

## COPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Borosil Limited**  
 2. Quarter ending - **31-Dec-2023**

### i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [With reference to proviso to regulation 17A (1)&17A(2)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Pradeep Kumar Kheruka	00016909	C,NED		28-Jan-2016				23-Jul-1951	No				Active	NA		3	0	6	1	AC,SC, RC,NRC
Mr.	Shreevar Kheruka	01802416	ED	CEO-MD	28-Jan-2016	12-Feb-2023			04-Jan-1982	No				Active	NA		3	0	4	2	SC,RC
Mr.	Rajesh Chaudhary	07425111	ED		12-Feb-2020	12-Feb-2023			01-Feb-1970	No				Active	NA		1	0	0	0	RMC
Mr.	Kewal Kundanlal Handa	00056826	ID		03-Feb-2020	03-Feb-2020		46.27	22-Aug-1952	No				Active	NA		3	3	10	5	AC,RC ,NRC
Mrs.	Anupa Rajiv Sahney	00341721	ID		03-Feb-2020	03-Feb-2020		46.27	19-Oct-1967	No				Active	NA		1	1	4	1	AC,SC, NRC
Mr.	Kanwar Bir Singh Anand	03518282	ID		03-Feb-2020	03-Feb-2020		46.27	30-Aug-1955	No				Active	NA		6	6	6	1	AC,RC ,NRC
Mr.	Naveen Kumar Kshatriya	00046813	ID		03-Feb-2020	03-Feb-2020	14-Oct-2023	43.41	03-Feb-1949	No				Active	Yes	29-Sep-2020	0	0	0	0	AC,SC

Company Remarks	<p>1) Mr. P. K. Kheruka is a promoter and chairman of the Company.</p> <p>2) The tenure of each Independent Director (except Mr. Naveen Kumar Kshatriya) is 46 months and 27 days as on December 31, 2023.</p> <p>3) Mr. Naveen Kumar Kshatriya ceased to be an Independent Director of the Company on account of his unfortunate demise on October 14, 2023. The tenure of Mr. Naveen Kumar Kshatriya is 43 months and 41 days as on October 14, 2023.</p> <p>Since we have to report details in column 'Y, Z, AA, AB' as on December 31, 2023, we have mentioned '0 (zero)' for Mr. Naveen Kumar Kshatriya.</p>
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

## ii. Composition of Committees

### a. Audit Committee

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Anupa Rajiv Sahney	ID	Chairperson	03-Feb-2020	
2	Pradeep Kumar Kheruka	C,NED	Member	03-Feb-2020	
3	Kewal Kundanlal Handa	ID	Member	03-Feb-2020	
4	Kanwar Bir Singh Anand	ID	Member	22-May-2023	
5	Naveen Kumar Kshatriya	ID	Member	03-Feb-2020	14-Oct-2023

Company Remarks	On account of unfortunate demise of Mr. Naveen Kumar Kshatriya on October 14, 2023, he ceased to be a member of the Audit Committee & Corporate Social Responsibility Committee and chairman of the Stakeholders' Relationship Committee effective from October 14, 2023.
Whether Regular chairperson appointed	Yes

### b. Stakeholders Relationship Committee

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Naveen Kumar Kshatriya	ID	Chairperson	03-Feb-2020	14-Oct-2023
2	Pradeep Kumar Kheruka	C,NED	Chairperson	03-Feb-2020	
3	Shreevar Kheruka	ED	Member	03-Feb-2020	
4	Anupa Rajiv Sahney	ID	Member	03-Feb-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

### c. Risk Management Committee

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Kewal Kundanlal Handa	ID	Chairperson	27-May-2021	
2	Pradeep Kumar Kheruka	C,NED	Member	27-May-2021	
3	Shreevar Kheruka	ED	Member	27-May-2021	

4	Rajesh Chaudhary	ED	Member	27-May-2021	
5	Kanwar Bir Singh Anand	ID	Member	27-May-2021	
6	Rituraj Sharma	President - Senior Management Personnel	Member	22-Nov-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Kanwar Bir Singh Anand	ID	Chairperson	13-Jul-2020	
2	Pradeep Kumar Kheruka	C,NED	Member	03-Feb-2020	
3	Kewal Kundanlal Handa	ID	Member	03-Feb-2020	
4	Anupa Rajiv Sahney	ID	Member	03-Feb-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting</b>
14-Aug-2023	Yes	7	6	3
08-Nov-2023	Yes	6	6	3
22-Nov-2023	Yes	6	5	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	85

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	14-Aug-2023	Yes	5	4	3	0
Audit Committee	08-Nov-2023	Yes	4	4	3	0
Audit Committee	22-Nov-2023	Yes	4	3	3	0
Nomination & Remuneration Committee	14-Aug-2023	Yes	4	4	3	0
Stakeholders Relationship Committee	14-Aug-2023	Yes	4	3	1	0
Risk Management Committee	21-Sep-2023	Yes	5	5	2	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

**The report of the previous quarter was placed before the Board of Directors at their meeting held on November 08, 2023. No comments were received from the Board of Directors.**

### Details of cyber security incidence

1. Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	<b>No</b>
2. Date of the Event	
3. Brief details of the event	

**Name** : **Anshu Agarwal**  
**Designation** : **Company Secretary & Compliance Officer**