

**GUJARAT ALKALIES AND CHEMICALS LTD.**  
**P.O.: Petrochemicals: 391 346**  
**Dist.: Vadodara**

1. Name of Listed Entity: Gujarat Alkalies and Chemicals Ltd.
  2. Quarter Ending: 31<sup>st</sup> March, 2017
- Company Code: BSE: 530001 NSE: GUJALKALI**

I. Composition of Board of Directors								
Title (Mr/Mrs)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure of Directors (in months)	No. of Directorship in listed entities including this listed entity. (Refer Regulation 25(1) of Listing Regulation(s).	No. of membership in Audit/Shareholder Committees(s) including this listed entity. (Refer Regulation 26(1) of Listing Regulation(s).	No. of post of Chairperson in Audit/Shareholder Committee held in Listed entities including this listed entity. Refer Regulation 26(1) of Listing Regulation(s).
Mr.	Jagadip Narayan Jagdish Narayan Singh	AYBP55382C 00955107	Chairperson-Nominee Director-Non Executive Director	31-08-2016 (Appointment as Chairman)	-	05	02	00
Mr.	Anil Gopishankar Mukim	AGNPM2171M 02842064	Non Executive Director- Non Independent Director	15-10-2016 (Appointment)	-	04	02	01



Mr.	Prem Kumar Taneja	ADIPP8029R 00010589	Non Executive Director- Non Independent Director	06-12-2016	-	04	01	00
Mr.	Jayant Narayan Godbole	ACHPG9889N 00056830	Non-Executive Director - Independent Director	18-09-2015	18	07	*09	04
Mr.	Rajiv Indravadan Modi	ACGPM3768F 01394558	Non-Executive Director - Independent Director	01-10-2014	30	01	02	00
Mrs.	Pallavi Shardul Shroff	AQPPS7388Q 00013580	Non-Executive Director - Independent Director	01-10-2014	30	04	01	00
Mr.	Rajiv Lochan Jain	ACYPJ1455E 00161022	Non-Executive Director - Independent Director	06-01-2016	15	02	04	01
Mr.	Prem Kumar Gera	AATPG0400D 05323992	Executive Director – Managing Director	19-02-2016	-	02	02	00

\* Mr. Jayant Narayan Godbole is holding Membership in total nine Committees out of which, he is holding Membership in seven Committees of Board of Directors of listed companies.



## ii. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Non Independent/Nominee) <sup>S</sup>
1. Audit Committee	1. Mr. Jayant Narayan Godbole	Chairperson - Non-Executive - Independent
	2. Mr. Anil Gopishankar Mukim	Non-Executive - Non Independent
	3. Mr. Rajiv Indravadan Modi	Non-Executive - Independent
	4. Mrs. Pallavi Shardul Shroff	Non-Executive - Independent
	5. Mr. Rajiv Lochan Jain	Non-Executive - Independent
	6. Mr. Prem Kumar Gera	Executive
2. Nomination & Remuneration Committee	1. Mr. Jayant Narayan Godbole	Chairperson - Non-Executive - Independent
	2. Mr. Anil Gopishankar Mukim	Non-Executive - Non Independent
	3. Mr. Rajiv Lochan Jain	Non-Executive - Independent
3. Risk Management –cum- Safety Committee (if applicable)	1. Mr. Jayant Narayan Godbole	Chairperson - Non-Executive - Independent
	2. Mr. Rajiv Lochan Jain	Non-Executive - Independent
	3. Mr. Prem Kumar Gera	Executive
4. Stakeholders Relationship Committee	1. Mr. Anil Gopishankar Mukim	Chairperson - Non-Executive- Non Independent
	2. Mr. Rajiv Indravadan Modi	Non-Executive - Independent
	3. Mr. Rajiv Lochan Jain	Non-Executive - Independent
	4. Mr. Prem Kumar Gera	Executive



5. Corporate Social Responsibility Committee	1. Mr. Jagadip Narayan Jagadish Narayan Singh	Chairperson-Non-Executive-Non Independent
	2. Mr. Anil Gopishankar Mukim	Non-Executive- Non Independent
	3. Mr. Jayant Narayan Godbole	Non-Executive - Independent
	4. Mr. Prem Kumar Gera	Executive

### 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)
10.11.2016	27.01.2017	77 days

### IV. Meeting of Committees

Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	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*
<b>AUDIT COMMITTEE</b>				
25.01.2017	Yes	4 out of 6 Members were Present	10.11.2016	75 days
<b>STAKEHOLDERS RELATIONSHIP CUM INVESTORS' GRIEVANCE COMMITTEE</b>				
27.01.2017	Yes	3 out of 4 Members were Present	10.11.2016	--
<b>NOMINATION CUM REMUNERATION COMMITTEE</b>				
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<b>RISK MANAGEMENT COMMITTEE</b> (The Board at its meeting held on 11.02.2016 has constituted this Committee)				
<b>RISK MANAGEMENT- CUM- SAFETY COMMITTEE</b> (The Board at its meeting held on 10.11.2016 has renamed this Committee)				



25.01.2017	Yes	3 out of 3 Members were present	09.11.2016	--
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#### V. Related Party Transactions

Subject	Compliance Status (Yes/NO/NA)
Whether prior approval of audit committee obtained	N.A.
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

#### 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:

The Board of Directors of the Company at its meeting held on 27.01.2017 has reviewed and noted the Quarterly Compliance Report on Corporate Governance for the quarter ended on 31.12.2016.



for GUJARAT ALKALIES AND CHEMICALS LIMITED

*S S BHATT*  
 S S BHATT  
 COMPANY SECRETARY & GM (LEGAL, CC & CSR)  
 COMPLIANCE OFFICER

Date : 6<sup>th</sup> April, 2017

## GUJARAT ALKALIES AND CHEMICALS LTD.

P.O.: Petrochemicals: 391 346

Dist.: Vadodara

3. Name of Listed Entity: Gujarat Alkalies and Chemicals Ltd.

4. Year Ending: 31<sup>st</sup> March, 2017

Company Code: BSE: 530001 NSE: GUJALKALI

1. Disclosure on website in terms of Listing Regulations Company's Website : www.gacl.com	
<i>Item</i>	<i>Compliance status</i> <i>(Yes/No/NA)</i>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes*
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N.A.**
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	NA



II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes



Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) &(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) ,(3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) &(6)	Yes***
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes****
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:

**Note:-**

\* Criteria of making payment to Non-Executive Directors will be disclosed in Annual Report for the Financial Year 2016-17 as a part of Nomination & Remuneration-cum- Board Diversity Policy.

\*\* GACL-NALCO Alkalies & Chemicals Pvt. Ltd., a subsidiary of the Company incorporated on 4<sup>th</sup> December, 2015 does not fall within the criteria laid down under Regulation 16(1)(c) read with Regulation 46(2)(h) of SEBI (LODR) Regulations, 2015 relating to "Material Subsidiary" and hence, the Company is not required to formulate policy for determining "Material Subsidiary".

\*\*\* The Company's unlisted subsidiary Company namely GACL-NALCO Alkalies & Chemicals Pvt. Ltd. has been incorporated on 4<sup>th</sup> December, 2015. Since, the unlisted subsidiary is not material subsidiary, Regulation 24(2), (4), (5) & (6) are not applicable. However, the Company has complied with Regulation 24(3) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

\*\*\*\* The Disclosure of Shareholding by Non-Executive Directors will be disclosed in the Annual Report for the Financial Year 2016-17

**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.-**Not Applicable**



For GUJARAT ALKALIES AND CHEMICALS LIMITED

  
S S BHATT

COMPANY SECRETARY & GM (LEGAL, CO & CSR)  
COMPLIANCE OFFICER

Date: 6<sup>th</sup> April, 2017