

The Securities of the Company have not been suspended from trading during the Financial Year 2018-19.

Stock Code for Equity Shares (BSE): 506401

Stock Symbol for Equity Shares (NSE): DEEPAKNTR

ISIN Number for Equity Shares (NSDL & CDSL): INE288B01029

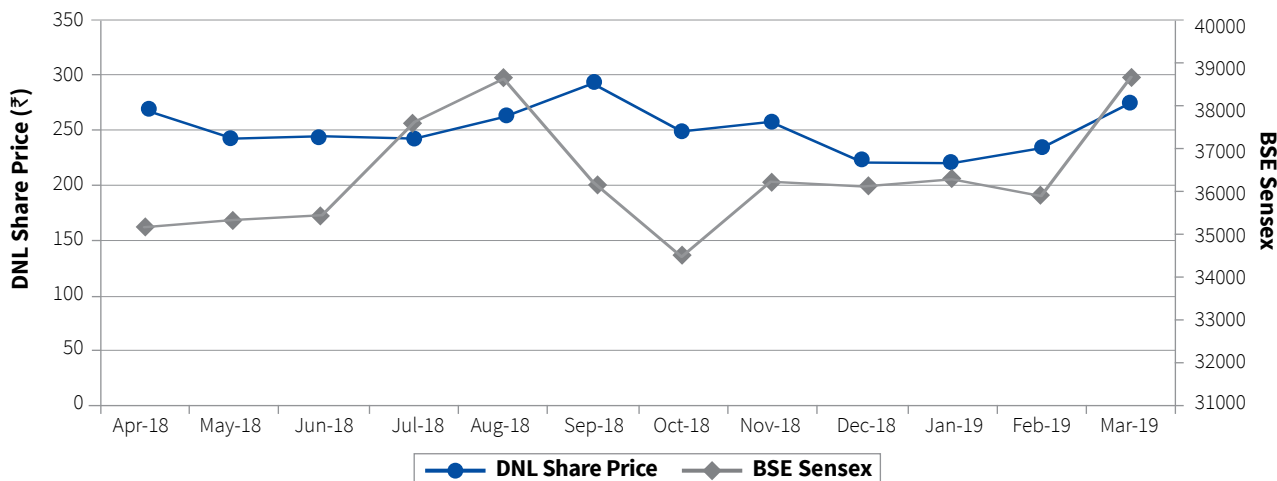
(iv) Market Price Data of Equity Shares:

Monthly High & Low during the financial year 2018-19 at BSE and NSE:

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2018	281.50	245.00	281.85	244.10
May, 2018	273.65	235.00	273.40	238.75
June, 2018	258.00	215.00	258.60	215.50
July, 2018	252.65	216.00	253.30	215.50
August, 2018	292.50	233.30	292.00	232.40
September, 2018	305.00	250.00	305.00	249.00
October, 2018	292.35	225.00	289.20	212.50
November, 2018	285.85	241.65	286.50	245.50
December, 2018	262.95	204.60	263.20	205.05
January, 2019	233.00	206.05	232.50	206.00
February, 2019	235.00	211.00	235.20	211.40
March, 2019	282.70	232.25	282.50	233.05

Source: Respective Websites of BSE and NSE.

DNL Share Price Vs BSE Sensex



(v) Distribution of Shareholding as on March 31, 2019:

Range	No. of Holders	%	No. of Shares	%
1 – 500	30973	80.57	3796771	2.78
501 – 1000	2964	7.71	2404685	1.76
1001 – 5000	3410	8.88	8012253	5.88
5001 – 10000	609	1.58	4278319	3.14
10001 & above	486	1.26	117901013	86.44
TOTAL	38442	100.00	136393041	100.00

(vi) Shareholding Pattern as on March 31, 2019:

Category of Shareholders	No. of Shares	% to Equity Capital
Promoters & Promoter Group	61172468	44.84
Mutual Fund	20393369	14.95
Financial Institutions, Banks, Insurance Companies	702324	0.51
Foreign Portfolio Investor	14023615	10.28
Bodies Corporate	9272433	6.80
Non Resident Individuals	1055365	0.77
Resident Individuals	2767859	2.29
Others	27005608	19.79
TOTAL	136393041	100.00

The Company does not have any outstanding global depository receipts or American depository receipts or warrants or any convertible instruments.

(vii) Dematerialisation of Equity Shares:

Electronic holding by Members comprises 99.02 % of the paid up Equity Capital of the Company as on March 31, 2019 held through National Securities Depository Limited and Central Depository Services (India) Limited.

(viii) Share Transfer System:

Share transfers are processed and Share Certificates duly endorsed are delivered within a period of 15 days from the date of receipt, subject to documents being valid and complete in all respects. All requests for dematerialisation of securities are processed and the confirmation is given to the depositories within 15 days.

Pursuant to Regulation 40(9) of the Listing Regulations, certificates, on half yearly basis have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company. Pursuant to Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018, certificates have been received from a Company Secretary-in-Practice for timely dematerialisation of shares and for reconciliation of the share capital of the Company on a quarterly basis.

(ix) Registrar and Share Transfer Agent:

Contact details of Link Intime India Private Limited:

Mumbai Office:

C-101, 247 Park, L.B.S. Marg,
 Vikhroli (W),
 Mumbai - 400 083.
 Tel: 022 - 2594 6970
 Toll free number: 1800 1020 878
 Email: rnt.helpdesk@linkintime.co.in

Investor Relation Centre :

B-102-103, Shangrila Complex, 1st Floor, Opp. HDFC Bank,
 Near Radhakrishna Chhar Rasta,
 Akota, Vadodara - 390 020.
 Tel: 0265 - 2356 573 / 2356 794
 Fax: 0265 - 2356 791
 E-mail : vadodara@linkintime.co.in

(x) Address for Correspondence and Investor Assistance:

Deepak Nitrite Limited	Telephone Numbers : (0265) 235 1013, 233 4481
Aaditya-I, Chhani Road,	Fax No. : (0265) 233 0994
Vadodara - 390024	E-mail : investor@godeepak.com
Contact Person: Shri Arvind Bajpai	Website : www.godeepak.com

Shareholders holding shares in electronic mode should address all their correspondence related to change of address or bank details or NECS mandate to their respective Depository Participants.

(xi) Unclaimed/Unpaid Dividend:

As per the provisions of Section 124 of the Companies Act, 2013, the Company is required to transfer unclaimed dividends, matured deposits and interest accrued thereon remaining unclaimed and unpaid for a period of seven years from the due date to the Investor Education and Protection Fund (IEPF) set by the Central Government.

Given below are the due dates for transfer of unclaimed and unpaid dividend to the Investors Education & Protection Fund (IEPF) by the Company:

Financial Year	Dividend Payment Date	Proposed Date for transfer to IEPF*
2011-2012	August 9, 2012	August 8, 2019
2012-2013	August 5, 2013	August 4, 2020
2013-2014	August 11, 2014	August 10, 2021
2014-2015	August 10, 2015	August 9, 2022
2015-2016	August 8, 2016	August 7, 2023
2016-2017	June 26, 2017	June 25, 2024
2017-2018	August 3, 2018	August 2, 2025

* Indicative dates, actual date may vary.

(xii) Commodity Price risk or Foreign Exchange risk and hedging activities:

The Company has adequate risk assessment and minimisation system in place including foreign exchange. The foreign exchange risk is managed through the hedging strategy of the Company which is reviewed periodically.

The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same is carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated November 15, 2018.

(xiii) Plant Locations:

- | | |
|---|--|
| 1. Nitrite & Nitroaromatics Division
4/12 GIDC Chemical Complex
Nandesari - 391 340. Dist. Vadodara | 2. Taloja Chemicals Division
Plot Nos. K/9-10, MIDC Taloja,
Dist. Raigad - 410 208 |
| 3. Roha Division
Plot Nos. 1, 2, 26 & 27
MIDC Dhatav, Roha - 402 116, Dist. Raigad | 4. Hyderabad Specialities Division :
Plot Nos. 90-F/70-A and B,
Phase II, Industrial Development Area, Jedimetla,
Tal. Quthbullapur Mandal, Dist. Ranga Reddy,
Hyderabad - 500 055 |
| 5. Dahej Division: 12/B/2, GIDC,
Dahej, Dist. Bharuch,
Gujarat - 392 130 | |

(xiv) Credit Ratings:

During the Financial Year 2018-19, ICRA Limited has re-affirmed the long-term rating of Line of credit at [ICRA] **A+** (pronounced ICRA A plus) and Short Term rating at [ICRA] **A1+** (pronounced ICRA A one plus) assigned to the fund based limits and non-fund based limits of the Company. The outlook on the long-term rating was revised from Stable to **Positive**.

ICRA has also re-affirmed the rating at [ICRA] **A1+** (pronounced ICRA A one plus) assigned to the Commercial Paper programme of DNL.

Further, CRISIL Limited has assigned the long-term rating for Bank Loan facilities of ₹ 750 crores as **CRISIL AA- Stable** and assigned Short Term rating as **CRISIL A1+** to the Company.

8. DISCLOSURE:

(i) Related Party Transactions

All transactions entered into by the Company with related parties as defined under the Companies Act, 2013 and the Listing Regulations, during the Financial Year 2018-19 were in the ordinary course of business and on arm's length pricing basis. There were no materially significant transactions with the related parties during the Financial Year which were in conflict with the interest of Company.

Necessary disclosures as required under the Accounting Standards have been made in the Financial Statements. The Board has approved a policy on materiality of related party transactions and on dealing with related party transactions and the same is disclosed on the website of the Company at the link <https://www.godeepak.com/investor-compliances/>.

(ii) Details of non-compliance

There were no non-compliance by the Company nor any penalty or stricture imposed on the Company by any Stock Exchanges, SEBI or any other statutory authority on any matter relating to capital markets during the last three years.

(iii) Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior including actual or suspected leak of unpublished price sensitive information. The Company has established a vigil mechanism for Directors and employees to report concern about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and also actual or suspected leak of unpublished price sensitive information. During the year under review, no personnel was denied access to the Audit Committee.

The Whistle Blower Policy is placed on the website of the Company and weblink to the same is as under:

<https://www.godeepak.com/investor-compliances/>.

(iv) Details of Compliance with Mandatory requirements and adoption of Non-mandatory / discretionary requirements:

The Company has complied with all the mandatory requirements of the Listing Regulations.

(v) Policy for Material Subsidiaries

In accordance with the provisions of the Listing Regulations, the Company has framed a policy for Material Subsidiaries in order to determine the Material Subsidiaries and to provide governance framework for such subsidiaries. The said policy has been placed on the website of the Company and weblink to the same is as under:

<https://www.godeepak.com/investor-compliances/>.

(vi) Details of Directors seeking appointment or re-appointment:

The details of Directors seeking appointment or re-appointment form part of Notes to the Notice convening the 48th Annual General Meeting of the Company.

(vii) Demat Suspense Account – Unclaimed Share Certificates

In terms of the provisions of the Listing Regulations, the Company has transferred the shares issued pursuant to the public issues or any other issue, the certificates of which remained unclaimed, to an Unclaimed Suspense Account and these shares are being held by the Company in Demat form on behalf of the beneficial owners of the said shares.

The disclosures with respect to the Demat Suspense Account are as under:

Particulars	Number of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year:	310	256630
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	02	3650
Number of shareholders to whom shares were transferred from suspense account during the year	02	3650
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	308	252980

The voting rights on these shares shall remain frozen till rightful owner of such shares claims the shares. Rightful owner of such shares claims the shares.

(viii) Certificate from Company Secretary in Practice

The following certificates from Shri Dinesh Joshi, Practicing Company Secretary, Designated Partner of M/s. KANJ & Co., LLP, Company Secretaries, Pune, are enclosed to this Report:

- (a) Compliance Certificate regarding compliance of conditions of Corporate Governance; and
- (b) Certificate that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority.

(ix) Utilization of funds raised through Qualified Institutions Placement

The funds raised through Qualified Institutions Placement in earlier years have been utilized fully in accordance with the objects stated in the Placement Document issued to the Qualified Institutional Buyers.

(x) Total Fees to Statutory Auditors

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Deloitte Haskins & Sells, Statutory Auditor of the Company and all entities in the network firm/network entity of which the Statutory Auditor is a part is given below:

(₹ In Lakhs)

Payment to Statutory Auditors	FY 2018-19
Statutory Audit Fees	29.75
Quarterly Limited Review	21.00
Tax Audit Fees	2.00
Taxation Matters	3.75
Other Certification	2.61
Total	59.11

(xi) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Number of complaints filed during the Financial Year 2018-19	0
Number of complaints disposed off during the Financial Year 2018-19	0
Number of complaints pending as at the end of the Financial Year 2018-19	0

(xii) Disclosure regarding adoption of discretionary requirements as specified in Part E of Schedule II of Listing Regulations

(a) The Board

The Chairman of the Company is a Non-Executive Director hence, not applicable.

(b) Shareholder Rights

The half year Financial Results are not sent individually to the shareholders and are displayed on the Company's website at www.godeepak.com.

(c) Modified Opinion(s) in Audit Report

The Auditors have issued the Audit Report of the year ended March 31, 2019 with unmodified opinion.

(d) Reporting of Internal Auditor

The Internal Auditor reports to the Audit Committee.

(xiii) The Company has complied with the Corporate Governance Requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46.

9. CODE OF CONDUCT:

The Company has framed and adopted a Code of Conduct for the members of the Board and the Senior Management ("the Code") in terms of requirements of the Listing Regulations. The Code has been circulated to all the members of the Board and Senior Management and the same is also posted on the Company's website at www.godeepak.com. The Code lays the general principles designed to guide all Directors and members of the Senior Management for ethical conduct of business and compliance of laws.

All Directors and members of the Senior Management have affirmed their adherence to the provisions of the Code. A declaration to that effect signed by the Executive Director & CEO is given below:

DECLARATION	
As per requirements of the Listing Regulations, this is to confirm that all the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the Financial Year 2018-19.	
Vadodara May 3, 2019	Umesh Asaikar Executive Director & CEO

10. CEO / CFO CERTIFICATION:

The Chief Executive Officer and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of requirements of the Listing Regulations. The Chief Executive Officer and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board.

Certificate of Compliance with the Corporate Governance Requirements

To,
The Members,
DEEPAK NITRITE LIMITED,
Aaditya-I, Chhani Road,
Vadodara – 390 024
Gujrat

We have examined the compliance of conditions of Corporate Governance by DEEPAK NITRITE LIMITED (“the Company”) having CIN L24110GJ1970PLC001735 for the financial year ended March 31, 2019 as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression on financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **KANJ & CO. LLP**
Company Secretaries

Dinesh Joshi

Designated Partner

Membership No: FCS- 3752 CP No: 2246

Date: May 3, 2019
Place: Pune

To,
The Members
DEEPAK NITRITE LIMITED
Aaditya-I, Chhani Road,
Vadodara -390 024
Gujarat

This is to certify that on verification of declarations made by the Directors and records maintained by DEEPAK NITRITE LIMITED (“the Company”), none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities Exchange Board of India (SEBI) /Ministry of Corporate Affairs or any such Statutory Authority, as per the requirements of point 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

For **KANJ & CO. LLP**
Company Secretaries

Dinesh Joshi

Designated Partner

Membership No: FCS- 3752 CP No: 2246

Date: May 3, 2019
Place: Pune