



KEMISTAR CORPORATION LTD.

CIN No. : L24233GJ1994PLCO22845

604, Manas Complex, Jodhpur Cross Road, Satellite, Ahmedabad-380015,
Gujarat, India. Ph : 079-26923570 / 26923587 Email : kemistarbse@gmail.com

DATE: 13/01/2016

To,
The Manager (Listing),
The Stock Exchange Mumbai
C/o Corporate Relation department,
1st Floor, new Trading Ring, Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai-400 001

Dear Sir,

Sub: Revised Corporate Governance Report For the quarter ended 31.12.2015
Clause 49 of listing Agreement.
Ref: Code No. 531163

With reference to above subject matter we are enclosing Revised Corporate Governance for Quarterly Report for the quarter ended **31.12.2015** under clause 49 of Listing Agreement.

Kindly acknowledge the receipt of same.

Yours Faithfully,

FOR, KEMISTAR CORPORATION LTD.


DIRECTOR/AUTHORIZED SIGNATORY



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ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1 Name of Listed Entity : KEMISTAR CORPORATION LIMITED

2 Quarter ending : 31/12/2015 (3rd Quarter)

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term / cessation	Tennure*	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 entity (Refer Regulation 26(1) of listing)
Mr.	Ketankumar Patel	01157786	Managing Director	10/6/2008	10 year	1	1	1
Mr.	Vasantbhai Babubhai Savalia	02249636	Director	10/6/2008	10 year	1	1	1
Mr.	Maheshkumar Kanani	00230163	Independent Director	17/01/2012	1 year	1	1	1
Mrs.	Mrs. Nayanaben Atulkumar Patel	07157817	NonExecutive Independent Director	31/08/2015	9 month	1	1	1

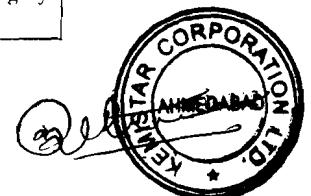
§PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* 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.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1 Audit Committee	Mr. Ketankumar Patel	Managing Director
	Mr. Vasantbhai B Savlia	Director
	Mr. Maheshkumar Kanani	Independent Director
	Mrs Nayanaben Patel	NonExecutive Independent Director
2 Nomination & Remuneration Committee	Mr. Ketankumar Patel	Managing Director
	Mr. Vasantbhai B Savlia	Director
	Mr. Maheshkumar Kanani	Independent Director
	Mrs Nayanaben Patel	NonExecutive Independent Director
3 Stakeholders Relationship Committee	Mr. Ketankumar Patel	Managing Director
	Mr. Vasantbhai B Savlia	Director
	Mr. Maheshkumar Kanani	Independent Director
	Mrs Nayanaben Patel	NonExecutive Independent Director

§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

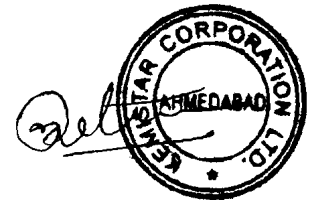


III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
31-Jul-15	5-Oct-15	39days
25-Aug-15	31-Oct-15	25days
—	15-Dec-15	44 days

IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee			
5-Oct-15	Yes	31-Jul-15	39 days
31-Oct-15	Yes	25-Aug-15	25 days
15-Dec-15	Yes	—	44 days
Nomination & Remuneration Committee			
5-Oct-15	Yes	31-Jul-15	39 days
31-Oct-15	Yes	25-Aug-15	25 days
15-Dec-15	Yes	—	44 days
Stakeholders Relationship Committee			
5-Oct-15	Yes	31-Jul-15	39 days
31-Oct-15	Yes	25-Aug-15	25 days
15-Dec-15	Yes	—	44 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			



V. Related Party Transactions

<i>Subject</i>	<i>Compliance status</i> (Yes/No/NA) <small>refer note below</small>
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	Yes

Note:

¹ 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.

² If status is "No" details of non-compliance may be given here.

VI. Affirmations

¹ The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

² The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015

- a. Audit Committee
- b. Nomination & remuneration committee
- c. Stakeholders relationship committee
- d. 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 and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

Name & Designation **FOR, KEMISTAR CORPORATION LTD.**



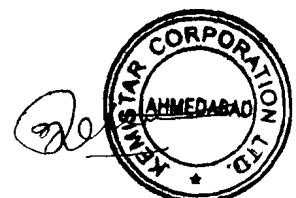
DIRECTOR/AUTHORIZED SIGNATORY

N. K. Keshavnagar Patel

Managing Director

Note:

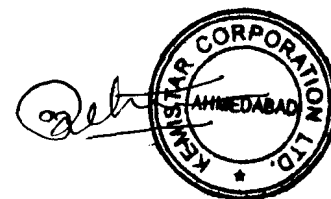
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



Format to be submitted by listed entity at the end of the financial year
(for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

<i>Item</i>		<i>Compliance status (Yes/No/NA)</i>
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	NA
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are who are responsible for assisting and handling investor grievances	Yes
11	Email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding	Yes
14	Details of agreements entered into with the media companies and/or their associates	NA
15	New name and the old name of the listed entity	Yes



II Annual Affirmations

	Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	Yes
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1	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.
2	If status is "No" details of non-compliance may be given here.
3	If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

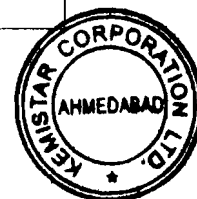
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied

FOR, KEMISTAR CORPORATION LTD.

Name & Designation


DIRECTOR / AUTHORIZED SIGNATORY

Mr. Ketankumar patel
Managing Director



ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year

I Affirmations

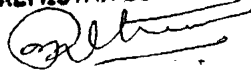
<i>Board Heading</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
¹ Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
² Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
³ Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
⁴ Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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 "N.A." may be indicated. requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party
- ¹ If status is "No" details of non-compliance may be given here.
 - ² If the Listed Entity would like to provide any other information the same may be indicated here.

Name & Designation

FOR, KEMISTAR CORPORATION LTD.



DIRECTOR / AUTHORIZED SIGNATORY

Mr. Ketankumar patel

Managing Director

