

## 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, 2019

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	AYBPS5382C00955107	Chairperson-Nominee Director- Non Executive Director	31-08-2016	-	05	02	00
Mr.	Arvind Motilal Agarwal	ABRPA3143Q00122921	Non Executive Director- Non Independent Director	04-06-2018	-	03	01	00
Mr.	Manoj Kumar Das	ADTPD8134C06530792	Non Executive Director- Non Independent Director	03-08-2017	-	02	01	00
Mr.	Jayant Narayan Godbole	ACHPG9889N00056830	Non-Executive Director - Independent Director	18-09-2015	42	07	*09	03



Mr.	Rajiv Indravadan Modi	ACGPM3768F 01394558	Non-Executive Director - Independent Director	01-10-2014	54	01	02	00
Mr.	Rajiv Lochan Jain	ACYPJ1455E 00161022	Non-Executive Director - Independent Director	06-01-2016	39	02	05	03
Mrs.	Vasuben Narendra Trivedi	ABEPT5581A 08181467	Non-Executive Director - Independent Director	03.08.2018	08	01	01	00
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 eight Committees of Board of Directors of listed companies.

II. Composition of Committees :		
1. Audit Committee		
Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Non Independent/Nominee)	Date of Appointment
1. Mr. Rajiv Lochan Jain	Chairperson - Non-Executive - Independent Director	@06.01.2016
2. Mr. Arvind Motilal Agarwal	Non Executive - Non Independent Director	28.09.2018
3. Mr. Jayant Narayan Godbole	Non-Executive - Independent Director	@@04.03.2009
4. Mr. Rajiv Indravadan Modi	Non-Executive - Independent Director	12.10.2015
5. Mrs. Vasuben Narendra Trivedi	Non-Executive - Independent Director	28.09.2018
6. Mr. Prem Kumar Gera	Executive Director	28.09.2018

@Mr. Rajiv Lochan Jain was appointed as a Member of Audit Committee w.e.f. 06.01.2016. The Committee was reconstituted by the Board of Directors of the Company at its Meeting held on 28.09.2018 and he is appointed as the Chairman of this Committee w.e.f. 28.09.2018.

@@Mr. Jayant Narayan Godbole was appointed as a Member of Audit Committee w.e.f. 04.03.2009 and became a Chairman of this Committee w.e.f. 28.05.2009. The Committee was reconstituted by the Board of Directors of the Company at its Meeting held on 28.09.2018 and he is continuing as a Member of this Committee w.e.f. 28.09.2018.



<b>2. Nomination-cum-Remuneration Committee</b>		
1. Mr. Jayant Narayan Godbole	Chairperson - Non-Executive - Independent Director	24.10.2013
2. Mr. Manoj Kumar Das	Non-Executive –Non-Independent Director	18.04.2018
3. Mr. Rajiv Lochan Jain	Non-Executive – Independent Director	06.01.2016

<b>3. Stakeholders Relationship-cum-Investors' Grievance Committee</b>		
1. Mr. Rajiv Lochan Jain	Chairperson - Non-Executive Independent Director	@06.01.2016
2. Mr. Manoj Kumar Das	Non-Executive Non-Independent Director	@@18.04.2018
3. Mr. Rajiv Indravadan Modi	Non-Executive - Independent Director	26.05.2015
4. Mr. Prem Kumar Gera	Executive Director	19.02.2016

@Mr. Rajiv Lochan Jain was appointed as a Member of Stakeholders Relationship-cum-Investors' Grievance Committee w.e.f. 06.01.2016. The Committee was reconstituted by the Board of Directors of the Company at its Meeting held on 31.01.2019 and he is appointed as the Chairman of this Committee w.e.f. 31.01.2019.

@@Mr. Manoj Kumar Das was appointed as a Chairman of Stakeholders Relationship-cum-Investors' Grievance Committee w.e.f. 18.04.2018. The Committee was reconstituted by the Board of Directors of the Company at its Meeting held on 31.01.2019 and he is continuing as a Member of this Committee w.e.f. 31.01.2019.

<b>4. Risk Management –cum- Safety Committee (if applicable)</b>		
1. Mr. Rajiv Lochan Jain	Chairperson - Non-Executive - Independent Director	@11.02.2016
2. Mr. Jayant Narayan Godbole	Non-Executive - Independent Director	@@11.02.2016
3. Mr. Prem Kumar Gera	Executive Director	19.02.2016

@Mr. Rajiv Lochan Jain was appointed as a Member of Risk Management–cum-Safety Committee w.e.f. 11.02.2016. The Committee was reconstituted by the Board of Directors of the Company at its Meeting held on 28.09.2018 and he is appointed as the Chairman of this Committee w.e.f. 28.09.2018.

@@ Mr. Jayant Narayan Godbole was appointed as a Chairman of Risk Management–cum-Safety Committee w.e.f. 11.02.2016. The Committee was reconstituted by the Board of Directors of the Company at its Meeting held on 28.09.2018 and he is continuing as a Member of this Committee w.e.f. 28.09.2018.



<b>5. Corporate Social Responsibility (CSR) Committee</b>		
1. Mr. Jagadip Narayan Jagadish Narayan Singh	Chairperson-Non-Executive-Non Independent Director	10.11.2016
2. Mr. Arvind Motilal Agarwal	Non Executive - Non Independent Director	28.09.2018
3. Mr. Manoj Kumar Das	Non-Executive –Non-Independent Director	18.04.2018
4. Mr. Jayant Narayan Godbole	Non-Executive – Independent Director	02.04.2014
5. Mrs. Vasuben Narendra Trivedi	Non-Executive – Independent Director	28.09.2018
6. Mr. Prem Kumar Gera	Executive Director	19.02.2016

<b>6. Other Committees – Project Committee</b>	
1. Mr. Jagadip Narayan Jagadish Narayan Singh	Chairperson-Non-Executive-Non Independent Director
2. Mr. Arvind Motilal Agarwal	Non Executive - Non Independent Director
3. Mr. Manoj Kumar Das	Non-Executive –Non-Independent Director
4. Mr. Jayant Narayan Godbole	Non-Executive – Independent Director
5. Mr. Rajiv Indravadan Modi	Non-Executive – Independent Director
6. Mr. Rajiv Lochan Jain	Non-Executive – Independent Director
7. Mrs. Vasuben Narendra Trivedi	Non-Executive – Independent Director
8. Mr. Prem Kumar Gera	Executive Director

<b>7. Other Committees – Personnel Committee</b>	
1. Mr. Rajiv Lochan Jain	Chairperson-Non-Executive – Independent Director
2. Mrs. Vasuben Narendra Trivedi	Non-Executive – Independent Director
3. Mr. Prem Kumar Gera	Executive Director



**8. Other Committees – Selection Committee**

1. One Independent Director (Subject to availability) of the Board as per convenience indicated to the Managing Director.
2. One outside Expert as may be decided by the Managing Director.
3. Shri Prem Kumar Gera, Executive Director

**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)
02.11.2018	31.01.2019	89 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>				
31.01.2019	Yes	4 out of 6 Members were Present	02.11.2018	89 days
<b>STAKEHOLDERS RELATIONSHIP CUM INVESTORS' GRIEVANCE COMMITTEE</b>				
31.01.2019	Yes	3 out of 4 Members were Present	02.11.2018	89 days
<b>NOMINATION CUM REMUNERATION COMMITTEE</b>				
-	-	-	-	-

**RISK MANAGEMENT COMMITTEE**

(The Board at its meeting held on 11.02.2016 has constituted this Committee)

**RISK MANAGEMENT- CUM- SAFETY COMMITTEE**

(The Board at its meeting held on 10.11.2016 has renamed this Committee)

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<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

<b>VI. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes</p> <p>2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee - Yes</p> <p>b. Nomination &amp; remuneration Committee - Yes</p> <p>c. Stakeholders relationship Committee - Yes</p> <p>d. Risk management Committee (applicable to the top 100 listed entities) - Yes</p> <p>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</p> <p>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</p> <p>5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. – Yes**</p> <p>b. Any comments/observations/advice of Board of Directors may be mentioned here: -</p> <p>** The Board of Directors of the Company at its Meeting held on 31.01.2019 has reviewed and noted the Quarterly Compliance Report on Corporate Governance for the quarter ended on 31.12.2018.</p>

for GUJARAT ALKALIES AND CHEMICALS LIMITED



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

Date: 10<sup>th</sup> April, 2019

## ANNEXURE-II

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

1. Name of Listed Entity: Gujarat Alkalies and Chemicals Ltd.  
 2. Year Ending: 31<sup>st</sup> March, 2019

Company Code: BSE: 530001 NSE: GUJALKALI

I. Disclosure on website in terms of Listing Regulations Company's Website : <a href="http://www.gacl.com">www.gacl.com</a>		
Sr. No.	Item	Compliance status (Yes/No/NA)
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	Yes
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 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 pattern	Yes
14.	Details of agreements entered into with the media companies and/or their associates	Yes
15.	New name and the old name of the listed entity	N.A.



II Annual Affirmations			
Sr. No.	Particulars	Regulation Number	Compliance Status (Yes/No/NA)
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)	N.A.



21.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
22.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) &(6)	Yes
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
<p><b>Note:-</b></p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3.If the Listed Entity would like to provide any other information the same may be indicated here:</p>			
<p><b>III Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - <b>Not Applicable</b></p>			

For GUJARAT ALKALIES AND CHEMICALS LIMITED



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

Date: 10<sup>th</sup> April, 2019