

# Report On Corporate Governance for the year ended March 31, 2016

## 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your Company's philosophy on Corporate Governance envisages the attainment of 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:

### Composition and Category of Directors

The Board of Directors is headed by the Non-Executive Chairman. As on March 31, 2016, the strength of the Board was eleven members comprising of three Executive Directors and eight Non-Executive Directors. Out of Eight Non-Executive Directors, Seven are Independent Directors. Accordingly, the composition of the Board is in conformity with the provisions of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Directors of the Company are highly experienced professionals in their fields and bring in a wide range of skills and experience to the Board.

The composition of the Board of Directors of the Company as on March 31, 2016 was as under:

Sr. No.	Category	Name of Director
I.	Promoter and Non-Executive Director	Shri Chimanlal K. Mehta - Chairman
II.	Promoter and Executive Directors	Shri Deepak C. Mehta - Vice Chairman & Managing Director Shri Ajay C. Mehta - Managing Director
III.	Executive Director	Shri Umesh Asaikar -CEO & Executive Director
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

### Board Meetings

During the year under review, five Board Meetings were held on May 13, 2015, July 24, 2015, August 7, 2015, November 6, 2015 and February 5, 2016. The maximum time gap between the two Board Meetings was not more than one hundred twenty days as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR' or 'Listing Regulations').

Attendance of Directors at the Board Meetings held during the year ended March 31, 2016, and at the last Annual General Meeting and their directorship, chairmanship and membership in committees of other Companies as on March 31, 2016:

Name of the Director	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	No. of Committee position in other Public Companies [Member (M)/ Chairman (C)]
Shri C. K. Mehta	5	5	YES	1	-
Shri D. C. Mehta	5	5	YES	2	1(C) & 1(M)
Shri A. C. Mehta	5	4	NO	2	1(C) & 1(M)
Shri Nimesh Kampani	5	5	YES	9	6(M)
Shri Sudhin Choksey	5	4	YES	2	1(C) & 1(M)
Shri Sudhir Mankad	5	5	YES	8	1(C) & 4(M)
Dr. R. H. Rupp	5	1	NO	-	-
Shri S. K. Anand	5	5	YES	3	1(C) & 1(M)
Dr. S. Sivaram	5	4	NO	4	2(M)
Shri Umesh Asaikar	5	5	YES	-	-
Dr. Indira Parikh	5	4	YES	7	1(C) & 4(M)

Note :

- (1) Number of 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.

#### Selection of Independent Directors

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.

#### Disclosure of relationships between Directors inter-se

Shri C. K. Mehta is the father of Shri D. C. Mehta and Shri A. C. Mehta. None of the other Directors have any relationships inter-se.

#### Familiarisation program for Independent Directors

The details of familiarisation program for Independent Directors have been disclosed on the website of the Company at [http://deepaknitrite.com/pdf/investor/DNL\\_Familiarisation%20program.pdf](http://deepaknitrite.com/pdf/investor/DNL_Familiarisation%20program.pdf).

#### Performance Evaluation

A duly constituted Nomination and Remuneration Committee of Directors has laid down criteria for performance evaluation of Independent Directors and the same has been approved by the Board of Directors. The criteria for performance evaluation of Independent Directors has been disclosed in the Directors' Report.

#### Separate Meeting of Independent Directors

As per requirements of the Secretarial Standard-1 on Meetings of the Board of Directors, a separate meeting of Independent Directors is required to be held once in a calendar year.

Accordingly, a meeting of Independent Directors was held on March 4, 2015, inter alia to:

- Review performance of Non-Independent Directors for the calendar year 2015 and the Board of Directors as a whole;
- Review performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors;
- Assess the quality, quantity and timelines of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All Independent Directors were present at the meeting.

A meeting of Independent Directors for the calendar year 2016 will be held in due course.

### 3. COMMITTEES OF BOARD OF DIRECTORS:

#### (i) Audit Committee:

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 the Audit Committee. Shri Sudhin Choksey, Chairman of the Audit Committee, was present at the last Annual General Meeting held on August 7, 2015.

The Company Secretary acts as the Secretary to the Committee.

Brief Description of Terms of Reference of the Audit Committee

The terms of reference of the Audit Committee are wide enough to cover the matters prescribed under provisions of section 177(4) and under Part C of Schedule II of the Listing Regulations viz. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company; Approval and subsequent modification of transactions of the Company with related parties; Scrutiny of Inter-Corporate Loans and Investments; Evaluation of Internal Financial Control and Risk Management Systems; Oversee the Vigil Mechanism; Monitoring the end use of funds raised through public offers and related matters; Recommend remuneration of Cost Auditor of the Company; 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; Approval of payment to statutory auditors for any other services rendered by the statutory auditors; Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to: (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013 (b) Changes, if any, in accounting policies and practices and reasons for the same (c) Major accounting entries involving estimates based on the exercise of judgment by management (d) Significant adjustments made in the financial statements arising out of audit findings (e) Compliance with listing and other legal requirements relating to financial statements (f) Qualifications in the draft audit report; Reviewing, with the management, the quarterly financial statements before submission to the Board for approval; Reviewing, 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; Review and monitor the auditor's independence and performance, and effectiveness of audit process; Valuation of undertakings or assets

of the Company, wherever it is necessary; Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems; 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; Discussion with internal auditors of any significant findings and follow up thereon; 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; 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; 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; To review the functioning of the Whistle Blower mechanism; Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

#### Meetings and Attendance thereat

Four meetings of the Audit Committee were held during the year under review on May 12, 2015, July 24, 2015, November 5, 2015 and February 4, 2016.

Attendance at the Audit Committee Meetings was as under:

Name of Member	No. of Audit Committee Meetings held	No. of Audit Committee Meetings attended
Shri Sudhin Choksey	4	3
Shri Sudhir Mankad	4	4
Shri S. K. Anand	4	4

#### (ii) Nomination and Remuneration Committee:

##### Composition

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

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

The Company Secretary acts as the Secretary to the Committee.

##### Terms of Reference

The terms of reference of the Nomination and Remuneration Committee are as under:

- to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every Director's performance.
- to formulate 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 other employees.
- such other functions as may be prescribed under the Companies Act, 2013 and Rules made thereunder and the Listing Agreement with the Stock Exchanges.

### Meetings and Attendance thereat

During the Financial Year 2015-16, the Nomination and Remuneration Committee met on May 13, 2015 and all the members of the Committee were present at the said meeting.

Shri Sudhir Mankad, Chairman of the Nomination and Remuneration Committee, was present at the previous Annual General Meeting of the Company held on August 7, 2015.

### (iii) Stakeholders' Relationship & Investors Grievance Committee:

#### Composition

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

Name of Member	Designation	Category
Shri S. K. Anand	Chairman	Independent Director
Shri A. C. Mehta	Member	Managing Director
Shri Umesh Asaikar	Member	Executive Director

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

#### Terms of Reference

The brief terms of reference of the Committee are to look into redressal of complaints like transfer of shares, non receipt of dividends, non-receipt of Annual Report etc. received from shareholders/investors, and improve the efficiency in stakeholders and investors services, wherever possible.

#### Investors Grievance

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

All the grievances of the investors are being attended promptly on their receipt, whether received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs etc.

Status of Shareholders' Complaints during the Financial Year 2015-16 are as under:

Number of Pending Complaints at the beginning of the Financial Year	Nil
Number of Shareholder's Complaints received during the Financial Year	Nil
Number of Complaints not solved to the satisfaction of Shareholders	Nil
Number of Complaints pending at the end of the Financial Year	Nil

### (iv) Corporate Social Responsibility Committee:

#### 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 D. C. Mehta	Member	Vice Chairman & Managing Director
Shri Umesh Asaikar	Member	Executive Director

#### 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 ("CSR") Policy of the Company.
- 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.

#### 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, 2016 is annexed to the Directors' Report.

#### (v) Project Committee:

##### Composition

The Project Committee has been constituted by the Board 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.

The Project Committee comprises of the following members:

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

##### Terms of Reference

The Project Committee has been constituted by the Board 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.

#### (vi) Risk Management Committee:

##### 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 & Officers as its members:

Name of Member	Designation	Designation
Shri D. C. Mehta	Chairman	Vice Chairman & Managing Director
Shri S. K. Anand	Member	Independent Director
Shri Umesh Asaikar	Member	Executive Director
Shri Sanjay Upadhyay	Member	Chief Financial Officer
Dr. P. K. Garg	Member	President – BCC

##### Terms of Reference

The terms of reference of the Risk Management Committee are inter alia to ensure that appropriate methodology, processes and systems are in place to monitor, evaluate and report risks associated with the business of the Company; to review the adequacy of the existing measures in place to mitigate risks covering various functions of the Company; 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 ongoing basis; to review and recommend to the Board, amendment of any of the provisions of the Risk Management Framework.

#### 4. REMUNERATION OF DIRECTORS:

The Company's Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees 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 details of Managing Directors' & Executive Director's Remuneration for the Financial Year 2015-16 are as under:  
(` in Lacs)

Name	Salary & Allowances	Perquisites	Retirement Benefits	Commission / Variable Pay	Total
Shri D. C. Mehta	48.55	18.47	11.45	264.42	342.89
Shri A. C. Mehta	43.32	17.36	11.45	264.42	336.55
Shri Umesh Asaikar	220.48	30.91	29.93	86.25	367.57

Service contracts with Vice Chairman & Managing Director and Managing Director are for a period of five years from the date of their respective appointments sans notice period. The appointment of Executive Director is for a period of five years from the date of his appointment with notice period of 3 months. Shri A. C. Mehta and Shri Umesh Asaikar are the Directors, liable to retire by rotation.

There is no provision for payment of severance fees.

The Company does not have any Stock Options Scheme.

The remuneration of Managing Directors comprises of salary, allowances, perquisites and other benefits. In addition, the Managing Directors are 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 Director comprises of fixed pay and variable pay. The variable pay ranges from 80% to 125% of the variable pay fixed for a particular Financial Year based on the performance rating depending upon his individual and also the Company's performance as per policy of the Company.

The Non-Executive Directors of the Company are paid sitting fees for attending the meetings of the Board or Committees thereof. Apart from the sitting fees, the Non-Executive Directors are also paid Commission not exceeding 1% of the Net Profits of the Company for the particular year, computed in accordance with the provisions of Companies Act, 2013. The amount of Commission is determined on the basis of the attendance of the Non-Executive 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 Non-Executive Directors for the Financial Year 2015-16 are as under:  
(Amount in `)

	Sitting Fees	Commission	Total
Shri C. K. Mehta	1,50,000	3,00,000	4,50,000
Shri Nimesh Kampani	2,10,000	3,50,000	5,60,000
Shri Sudhin Choksey	2,85,000	5,50,000	8,35,000
Shri Sudhir Mankad	3,15,000	5,50,000	8,65,000
Dr. R. H. Rupp	30,000	2,00,000	2,30,000
Shri S. K. Anand	3,75,000	5,50,000	9,25,000
Dr. S. Sivaram	1,50,000	3,00,000	4,50,000
Prof. Indira Parikh	1,20,000	2,00,000	3,20,000

The details of Equity Shares of the Company held by Non-Executive Directors as on March 31, 2016 are as under:

S. No.	Name of Non-Executive Director	No. of shares held
1	Shri C. K. Mehta	86430*
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	Dr. Indira Parikh	Nil

\* Includes 8040 shares held as a Karta of HUF

## 5. GENERAL BODY MEETINGS :

Details of last three Annual General Meetings held:

Meeting	Date	Time	Venue	No. of Special Resolution Passed
42 <sup>nd</sup> AGM	August 2, 2013	10:30 A.M.	Hotel Surya Palace, Sayajigunj, Vadodara 390 005	-
43 <sup>rd</sup> AGM	August 8, 2014	10.30 A.M.	Hotel Surya Palace, Sayajigunj, Vadodara 390 005	4
44 <sup>th</sup> AGM	August 7, 2015	10.30 A.M.	Hotel Surya Palace, Sayajigunj, Vadodara 390 005	-

Postal Ballot conducted during the year and procedure thereof: Nil

No Special Resolution is proposed to be conducted through Postal Ballot.

## 6. DISCLOSURE:

### Related Party Transactions

There are no materially significant Related Party Transactions of the Company which have potential conflict with the interests of the Company at large. However, normal trade transactions, in the ordinary course of business and on arm's length basis or for which shareholders' approval were obtained, were entered into by the Company with the Related Parties. Disclosure on Related Party Transactions as per Accounting Standard 18 issued by the Institute of Chartered Accountants of India, are given in Note No. 32 in the Notes to the Financial Statements for the year ended March 31, 2016.

The Board has approved a policy on materiality of Related Party Transactions which has been uploaded on the Company's website.

The weblink to the said policy is as under:

[http://deepaknitrite.com/pdf/investor/DNL\\_Policy%20on%20Materiality%20of%20Related%20Party%20Transactions.pdf](http://deepaknitrite.com/pdf/investor/DNL_Policy%20on%20Materiality%20of%20Related%20Party%20Transactions.pdf)

### Details of non-compliance

There is 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.

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 of the Listing Regulations.

### Whistle Blower Policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has established a vigil mechanism for Directors and employees to report concern about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. 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:

[http://deepaknitrite.com/pdf/investor/DNL\\_Whistle%20Blower%20Policy.pdf](http://deepaknitrite.com/pdf/investor/DNL_Whistle%20Blower%20Policy.pdf)

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. The Company has adopted Non-Mandatory / discretionary requirements to the extent that it has separate posts of Chairman and CEO.



### 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:

[http://deepaknitrite.com/pdf/investor/DNL\\_Policy%20on%20Material%20Subsidiaries.pdf](http://deepaknitrite.com/pdf/investor/DNL_Policy%20on%20Material%20Subsidiaries.pdf)

### Disclosure of Commodity price risks and commodity hedging activities

Please refer to Management Discussion and Analysis Report.

### Details of Directors seeking appointment or re-appointment:

The details of Directors seeking appointment or re-appointment are disclosed in the Explanatory Statement annexed to the Notice convening the ensuing Annual General Meeting.

### Demat Suspense Account – Unclaimed Share Certificates

In terms of the provisions of the Listing Regulations, during the year under review, 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:	Nil	Nil
Number of Shareholders who approached the Company for transfer of shares from suspense account during the year	Nil	Nil
Number of Shareholders to whom shares were transferred from suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	314	342940

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

## 7. MEANS OF COMMUNICATION:

The Quarterly and Half yearly results are published in widely circulating national and local dailies such as, The Economic Times (English and Gujarati); 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.deepaknitrite.com](http://www.deepaknitrite.com) the website also displays official news releases.

No presentations were made to the institutional investors; however, presentations were made to Analysts and Brokerage Firms during the year under review.

## 8. 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.deepaknitrite.com](http://www.deepaknitrite.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 Chief Executive Officer 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 2015-16.

Place: Mumbai  
Date: May 9, 2016

Umesh Asaikar  
Chief Executive Officer

#### 9. 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.

#### 10. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting:

Day & Date : Friday, August 5, 2016  
Time : 10:30 a.m.  
Venue : Hotel Surya Palace, Opp. Parsi Agiyari, Sayajigunj, Vadodara 390 005.  
Financial Year : April 1 to March 31  
Date of Book Closure : Saturday, July 30, 2016 to Friday, August 05, 2016 (both days inclusive)  
Dividend payment date : Within the statutory time limit of 30 days, subject to Shareholders' approval.  
Financial Calendar:

Results for the Quarter ending	Tentative Time of Reporting
June 30, 2016	On or before August 14, 2016
September 30, 2016	On or before November 14, 2016
December 31, 2016	On or before February 14, 2017
Audited Annual Accounts for the year ended March 31, 2017	On or before May 30, 2017

Listing on Stock Exchanges:

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

Name: BSE Limited (BSE)

Address: Pheroz Jeejibhoy Towers, Dalal Street, Fort, Mumbai.

Name: National Stock Exchange of India Limited (NSE)

Address: Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai.

Listing fees for Financial Year 2016-17 has been paid to both the Exchanges.

The securities of the Company have not been suspended from trading during the Financial Year.

Stock Code for Equity Shares (BSE): 506401

Stock Symbol for Equity Shares (NSE): DEEPAKNTR

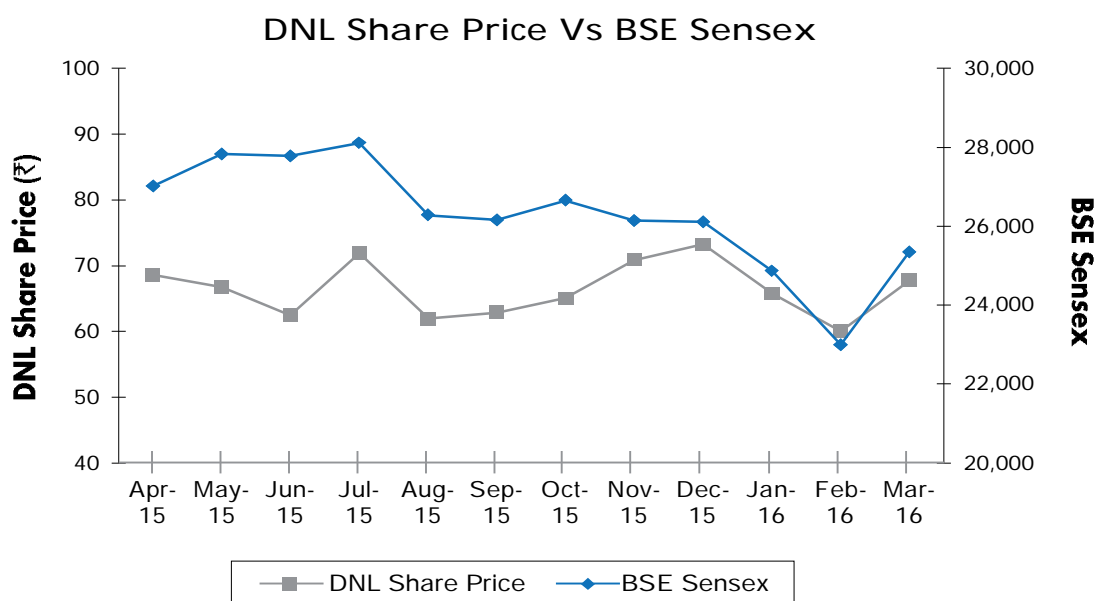
ISIN Number for Equity Shares (NSDL & CDSL): INE288B01029

Market Price Data of Equity Shares:

Monthly High & Low during the Financial Year 2015-16 at BSE and NSE:

Month	Bombay Stock Exchange		National Stock Exchange	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2015	78.55	66.70	79.80	65.40
May, 2015	71.90	65.70	72.50	65.00
June, 2015	71.00	61.00	71.80	60.75
July, 2015	79.55	62.25	79.55	62.10
August, 2015	73.50	57.30	73.75	57.00
September, 2015	65.20	54.50	65.00	54.45
October, 2015	70.00	61.10	69.80	60.20
November, 2015	72.90	62.75	72.95	62.55
December, 2015	79.90	63.50	80.00	63.10
January, 2016	75.40	59.00	75.65	58.70
February, 2016	67.75	56.10	68.80	56.00
March, 2016	70.00	58.00	70.40	57.65

Source: Respective Websites of BSE and NSE.



Distribution of Shareholding as on March 31, 2016:

Range	No. of Holders	%	No. of Shares	%
1 – 500	9437	61.48	1672737	1.44
501 – 1000	1897	12.36	1632404	1.40
1001 – 5000	2931	19.09	7310959	6.29
5001 – 10000	647	4.22	4586499	3.94
10001 & above	438	2.85	101085591	86.93
<b>TOTAL</b>	<b>15350</b>	<b>100.00</b>	<b>116288190</b>	<b>100.00</b>

**Shareholding Pattern as on March 31, 2016:**

Category of Shareholders	No. of Shares	% to Equity Capital
Promoters	60224070	51.79
Mutual Fund & Unit Trust of India	6451940	5.55
Financial Institutions, Banks, Insurance Companies	653449	0.56
Foreign Institutional Investor	8200000	7.05
Bodies Corporate	13794504	11.86
Non Resident Individuals	767804	0.66
Resident Individuals and Trusts	26196423	22.53
<b>TOTAL</b>	<b>116288190</b>	<b>100.00</b>

The Company has not issued any GDRs/ADRs.

**Dematerialisation of Equity Shares:**

Electronic holding by Members comprises 98.30 % of the paid up equity capital of the Company as on March 31, 2016 held through National Securities Depository Limited and Central Depository Services (India) Limited.

**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 SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 with Stock Exchanges, 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 SEBI (Depositories and Participants) Regulation, 1996, 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.

**Registrar and Share Transfer Agent:**

The Shareholders are requested to note that the Company has changed its Registrar and Share Transfer Agent from M/s. Sharepro Services (I) Private Limited to M/s. Link Intime India Private Limited with effect from May 1, 2016.

Therefore, the Shareholders are requested to forward their communications to M/s. Link Intime India Private Limited or to the Registered Office of the Company only.

**Contact details of Link Intime India Private Limited:**

<b>Mumbai Office:</b>	<b>Investor Relation Centre :</b>
C-13, Pannalal Silk Mills Compound,	B-102-103, Shangrila Complex,
L.B.S.Marg, Bhandup (West),	1st Floor, Opp. HDFC Bank,
Mumbai - 400078.	Near Radhakrishna Chhar Rasta,
Tel: 022 - 2594 6970	Akota, Vadodara 390020.
Toll free number: 1800 2208 78	Tel: 0265 - 2356 573 / 2356 794
Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>	Fax: 0265 - 2356 791
	E-mail : <a href="mailto:vadodara@linkintime.co.in">vadodara@linkintime.co.in</a>

**Address for Correspondence and Investor Assistance:**

Deepak Nitrite Limited	Telephone Numbers :	(0265) 235 1013,
9/10, Kunj Society		233 4481, 233 4482
Alkapuri	Fax No.	: (0265) 233 0994
Vadodara – 390 007	E-mail	: <a href="mailto:investor@deepaknitrite.com">investor@deepaknitrite.com</a>
Contact Person: Mr. Shailesh Vaidya	Website	: <a href="http://www.deepaknitrite.com">www.deepaknitrite.com</a>

**Unclaimed/Unpaid Dividend:**

As per the provisions of Section 205A of the Companies Act, 1956 (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*
2008-2009	August 3, 2009	August 2, 2016
2009-2010	August 5, 2010	August 4, 2017
2010-2011	August 10, 2011	August 9, 2018
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

\* Indicative dates, actual date may vary.

**Plant Locations:**

1. Nitrite & Nitroaromatics Division 4/12 GIDC Chemical Complex Nandesari - 391 340. Dist. Vadodara	3. APL Division Plot Nos. 1, 2, 26 & 27 MIDC Dhatav, Roha - 402 116, Dist. Raigad
2. Taloja Chemical Division Plot Nos. K/9-10, MIDC Taloja, Dist. Raigad - 410 208	4. Hyderabad Specialities Division : Plot Nos. 70 A&B, 90-F/70-A and 22, Phase I, Industrial Development Area, Jedimetla, Tal. Qutbyullapur Mandal, Dist. Ranga Reddy, Hyderabad 500 055
5. Dahej Division: 12/B, GIDC, Dahej, Dist. Bharuch, Gujarat – 392 130	

**C E R T I F I C A T E**

We have examined the compliance of conditions of Corporate Governance by DEEPAK NITRITE LIMITED for the year ended on March 31, 2016 as stipulated in the SEBI (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 the Corporate Governance. It is neither an audit nor an expression of opinion on the 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 Listing Regulations.

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

For **B. K. KHARE & Co.**

Chartered Accountants

Firm Registration Number 105102W

**Himanshu Chapsey**

Partner

Membership Number: 105731

Place: Mumbai

Date: May 9, 2016