

GUJARAT ALKALIES AND CHEMICALS LIMITED

P.O. : PETROCHEMICALS : 391 346

DIST. : VADODARA

MINUTES OF THE THIRTY NINTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON FRIDAY, THE 21ST SEPTEMBER, 2012 AT 3.00 P.M. IN THE PREMISES OF THE COMPANY AT PO. : PETROCHEMICALS : 391 346, DIST. : VADODARA.

The following Directors were present :

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| 1. | Shri A K Joti | Chairman |
| 2. | Dr. Varesh Sinha | Director |
| 3. | Shri J N Godbole | Director & Chairman of the Audit Committee |
| 4. | Shri M S Dagur | Managing Director |

Shri V L Vyas, Company Secretary and CGM (Legal) of the Company was present.

The Register of Directors' Shareholding, Proxy Register and other Statutory Registers were kept open at the place of the Meeting for inspection and were accessible throughout the Meeting.

2201 Members, 04 authorized representatives of Members and 24 Members by proxy holders were present.

Sr. No.	Name of Representative of body/ies corporate	No. of Shares held	% of total paid-up Capital
01	a) Shri V J Trivedi, Under Secretary and Shri Ajit Mavani, Dy. Section Officer, Energy & Petrochemicals Department, authorized representatives of Governor of Gujarat	21	0.00 %
	b) Shri Vinod L Gamit, authorized representative of Gujarat Industrial Investment Corporation Ltd. (GIIC).	71,19,028	9.69%
	c) Shri Vikram Shah, authorized representative of Gujarat Maritime Board (GMB)	18,83,200	2.56%
	d) Shri Gautam Kumar, authorized representative of Life Insurance Corporation of India (LIC)	58,55,688	7.97 %
02.	24 Proxies	2,18,37,328	29.74 %

At the outset, Shri V L Vyas, Company Secretary & CGM (Legal) ascertained presence of required quorum and declared that necessary quorum for the meeting was present.



The Chairman welcomed the Shareholders and introduced the Directors of the Company present on the dais.

The Chairman then asked the Company Secretary & CGM (Legal) to read the Notice of the Annual General Meeting and the Auditors' Report to the Shareholders of the Company.

The Notice dated 4th August, 2012 convening the Thirty Ninth Annual General Meeting having been circulated to all the Members in advance, was taken as read with the unanimous consent of the Members present at the Meeting. The Company Secretary & CGM (Legal) then read the Auditors' Report dated 24th May, 2012 to the Shareholders of the Company.

The Chairman then addressed the Meeting and gave highlights of the working and performance of the Company during 2011-12, the first three months of 2012-13 and the projects on hand.

The Chairman thereafter proposed the following resolution as an **Ordinary Resolution** :

1. ADOPTION OF AUDITED BALANCE SHEET AS AT 31ST MARCH, 2012, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON :

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2012 and Statement of Profit & Loss of the Company for the year ended on that date together with the report of the Board of Directors and the report of the Statutory Auditors thereon be and are hereby received, considered and adopted."

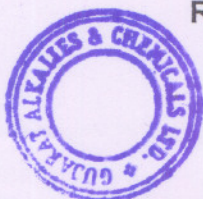
Before the resolution was put to vote, the Chairman invited questions, if any, from the Members, relating to the Annual Accounts and/or working of the Company. Some of the Members sought information, gave some suggestions and also put forth some questions relating to the accounts / working of the Company etc.

The Managing Director then gave the required information, replied all the questions and appreciated the suggestions made by the Members and thanked them for the keen interest shown by them in the working of the Company.

The Chairman then put the aforesaid Ordinary Resolution to vote and on the vote taken by show of hands, the Chairman declared that the Ordinary Resolution was carried unanimously.

2. DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2012 :

Shri D B Jain, a Shareholder proposed and Shri D J Vyas, another Shareholder seconded the following resolution as an **Ordinary Resolution** :



"RESOLVED THAT as recommended by the Board of Directors of the Company, Dividend for the year ended 31st March, 2012 be and is hereby declared at the rate of Rs.3.00 per Share (@30%) on 7,34,36,928 Equity Shares of Rs.10/- each fully paid up and the said dividend be paid on or after 26th September, 2012 to those members whose names appear on the Register of Members of the Company on 11th September, 2012 in respect of the Shares held in physical mode and to those beneficial owners of Shares whose names appear in the details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) after close of business hours on 11th September, 2012 in respect of Shares held in Electronic Form."

The Chairman then put the aforesaid Ordinary Resolution to vote and on the vote taken by show of hands, the Chairman declared that the Ordinary Resolution was carried unanimously.

3. **APPOINTMENT OF SHRI D J PANDIAN, IAS AS A DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT :**

Shri R A Gandhi, a Shareholder, proposed and Shri Gopal O Sheth, another Shareholder, seconded the following resolution as an **Ordinary Resolution :**

"RESOLVED THAT Shri D J Pandian, IAS, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

The Chairman then put the aforesaid Ordinary Resolution to vote and on the vote taken by show of hands, the Chairman declared that the Ordinary Resolution was carried unanimously.

4. **APPOINTMENT OF SHRI G C MURMU, IAS AS A DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT :**

Shri Janak H Shah, a Shareholder, proposed and Shri V C Dave, another Shareholder, seconded the following resolution as an **Ordinary Resolution :**

"RESOLVED THAT Shri G C Murmu, IAS, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

The Chairman then put the aforesaid Ordinary Resolution to vote and on the vote taken by show of hands, the Chairman declared that the Ordinary Resolution was carried unanimously.



5. APPOINTMENT OF AUDITORS TO HOLD OFFICE UPTO THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION :

Shri Rajesh K Kapadia, a Shareholder, proposed and Shri Manoj A Patel, another Shareholder seconded the following resolution as a **Special Resolution** :

"RESOLVED THAT M/s. Prakash Chandra Jain & Co., Chartered Accountants, Vadodara, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration and service tax, traveling, lodging, boarding and other out of pocket expenses actually incurred by them as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in connection with the audit of Accounts of the Company for the year ending 31st March, 2013."

The Chairman then put the aforesaid Special Resolution to vote and on the vote taken by show of hands, the Chairman declared that the Special Resolution was carried unanimously.

6. TO AUTHORIZE THE BOARD OF DIRECTORS OF THE COMPANY, PURSUANT TO SECTION 293 (1) (a) OF THE COMPANIES ACT, 1956, TO CREATE CHARGE OR CREATE SECURITY OVER ALL OR ANY OF THE MOVABLE PROPERTIES OF THE COMPANY :

Shri A V Vachharajani, a Shareholder, proposed and Shri S J Pathak, another Shareholder, seconded the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956, to create charge or create security over all or any of the movable properties of the Company wheresoever situated, both present and future, with or without conferring power to enter upon and to take possession of assets of the Company and/or to takeover the management of the business and concern of the Company in certain events, by way of first pari-passu charge to or in favour of HDFC Bank Ltd. or its successors or assigns and/or its Trustees viz. 3i Infotech Trusteeship Services Ltd. to secure their External Commercial Borrowing (ECB) facility not exceeding USD 20 Million (equivalent to about Rs.114.20 Crore) availed or to be availed by the Company, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, fees, costs, charges, expenses and other monies payable by the Company to HDFC Bank Ltd. or its successors or assigns and/or its Trustees under the Loan Agreement entered into by the Company in respect of the said ECB facility availed by the Company."

