



**Navin Fluorine International Limited**

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January 9, 2017

**Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400001  
Stock Code: 532504**

**Ahmedabad Stock Exchange Ltd.  
1st floor, Kamdhenu Complex,  
Opp. Sahajanand College,  
Panjara Pole, Ahmedabad 380 015  
Stock Code: 45433**

**National Stock Exchange of India Ltd.  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai 400 051  
Stock Code: NAVINFLUOR EQ**

Dear Sirs,

**Sub: Submission of Corporate Governance Report**

In compliance with Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2016, in the prescribed format.

Kindly take the same on record.

Thanking you,

**Yours faithfully,  
For NAVIN FLUORINE INTERNATIONAL LIMITED**

**NIRAJ B. MANKAD  
Vice President Legal & Company Secretary**

Encl.: as above



**ARVIND MAFATLAL GROUP**  
The ethics of excellence

COMPLIANCE REPORT ON CORPORATE GOVERNANCE ON QUARTERLY BASIS

1. Name of Listed Entity: NAVIN FLUORINE INTERNATIONAL LIMITED
  2. Quarter Ending: 31<sup>st</sup> December, 2016
- I. Composition of Board of Directors:

Title (Mr./ Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)@	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	V.P. Mafatal	AABPM3170G 00011350	Chairman Executive	20.8.2016	--	1	--	NIL
Mr.	T.M.M. Nambiar	ABZPN8804B 00046857	Independent	25.06.2014	5 years	2	2**	2
Mr.	P.N. Kapadia	AAEPPK2147G 00078673	Independent	25.06.2014	5 years	3	4**	2
Mr.	S.S. Lalbhai	AAFPL0691R 00045590	Independent	25.06.2014	5 years	4	2	NIL
Mr.	S.M. Kulkarni	ABAPK7867Q 00003640	Independent	25.06.2014	5 years	6	7**	4
Mr.	S.G. Mankad	ABAPM7289E 00086077	Independent	25.06.2014	5 years	4	2	NIL
Mr.	H.H. Engineer	AABPE8719P 01843009	Independent	25.06.2014	5 years	2	1	NIL
Ms.	R.V.Haribhakti	AAAPH8250M 02409519	Independent	29.06.2015	5 years	6	5	NIL

Mr.	A.K. Srivastava	ARLPSS2072C 00046776	Non-Executive- Non- Independent	29.06.2015	--	2	2	NIL
Mr.	S.S.Khanolkar	AAFPK2456B 02202839	Managing Director Executive	01.01.2016	--	1	NIL	NIL

<sup>§</sup> PAN number of any director would not be displayed on the website of the Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\*to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

@Membership of Committees in listed entities considered. The total number of Committee Membership is within the prescribed limits.

\*\* This is total number of Membership including the Committee in which he/she is a Chairman. Number of Committees in which he/she is Chairman is shown in the next column.

### II. Composition of Committees:

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee) <sup>§</sup>
1. Audit Committee	Mr. T.M.M. Nambiar Mr. S.S. Lalbhai Mr. P.N. Kapadia Mr. S.M. Kulkarni	Chairman-Independent-Non-Executive Member-Independent-Non-Executive Member-Independent-Non-Executive Member-Independent-Non-Executive
2. Nomination & Remuneration Committee	Mr. S.S. Lalbhai Mr. T.M.M. Nambiar Mr. S.M. Kulkarni	Chairman-Independent-Non-Executive Member-Independent-Non-Executive Member-Independent-Non-Executive
3. Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Mr. P.N. Kapadia Mr. A.K. Srivastava Mrs. R.V. Haribhakti	Chairman-Independent-Non-Executive Member-Non-Executive-Non-Independent Member-Independent-Non-Executive

<sup>§</sup>Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.

### III. Meeting of Board of Directors:

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
25.7.2016 6.8.2016 19.8.2016	24.10.2016 22.12.2016	65 days

**IV. Meeting of Committees: - Audit Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
24.10.2016	Yes. All the Members of the Audit Committee were present	25.7.2016 6.8.2016	78 days

\*This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.

**V. Related Party Transactions:**

Subject	Compliance status (Yes/No/NA refer note below)
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N. A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

**Note:**

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. – For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No", details of non-compliance may be given here.

**VI. Affirmations:**

- The composition of Board of Directors in in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders Relationship Committee
  - Risk Management Committee (applicable to the top 100 listed entities)

3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report will be placed before the Board of Directors at their next meeting. The Compliance Report for the previous quarter ended 30<sup>th</sup> September, 2016 has been placed before the Board of Directors.  
Any comments/observations/advice of the Board of Directors: NIL.

**For Navin Fluorine International Limited**



(Niraj Mankad)  
Vice-President Legal & Company Secretary