



# 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/SE/2015/

18<sup>th</sup> September, 2015

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

Dear Sir,

**Sub.: Proceedings of the 42<sup>nd</sup> Annual General Meeting of the Members of the Company held on Friday, the 18<sup>th</sup> September, 2015.**

Pursuant to Clause 31 (d) of the Listing Agreement, we submit herewith proceedings of the Forty Second Annual General Meeting of the Members of the Company held at 3.00 p.m. on Friday, the 18<sup>th</sup> September, 2015 in the premises of the Company, PO. : Petrochemicals : 391 346, Dist. : Vadodara.

## ATTENDANCE OF DIRECTORS :

- |   |                      |   |                   |
|---|----------------------|---|-------------------|
| 1 | Shri G R Aloria, IAS | - | Chairman          |
| 2 | Dr. Sukh Dev         | - | Director          |
| 3 | Shri A M Tiwari, IAS | - | Managing Director |

## A IN ATTENDANCE :

- Dr. H B Patel, Executive Director (Finance) & CFO
- Shri S S Bhatt, Company Secretary & AGM (Legal & CC)

## MEMBERS PRESENT :

- |   |                                 |   |     |
|---|---------------------------------|---|-----|
| ➤ | Members Present (in Person)     | - | 625 |
| ➤ | Members Present (through Proxy) | - | 10  |

The Chairman confirmed the presence of requisite quorum for the meeting and called the meeting in order.

The Chairman introduced the Directors present at the meeting and also welcomed the all the members present at the Forty Second Annual General Meeting of the Company.



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 LIMITED

2

Thereafter, the Notice convening the Forty Second Annual General Meeting alongwith the Explanatory Statement and the Board's Report, Report on Corporate Governance and Management Discussion & Analysis Report having been received by the members, were taken as read with the permission of the members present and as called upon by the Chairman, Shri S S Bhatt, Company Secretary & AGM (Legal & CC) read the Auditor's Report and Secretarial Audit Report.

The Chairman then delivered his speech to the members wherein he touched the Global and Indian Economic Scenario, Operational and Financial Performance of the Company, Dividend, Expansion and New Projects, Certification and Awards etc. of the Company.

The Chairman then invited the members to ask questions, comments & observations on the accounts.

The members in general, congratulated the Chairman on the overall performance of the Company. The members raised questions on the working and financials of the Company. The questions so raised were satisfactorily replied.

Thereafter, the Chairman stated that the Company has provided the e-voting facility to its members for passing of the Ordinary and Special Resolutions as contained in the Notice. The Chairman then stated that the facility of remote e-voting commenced on 15<sup>th</sup> September, 2015 at 9.00 AM and concluded on 17<sup>th</sup> September, 2015 at 5.00 PM.

It was also stated that, the facility of voting by poll/ ballot has also been provided by the Company during the Annual General Meeting to the members who are present and who have not cast their votes by remote e-voting.

The members were informed that the votes cast by remote e-voting and votes cast by ballot papers shall be counted by the Scrutinizer and the result shall be declared within prescribed time. The members were further informed that the report of Scrutinizer shall be placed on the Company's website as well as CDSL's website. These resolutions shall be deemed to have been passed at this Annual General Meeting.

The Company Secretary informed to the members that the following Resolutions are put to vote by e-voting and ballot.

| Item No.                 | Resolutions                                                                                                                                                                                                                                                                                                                    |
|--------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Ordinary Business</b> |                                                                                                                                                                                                                                                                                                                                |
| 1.                       | Adoption of Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2015 including Balance Sheet as at 31 <sup>st</sup> March, 2015, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution). |
| 2.                       | Declaration of Dividend of Rs.4.50 per share (45%) on 7,34,36,928 Equity Shares of Rs.10/- each for the Financial Year ended on 31 <sup>st</sup> March, 2015 (Ordinary Resolution).                                                                                                                                            |
| 3.                       | Ratification of the appointment of M/s. Deloitte Haskins & Sells as a Statutory Auditors (Ordinary Resolution).                                                                                                                                                                                                                |



GUJARAT ALKALIES AND CHEMICALS LIMITED

3

| Item No.                | Resolutions                                                                                                                                                                                                                                                                                                  |
|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Special Business</b> |                                                                                                                                                                                                                                                                                                              |
| 4.                      | Appointment of Dr. J N Singh, IAS (DIN 00955107) as a Director of the Company, liable to retire by rotation (Ordinary Resolution).                                                                                                                                                                           |
| 5.                      | Re-appointment of Shri J N Godbole (DIN 00056830) as an Independent Director of the Company to hold office for a term of five years from the conclusion of 42 <sup>nd</sup> Annual General Meeting till the conclusion of 47 <sup>th</sup> Annual General Meeting (Special Resolution).                      |
| 6.                      | Appointment of Dr. Rajiv I Modi (DIN 01394558) as an Independent Director of the Company to hold office for a term of five years effective from 1 <sup>st</sup> October, 2014 (Ordinary Resolution).                                                                                                         |
| 7.                      | Appointment of Ms. Pallavi S Shroff (DIN 00013580) as an Independent of the Company Director to hold office for a term of five years effective from 1 <sup>st</sup> October, 2014 (Ordinary Resolution).                                                                                                     |
| 8.                      | Appointment of Shri A M Tiwari, IAS (DIN 02986260) as Non Rotational Government Director and Managing Director of the Company from 29.08.2014 until further orders by the Government of Gujarat and to approve the remuneration and allowances / perquisites paid / to be paid to him (Ordinary Resolution). |
| 9.                      | Ratification and approval of the remuneration of M/s. R K Patel & Co., Cost Accountants as Cost Auditors of the Company for the Financial Year ending on 31 <sup>st</sup> March, 2016 (Ordinary Resolution).                                                                                                 |

Post completion of voting through ballot papers, the Chairman declared that 42<sup>nd</sup> Annual General Meeting was concluded. The Company Secretary expressed vote of thanks to the Chairman, Directors and Shareholders of the Company.

Thanking you,

Yours faithfully,  
FOR GUJARAT ALKALIES AND CHEMICALS LIMITED



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

18/9/2015