

ANNEXURE-I

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: 31st March, 2016

Company Code: BSE: 530001 NSE: GUJALKALI

I. Composition of Board of Directors								
Title (Mr/ Mrs)	Name of the Director	PAN ^s & 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/Stakeholder Committees(s) including this listed entity. (Refer Regulation 26(1) of Listing Regulation(s).	No. of Chairpersons in Audit/Stakeholder Committee held in Listed entities including this listed entity. Refer Regulation 26(1) of Listing Regulation(s).
Mr.	Gangaram Aloria	ABEPA6965H 02913711	Chairperson-Nominee Director -Non Executive Director	28-07-2015	-	03	0	0
Mr.	Jagadip Narayan Jagadish Narayan Singh	AYBPS5382C 00955107	Non Executive Director- Non Independent Director	05-02-2015	-	04	04	01
Mr.	Arvind Motilal Agarwal	ABRPA3143Q 00122921	Non Executive Director- Non Independent Director	18-09-2015	-	03	03	01



Mr.	Jayant Narayan Godbole	ACHPG9889N 00056830	Non-Executive Director - Independent Director	18-09- 2015	06	06	10	03
Mr.	Rajiv Indravadan Modi	ACGPM3768F 01394558	Non-Executive Director - Independent Director	01-10- 2014	18	01	02	0
Mrs.	Pallavi Shardul Shroff	AQPPS7388Q 00013580	Non-Executive Director - Independent Director	01-10- 2014	18	04	01	0
Mr.	Prem Kumar Gera	AATPG0400D 05323992	Executive Director - Managing Director	19-02- 2016	-	02	02	0
Mr.	Rajiv Lochan Jain	ACYPJ1455E 00161022	Non-Executive Director - Independent Director	06-01- 2016	03	02	04	01
Mr.	Anand Mohan Tiwari	ABBPT0137D 02986260	Executive Director - Managing Director	Date of Appoin- tment: 29-08- 2014 Date of Cessati on: 18- 02- 2016	-	02	02	0

* As per the Companies Act, 2013 Mr. Jayant Narayan Godbole (DIN: 00056830) was appointed as Independent Director at 41st AGM held on 22.08.2014 till next AGM i.e 42nd AGM held on 18.09.2015. Further, he was re-appointed as Independent Director at 42nd AGM held on 18.09.2015 for a term of 05 years till the conclusion of 47th AGM.



II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Non Independent/Nominee) [§]
1.Audit Committee	1. Mr. Jayant Narayan Godbole	Chairperson - Non-Executive - Independent
	2. Mr. Jagadip Narayan Jagadish Narayan Singh	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. Jagadip Narayan Jagadish Narayan Singh	Non-Executive - Non Independent
	3. Mr. Rajiv Lochan Jain	Non-Executive - Independent
3.Risk Management 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. Jagadip Narayan Jagadish Narayan Singh	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



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)
30.10.2015	10.02.2016 11.02.2016 01.03.2016 29.03.2016	102 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*
AUDIT COMMITTEE				
10.02.2016	Yes	4 out of 6 Members were Present	29.10.2015	103 days
29.03.2016	Yes	4 out of 6 Members were Present		
STAKEHOLDERS RELATIONSHIP CUM INVESTORS' GREIVANCE COMMITTEE				
11.02.2016	Yes	2 out of 4 Members were Present	-	-
NOMINATION CUM REMUNERATION COMMITTEE				
11.02.2016	Yes	2 out of 3 Members were Present	-	-
01.03.2016	Yes	2 out of 3 Members were Present	-	-
29.03.2016	Yes	All 3 Members were Present	-	-
RISK MANAGEMENT COMMITTEE (The Board at its meeting held on 11.02.2016 has constituted this Committee)				
-	-	-	-	-



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 10.02.2016 has reviewed the Quarterly Compliance Report for the quarter ended on 31.12.2015.

for GUJARAT ALKALIES AND CHEMICALS LIMITED



S S BRATT
COMPANY SECRETARY & AGM (LEGAL, CC & CSR)
COMPLIANCE OFFICER

Date : 8th April, 2016

ANNEXURE-II

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: 31st March, 2016
 Company Code : BSE : 530001 NSE : GUJALKALI

I. Disclosure on website in terms of Listing Regulations Company's Website : www.gacl.com	
Item	Compliance status (Yes/No/NA)
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	Yes
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 has been disclosed in Annual Report as a part of Nomination & Remuneration-cum- Board Diversity Policy.

** The Company's unlisted subsidiary Company namely GACL-NALCO Alkalies & Chemicals Pvt Ltd has been incorporated on 4th 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 2015-16

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 & AGM (LEGAL, CC & CSR)

COMPLIANCE OFFICER

Date : 8th April, 2016