

## 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: 30<sup>th</sup> September, 2018

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 Committee(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 Jagadish 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	01
Mr.	Jayant Narayan Godbole	ACHPG9889N00056830	Non-Executive Director - Independent Director	18-09-2015	36	07	*09	03



Mr.	Rajiv Indravadan Modi	ACGPM3768F 01394558	Non-Executive Director - Independent Director	01-10-2014	48	01	02	00
Mr.	Rajiv Lochan Jain	ACYPJ1455E 00161022	Non-Executive Director - Independent Director	06-01-2016	33	02	05	02
Mrs.	Vasuben Narendra Trivedi	ABEPT5581A 08181467	Non-Executive Director - Independent Director	03.08.2018	02	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.

<b>II. Composition of Committees</b> : The Board of Directors of the Company at its Meeting held on 28.09.2018 has reconstituted various Committees of Directors as under and Minutes of the said Meeting are under the approval of the Chairman of the Company.		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Non Independent/Nominee)
1. Audit Committee	1. Mr. Rajiv Lochan Jain	Chairperson - Non-Executive - Independent
	2. Mr. Arvind Motilal Agarwal	Non Executive - Non Independent
	3. Mr. Jayant Narayan Godbole	Non-Executive - Independent
	4. Mr. Rajiv Indravadan Modi	Non-Executive - Independent
	5. Mrs. Vasuben Narendra Trivedi	Non-Executive – Independent
	6. Mr. Prem Kumar Gera	Executive
2. Nomination-cum-Remuneration Committee	1. Mr. Jayant Narayan Godbole	Chairperson - Non-Executive - Independent
	2. Mr. Manoj Kumar Das	Non-Executive –Non-Independent
	3. Mr. Rajiv Lochan Jain	Non-Executive – Independent



3. Risk Management –cum- Safety Committee (if applicable)	1. Mr. Rajiv Lochan Jain	Chairperson - Non-Executive - Independent
	2. Mr. Jayant Narayan Godbole	Non-Executive - Independent
	3. Mr. Prem Kumar Gera	Executive
4. Stakeholders Relationship-cum- Investors' Grievance Committee	1. Mr. Manoj Kumar Das	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 (CSR) Committee	1. Mr. Jagadip Narayan Jagadish Narayan Singh	Chairperson-Non-Executive-Non Independent
	2. Mr. Arvind Motilal Agarwal	Non Executive - Non Independent
	3. Mr. Manoj Kumar Das	Non-Executive –Non-Independent
	4. Mr. Jayant Narayan Godbole	Non-Executive - Independent
	5. Mrs. Vasuben Narendra Trivedi	Non-Executive – Independent
	6. 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)
24.05.2018	03.08.2018	70 Days
	28.09.2018	55 Days



<b>IV. Meeting of Committees</b>				
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>				
03.08.2018	Yes	2 out of 4 Members were Present	23.05.2018	71 days
17.08.2018	Yes	2 out of 4 Members were Present		
<b>STAKEHOLDERS RELATIONSHIP CUM INVESTORS' GRIEVANCE COMMITTEE</b>				
03.08.2018	Yes	2 out of 4 Members were Present	23.05.2018	71 days
<b>NOMINATION CUM REMUNERATION COMMITTEE</b>				
03.08.2018	Yes	2 out of 3 Members were Present	23.05.2018	71 days

<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)				
-	-	-	23.05.2018	--

<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. - 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 100 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 Board of Directors of the Company at its meeting held on 03.08.2018 has reviewed and noted the Quarterly Compliance Report on Corporate Governance for the quarter ended on 30.06.2018.

for GUJARAT ALKALIES AND CHEMICALS LIMITED



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

Date: 11<sup>th</sup> October, 2018

**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**

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

for GUJARAT ALKALIES AND CHEMICALS LIMITED



Date: 11<sup>th</sup> October, 2018

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