



Promoting Green Technology

# Gujarat Alkalies and Chemicals Limited

(Promoted by Govt of Gujarat)

Regd. Office & Works : P.O. Petrochemicals - 391 346, Dist. Vadodara (Gujarat) INDIA.

Phone : +91-265-2232681, 3061200, 6540463 Fax : +91-265-2232130, 2230031

Website : www.gacl.com CIN : L24110GJ1973PLC002247

Ref. SEC/CG/SE/2016/

11<sup>th</sup> January, 2016

<p>The General Manager Corporate Relations Department Bombay Stock Exchange Limited 1<sup>st</sup> Floor, New Trading Ring Phiroze Jeejeebhoy Towers Dalal Street MUMBAI : 400 001</p> <p><b>Company Code No.: 530001</b></p>	<p>The General Manager Listing Department National Stock Exchange of India Ltd. "Exchange Plaza", C-1, Block- 'G' Bandra-Kurla Complex Bandra (East) MUMBAI : 400 051</p> <p><b>Company Code No.: GUJALKALI</b></p>
---	---

Dear Sir,

**Reg. : Quarterly Compliance Report on Corporate Governance**

As per the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. CIR/CFD/CMD/5/2015 dated 24<sup>th</sup> September, 2015 issued by SEBI thereunder, we enclose herewith Quarterly Compliance Report on Corporate Governance in the prescribed format as per Annexure- I, for the third Quarter ended on 31<sup>st</sup> December, 2015.

Thanking you,

Yours faithfully,

for GUJARAT ALKALIES AND CHEMICALS LIMITED



*(Signature)*  
(S S BHATT)  
11/1/2016

COMPANY SECRETARY & AGM (LEGAL & CC)  
COMPLIANCE OFFICER

Encl.: As above



Dahej Complex: P.O. Dahej - 392130. Tal. Vagra, Dist. Bharuch (Gujarat) INDIA

Phone : +91-2641-256315 / 6 / 7. Fax : +91-2641-256220

**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> December, 2015
- Company code : BSE : 530001 NSE : GUJALKALI**

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr/ Mrs)</b>	<b>Name of the Director</b>	<b>PAN<sup>s</sup> &amp; DIN</b>	<b>Category (Chairperson /Executive/Non-Executive/independent/Nominee) &amp;</b>	<b>Date of Appointment in the current term/cessation</b>	<b>Tenure*</b>	<b>No. of Directorship in listed entities including this listed entity. (Refer Regulation 25(1) of Listing Regulation(s)).</b>	<b>No. of membership in Audit/Shareholder Committees(s) including this listed entity. (Refer Regulation 26(1) of Listing Regulation(s)).</b>	<b>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).</b>
Mr.	Gangaram Aloria	ABEPA6965H 02913711	Chairperson under proviso to Regulation 17 (1) (b) – Nominee Director - Non-Executive Director – Chairperson & Non Executive Director	28-07-2015	-	03	0	0
Mr.	Jagadip Narayan Jagadish Narayan Singh	AYBPS5382C 00955107	Non-Executive Director	05-02-2015	-	04	04	0



Mr.	Arvind Motilal Agarwal	ABRPA3143Q 00122921	Non-Executive Director	18-09- 2015	-	03	03	01
Mr.	Jayant Narayan Godbole	ACHPG9889N 00056830	Non-Executive Director - Independent Director	Date of Appoint ment: 18-09- 2015  *Date of Cessation : 17-09- 2020	05 years	07	10	03
Mr.	Rajiv Indravadan Modi	ACGPM3768F 01394558	Non-Executive - Independent	Date of Appoint ment: 01-10- 2014  Date of Cessation : 30-09- 2019	05 years	01	02	0
Mrs.	Pallavi Shardul Shroff	AQPPS7388Q 00013580	Non-Executive - Independent	Date of Appoint ment: 01-10- 2014  Date of Cessation : 30-09- 2019	05 years	04	01	0
Mr.	Anand Mohan Tiwari	ABBPTD137D 02986260	Executive - Non- Independent	29-08- 2014	-	02	02	0

\* Date of Cessation of Mr. Jayant Narayan Godbole (DIN: 00056830) is only a tentative date. Actual tenure is from 18-09-2015 the date of 42<sup>nd</sup> AGM for a term of 05 years till the conclusion of 47<sup>th</sup> AGM to be held in the year-2020.

As per the Companies Act, 2013 Mr. Jayant Narayan Godbole was appointed as Independent Director at 41<sup>st</sup> AGM held on 22.08.2014 till next AGM i.e 42<sup>nd</sup> AGM held on 18.09.2015. Further, he was re-appointed as Independent Director at 42<sup>nd</sup> AGM held on 18.09.2015 for a term of 05 years till the conclusion of 47<sup>th</sup> AGM.



<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>§</sup></b>
<b>1.Audit Committee</b>	<b>1. Mr. Jayant Narayan Godbole</b>	<b>Chairperson - Non-Executive - Independent</b>
	<b>2. Mr. Jagadip Narayan Jagadish Narayan Singh</b>	<b>Non-Executive</b>
	<b>3. Mr. Rajiv Indravadan Modi</b>	<b>Non-Executive - Independent</b>
	<b>4. Mrs. Pallavi Shardul Shroff</b>	<b>Non-Executive - Independent</b>
	<b>5. Mr. Anand Mohan Tiwari</b>	<b>Executive</b>
<b>2.Nomination &amp; Remuneration Committee</b>	<b>1. Mr. Jayant Narayan Godbole</b>	<b>Chairperson - Non-Executive - Independent</b>
	<b>2. Mr. Jagadip Narayan Jagadish Narayan Singh</b>	<b>Non-Executive</b>
<b>3.Risk Management Committee (if applicable)</b>	<b>N.A</b>	<b>N.A</b>
<b>4.Stakeholders Relationship Committee</b>	<b>1. Mr. Jagadip Narayan Jagadish Narayan Singh</b>	<b>Chairperson - Non-Executive</b>
	<b>2. Mr. Rajiv Indravadan Modi</b>	<b>Non-Executive - Independent</b>
	<b>3. Mr. Anand Mohan Tiwari</b>	<b>Executive</b>



<b>III. Meeting of Board of Directors</b>		
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)
28.07.2015 06.08.2015 22.08.2015 18.09.2015	30.10.2015	41 days

<b>IV. Meeting of Committees</b>			
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*
<b>AUDIT COMMITTEE</b>			
29.10.2015	Yes	28.07.2015	93 days
<b>STAKEHOLDERS RELATIONSHIP CUM INVESTORS' GREIVANCE COMMITTEE</b>			
30.10.2015	Yes	28.07.2015	
<b>NOMINATION CUM REMUNERATION COMMITTEE</b>			
-	-	28.07.2015	

<b>V. Related Party Transactions</b>	
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: \*\*
6. Note: \* Dr. Sukh Dev Chand Laia (DIN 00063594) who was Independent Director of the Company has ceased to be a Director and member of Nomination Cum Remuneration Committee with effect from 19.09.2015 and the Company has appointed Mr. Rajiv Lochan Jain (DIN: 00161022) as Non- Executive, Independent Director and also as a member of Nomination Cum Remuneration Committee in his place w.e.f 06-01-2016. Therefore, as on the date of signing this Affirmation Report, the Company is in Compliance with SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

\*\* This report being the first Report will be placed before the Board at it's forthcoming Board Meeting.

for GUJARAT ALKALIES AND CHEMICALS LIMITED



S S BHATT  
COMPANY SECRETARY & AGM (LEGAL & CC)  
COMPLIANCE OFFICER

Date : 11<sup>th</sup> January, 2016