



Gujarat Alkalies and Chemicals Limited

(Promoted by Govt. of Gujarat)

Regd. Office & Works : P.O. Ranoli-391350. Dist. Vadodara (Gujarat) INDIA

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Website : www.gacl.com CIN NO : L24110GJ1973PLC002247

Ref.: SEC/SE/2025/

1st September, 2025

BSE Ltd, 1 st Floor, New Trading Ring Phiroze Jeejeebhoy Towers Dalal Street MUMBAI : 400 001 Company Code No. : 530001	National Stock Exchange of India Ltd. "Exchange Plaza", C-1, Block 'G' Bandra-Kurla Complex Bandra (East) MUMBAI : 400 051 Company Code No. : GUJALKALI
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Dear Sir/Madam,

Reg.: Notice of the 52nd Annual General Meeting of the Company Scheduled to be held on 26th September, 2025.

We submit herewith the Notice of 52nd Annual General Meeting of the Company scheduled to be held on Friday, the 26th September, 2025 at 11:30 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM). The Said Notice forms Part of Annual Report 2024-25.

The said Notice is also available at:

<https://gacl.com/wp-content/uploads/2025/09/52nd-AGM-Notice.pdf>

Kindly take the above on record.

Thanking you,

Yours faithfully,

For GUJARAT ALKALIES AND CHEMICALS LIMITED

(S S BHATT)
COMPANY SECRETARY &
EXECUTIVE DIRECTOR (LEGAL, CC & CSR)

Encl. : as above

E-mail : cosec@gacl.co.in



Dahej Complex : P.O. Dahej - 392130. Tal. Vagra, Dist. Bharuch (Gujarat) INDIA
Phone : +91-2641-613256

NOTICE

NOTICE IS HEREBY given that the Fifty-Second (52nd) Annual General Meeting (“AGM”) of the Shareholders of **GUJARAT ALKALIES AND CHEMICALS LIMITED (GACL)** will be held on Friday, the 26th day of September, 2025 at 11:30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the (i) Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon; (ii) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolutions:**
 - (i) **“RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
 - (ii) **“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2025 and, in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT as recommended by the Board of Directors of the Company, a Dividend at the rate of Rs.15.80 per Equity Share (@ 158%) of Rs.10/- each fully paid-up, be and is hereby declared for the Financial Year ended 31st March, 2025 and the same be paid out of the Profit of F.Y 2024-25 and/or out of the free reserves of the Company.”
3. To appoint a Director in place of Dr. Hasmukh Adhia, IAS (Retd.) (DIN: 00093974) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution :**

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Hasmukh Adhia, IAS (Retd.) (DIN: 00093974), who retires by rotation at this Annual

General Meeting, be and is hereby reappointed as a Director & Chairman of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the provisions of Section 204 of the Companies Act, 2013, (the Act) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 M/s. Samdani Shah & Kabra, Company Secretaries, Vadodara be and are hereby appointed as Secretarial Auditors of the Company for Five years from 01.04.2025 to 31.03.2030 for conducting Secretarial Audit of the Company and issue of Secretarial Compliance Certificate at remuneration of Rs. 1,50,000/- (per year) plus applicable taxes and out of pocket expense, if any.”

“RESOLVED FURTHER THAT the Managing Director and Company Secretary & Chief General Manager (Legal, CC & CSR) of the Company, be and are hereby severally authorized to sign and file necessary e-Forms, forms, documents, etc. pursuant to the provisions of the Companies Act, 2013 & the Rules made thereunder, the SEBI (LODR), Regulations, 2015 and under any other rules and regulations and to issue appointment letter to the Secretarial Auditor and further authorized to do all other acts, deeds and things as may be necessary to implement this resolution.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration as approved by the Board of Directors and set out in the statement annexed to the Notice, to be paid to M/s. Y. S Thakar & Co., Cost Accountants, Vadodara (Firm Registration No. 000318), the Cost Auditors appointed by the Board of Directors, on recommendation(s) of the Audit Committee to conduct the audit of Cost Records of the Company for the financial year commencing from 01.04.2025 and ending on 31.03.2026 be and is hereby approved and ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zb), 2(1)(zc) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 if any, as amended from time to time (“SEBI Listing Regulations”), Sections 2(76) and 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the Companies Act, 2013 along with the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), any other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the Memorandum and Articles of Association of Gujarat Alkalies and Chemicals Limited (“GACL” or “Company”), the Company’s Policy on Related Party Transactions and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Shareholders of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/or enter into/execute new contract(s)/ arrangement(s)/ transaction(s) by way of an individual transaction or transactions taken together or a series of transactions or by any other way between the Company and GACL-NALCO Alkalies & Chemicals Private Limited (“GNAL”), (a subsidiary of the Company and a ‘related party’ within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations), on such terms and conditions as may be mutually agreed between the Company and GNAL, for an aggregate value not exceeding Rs. 1000 Crore, during the Financial Year 2025-26 subject to such contract(s) / arrangement(s) / agreement(s) / transaction(s) being carried out in the ordinary course of business and at an arm’s length basis.”

7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zb), 2(1)(zc) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 if any, as amended from time to time (“SEBI Listing Regulations”), Sections 2(76) and 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the

Companies Act, 2013 along with the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), any other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the Memorandum and Articles of Association of Gujarat Alkalies and Chemicals Limited (“GACL” or “Company”), the Company’s Policy on Related Party Transactions and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Shareholders of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/or enter into/execute new contract(s)/ arrangement(s)/ transaction(s) by way of an individual transaction or transactions taken together or a series of transactions or by any other way between the Company and GACL-NALCO Alkalies & Chemicals Private Limited (“GNAL”), (a subsidiary of the Company and a ‘related party’ within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations), on such terms and conditions as may be mutually agreed between the Company and GNAL, for an aggregate value not exceeding Rs. 700 Crore towards backstopping support for repayment of principal and interest of Compulsory Convertible Debentures (CCDs) amounting to Rs. 300 Crores in proportion to the shareholding of the Company in GNAL (60%) (Rs. 300 Crore as Deemed Investment, Rs. 300 Crore for Guarantee & Rs. 100 Crores for Interest liability inter-se interchangeable) for a term of 5 years) subject to such contract(s) / arrangement(s) / agreement(s) / transaction(s) being carried out in the ordinary course of business and at an arm’s length basis.”

8. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zb), 2(1)(zc) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 if any, as amended from time to time (“SEBI Listing Regulations”), Sections 2(76) and 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the Companies Act, 2013 along with the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), any other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the Memorandum and Articles of Association of Gujarat Alkalies and Chemicals Limited (“GACL”) &

GACL-NALCO Alkalies & Chemicals Private Limited (“GNAL”) and the Company’s Policy on Related Party Transactions and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines approval of the shareholders of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/or enter into/execute new contract(s)/ arrangement(s)/ transaction(s) by way of an individual transaction or transactions taken together or a series of transactions or by any other way between GACL-NALCO Alkalies & Chemicals Private Limited (“GNAL”), and National Aluminium Company Limited (NALCO) on such terms and conditions as may be mutually agreed between GNAL and NALCO, for an aggregate value not exceeding Rs. 1500 Crore (Rs. 1025/- Crore during the Financial Year 2025-26 for supply of caustic soda and other products and Rs. 475 Crore for CCD issued

by GNAL (Rs. 200 Crore as Deemed Investment, Rs. 200 Crore for Guarantee & Rs. 75 Crores for Interest liability inter-se interchangeable) for a term of 5 years) subject to such contract(s) / arrangement(s) / agreement(s) / transaction(s) being carried out in the ordinary course of business and at an arm’s length basis.

**By Order of the Board
for GUJARAT ALKALIES AND CHEMICALS LIMITED**

**Sd/-
SANJAY S. BHATT**
Company Secretary

& Chief General Manager (Legal, CC & CSR)

Place : Gandhinagar

Date : 8th August, 2025



ANNEXURE TO THE NOTICE OF THE 52ND ANNUAL GENERAL MEETING STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement set out all the material facts relating to Special Business mentioned in the Notice :

Item No. 4

As per the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (LODR) Regulation, 2015, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.

Secretarial Auditor shall also submit Secretarial Compliance Report to the Company on annual basis, within sixty days from end of each financial year, and in turn the Company will submit the same to the stock exchanges where the shares of the Company are listed.

The SEBI has amended the said regulations w.e.f. 13.12.2024, incorporating the provisions of appointment of Secretarial Auditors by Shareholders in Annual General Meeting.

M/s. Samdani Shah & Kabra is a firm of Practicing Company Secretaries established in the year 2008, co-founded by Mr. Satyanarayan Samdani, a Company Secretary having experience of more than three decades in the field of corporate secretarial and other compliance management services.

The firm is primarily engaged in providing Secretarial Audit, Corporate Governance, Compliance Management, Diligence Reports and Assurance services. The firm has good exposure of handling secretarial audits of several listed and large unlisted companies. The Firm holds a valid Peer Review Certificate and is registered with institute of Company Secretaries of India vide Firm Registration No. P2008GJ016300.

The Company has received a consent letter from M/s. Samdani Shah & Kabra, Company Secretaries, Vadodara to the effect that their appointment if made, would be in accordance with the provisions of Section 204 of the Companies Act, 2013 (Act), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations).

Accordingly, the Board of Directors of the Company, on the recommendation of the Audit Committee at their Meeting held on 16th May, 2025 have approved, appointment of M/s. Samdani Shah & Kabra, Company Secretaries, Vadodara as the Secretarial Auditors of the Company for conducting Secretarial Audit of the Company and issue of Secretarial Compliance Certificate for next five years from 01.04.2025 to 31.03.2030. The remuneration of Rs. 1,50,000/- (per

year) plus applicable taxes and out of pocket expense, if any will be payable to M/s. Samdani Shah & Kabra, Company Secretaries, Vadodara.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.4 of the Notice.

This Statement may also be regarded as a disclosure under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Resolution at Item No. 4 of the Notice for your approval.

Item No. 5

The Board of Directors at their Meeting held on 30.05.2024 have, on the recommendation of the Audit Committee, approved the appointment of M/s. Y. S. Thakar & Co., Cost Accountants, Vadodara (Firm Registration No. 000318) as Cost Auditors of the Company to conduct the Audit of the Cost Records of the Company for the financial year commencing from 01.04.2025 and ending on 31.03.2026 at a remuneration of Rs.3,19,000/- per annum plus applicable GST.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. Y. S. Thakar & Co., Cost Auditor, as recommended by the Audit Committee and approved by the Board is required to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditor for the financial year commencing from 01.04.2025 and ending on 31.03.2026 by passing Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Resolution at Item No. 5 of the Notice for your approval.

Item No. 6 & 7

Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014("Rules"), Regulation 2(1)(zb), 2(1)(zc) and 23 of the SEBI Listing Regulations, as amended till date and the Company's Policy on Related Party Transaction(s) (collectively "applicable laws") provide that transactions with Related Party where the aggregate value of transaction(s) exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial

statements of the Company, whichever is lower, shall be considered material related party transactions and will require prior approval of the shareholders through ordinary resolution.

As per Joint Venture-cum-Shareholders' Agreement ("JV Agreement") entered into between the Company and National Aluminium Company Limited (NALCO) on June 23, 2015 ("JV Agreement"), GACL-NALCO Alkalies & Chemicals Pvt. Ltd. ("GNAL") was incorporated on December 4, 2015 for the purpose of setting up 800 TPD Caustic Soda Plant and 130 MW Coal based Power Plant for captive use and to engage in the business of production of Caustic Soda, Chlorine, Hydrogen, Hydrochloric Acid, Power or any other products as agreed under the JV Agreement.

The Company and GNAL have also entered into Agency Agreement, Common Infrastructure Uses Agreement and Manpower Services Agreement and pursuant to these agreements the Company and GNAL enter various transactions viz. sale of Chlorine, Caustic Soda Supply/distribution, Surplus Power supply, Steam Supply, other Utility services, Raw water reservoir, Cooling water plant, Compressed air system, Boiler and its auxiliaries, Electricity distribution system, Nitrogen system, Process water, DM water, Cooling tower, Instrument Air, and Nitrogen etc.

In compliance with the Industry Standards on "Minimum information to be provided to the Audit Committee and the Shareholders for approval of Related Party Transactions", the Company affirms that:

- (a) The information pertaining to the proposed Related Party Transaction (RPT) was placed before the Audit Committee in the format prescribed under Para 4 of the Industry Standards, to the extent applicable.
- (b) The Audit Committee and the Board of Directors have redacted certain commercially sensitive information that could adversely affect the competitive position of the Company. However, it is affirmed that the disclosures provided herein contain sufficient information to enable public shareholders to make an informed decision.
- (c) Justification as to why the proposed transactions are in the interest of the listed entity:

For Resolution : 6

As the main activities of the Company is manufacturing and marketing of Chemicals, the Company and NALCO had incorporated GNAL for the purpose of setting up 800 TPD Caustic Soda Plant and 130 MW Coal based Power Plant. The proposed material related party transactions between the Company and its subsidiary will significantly benefit the Company by ensuring optimal utilization of the Company's existing infrastructure and production capacities, thereby achieving economies of scale and operational efficiency. These transactions covering supply/distribution of essential products and utilities like Chlorine, Caustic Soda, steam, power, DM water, and other services will create a stable,

assured demand for the Company's output, support the successful operation of GNAL and help to avoid duplication of infrastructure investments. Overall, this strategic integration strengthens GACL's market position, contributes to cost savings, and is expected to enhance long-term shareholders value. To maintain the sustainable business of both and to avail benefit of synergy, the related party transactions are required to be entered.

For Resolution : 7

During the year 2024-25, GACL-NALCO Alkalies & Chemicals Limited (GNAL - JV) has issued Compulsory Convertible Debentures (CCDs) to the tune of Rs. 500 Crores. GACL being a promoter & holding Company has agreed to provide backstopping support towards repayment of principal and interest of Compulsory Convertible Debentures (CCDs) amounting to Rs. 300 Crores in proportion to the shareholding of the Company in GNAL (60%).

To give the financial stability to the subsidiary Company and being a major promoter & holding Company of GNAL, during the year 2024-25, GACL has agreed to provide backstopping support towards repayment of principal and interest of Compulsory Convertible Debentures (CCDs) amounting to Rs. 300 Crores in proportion to the share holding of the Company in GNAL (60%).

Accordingly, GACL-NALCO Alkalies & Chemicals Limited (GNAL - JV) has issued Compulsory Convertible Debentures (CCDs) to the tune of Rs. 500 Crores. The obligation of the Company may arise only after completion of the tenure of the CCD or at the time of occurrence of default by its subsidiary (upto 60% of the issue amount of Rs. 500 Crore plus interest thereon).

As of now, neither tenure of the CCD has been completed nor the subsidiary of the Company has defaulted. However, as an abundant caution, Shareholders approval is sought.

- (d) It is affirmed that the promoters shall not derive any undue benefit from the RPT at the expense of public shareholders.

As per Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) shall require prior approval of the shareholders through resolution. No related Party shall vote to approve such resolution/s whether the entity is a related party to the particular transaction or not.

The Audit Committee and the Board of Directors of the Company at their Meetings held on 7th August, 2025 and 8th August, 2025 respectively approved the transactions between the Related Parties, subject to approval of the Members of the Company, by way of Ordinary Resolution.

Details of information to be provided to the Members



for consideration of Related Party Transaction under the Companies Act and as per SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 regarding "Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" are enclosed in **Annexure II** which forms part of this notice.

The Board is of the opinion that Resolution stated in the accompanying Notice is pursuant to the JV Agreement, various other agreements and in the best interest of the Company and its Members and hence, recommends the Resolution for approval by the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company and their relatives, is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution Nos. 6 & 7 of the Notice.

The Board recommends the Resolutions at Item Nos. 6 & 7 of the Notice for your approval.

Item No. 8

Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014("Rules"), Regulation 2(1)(zc), Regulation 23 of the SEBI Listing Regulations, as amended till date and the Company's Policy on Related Party Transaction(s) (collectively "applicable laws") provide that transactions with Related Party where the aggregate value of transaction(s) exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall be considered material and will require prior approval of the shareholders through ordinary resolution.

As per Joint Venture-cum-Shareholders' Agreement ("JV Agreement") entered into between the Company and National Aluminium Company Limited (NALCO) on June 23, 2015 ("JV Agreement"), GACL-NALCO Alkalies & Chemicals Pvt. Ltd. ("GNAL") was incorporated on December 4, 2015 for the purpose of setting up 800 TPD Caustic Soda Plant and 130 MW Coal based Power Plant for captive use and to engage in the business of production of Caustic Soda, Chlorine, Hydrogen, Hydrochloric Acid, Power or any other products as agreed to under the JV Agreement.

Pursuant to the JV Agreement, NALCO shall purchase prescribed quantity of the Caustic Soda produced in the Caustic Soda Plant of GNAL. Accordingly, GNAL and its related party NALCO has entered into Caustic Soda Supply Agreement where the Company is a confirming party to the contract / arrangement.

In view of the above, the transactions between Subsidiary (i.e. GNAL) and its related party i.e. NALCO shall also come within the purview of Related Party Transaction of the Company in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations even though the Company is only a confirming

party to that transaction and therefore, transactions under the Caustic Soda Supply Agreement between GNAL and NALCO would be considered as "Related Party Transaction" for the Company.

In compliance with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", the Company affirms that:

- (a) The information pertaining to the proposed Related Party Transaction (RPT) was placed before the Audit Committee in the format prescribed under Para 4 of the Industry Standards, to the extent applicable.
- (b) The Audit Committee and the Board of Directors have redacted certain commercially sensitive information that could adversely affect the competitive position of the Company. However, it is affirmed that the disclosures provided herein contain sufficient information to enable public shareholders to make an informed decision.
- (c) Justification as to why the proposed transaction is in the interest of the listed entity.

The transactions between GNAL and NALCO benefits the GNAL to efficiently operate Caustic Soda Plant of GNAL. By purchasing prescribed quantity of Caustic Soda produced by GNAL by NALCO, the transaction guarantees a stable and assured off-take of products of GNAL, which in turn secures consistent revenue streams and optimizes plant utilization. Additionally, this arrangement strengthens the Company and NALCO, by enhancing operational efficiency, and supports long-term growth by leveraging the combined strengths of all the three parties.

- (d) It is affirmed that the promoters shall not derive any undue benefit from the RPT at the expense of public shareholders.

As per Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) shall require prior approval of the shareholders through resolution. No related Party shall vote to approve such resolution/s whether the entity is a related party to the particular transaction or not.

In view of the above, approval of the Shareholders is being sought for transactions between GNAL and NALCO, the related parties in terms of Regulation 2(1)(zb) read with Regulation 2(1)(zc) of the SEBI Listing Regulation because the transactions when entered into under the caustic soda supply agreement between GNAL and NALCO may likely to exceed the threshold limits stipulated under the applicable laws in future.

Therefore, the Audit Committee and the Board of Directors of the Company at their Meetings held on 7th August, 2025 and 8th August, 2025 respectively approved the transactions between the Related Parties, subject to approval of the Members of the Company, by way of Ordinary Resolution.



Details of information to be provided to the Members for consideration of Related Party Transaction under the Companies Act and as per SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 regarding “Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” are enclosed in **Annexure III** which forms part of this notice.

The Board is of the opinion that Resolution stated in the accompanying Notice is pursuant to the JV Agreement and in the best interest of the Company and its Members and hence, recommends the Resolution for approval by the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company and their relatives, is / are, in any way, concerned

or interested, financially or otherwise, in the aforesaid Resolution No. 8 of the Notice.

The Board recommends the Resolution at Item No. 8 of the Notice for your approval.

**By Order of the Board
for GUJARAT ALKALIES AND CHEMICALS LIMITED**

**Sd/-
SANJAY S. BHATT**

Company Secretary
& Chief General Manager (Legal, CC & CSR)

Place : Gandhinagar

Date : 8th August, 2025



NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its various Circulars including last General Circular Nos. 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In accordance with the aforementioned MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the 52nd AGM of the Company will be held through VC /OAVM. The deemed venue for the AGM shall be Registered Office of the Company.

2. **A Member entitled to attend and vote at the Annual General Meeting (“the meeting”) is also entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member of the Company. Since, this AGM is being held pursuant to the MCA Circulars, through VC/OAVM, Physical attendance of Members have been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013, at cosec@gacl.co.in.

3. In compliance with the MCA Circulars and SEBI’s Circulars, Notice of AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/Depositories. Members may note that the Notice along with Annual Report 2024-25 has been uploaded on the website of the Company at www.gacl.com and on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of CDSL at www.evotingindia.com.

4. Members attending AGM through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Act.

5. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.

6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of business under Item No. 4 to 8 is annexed to the Notice.

The particulars of qualification, experience and other Directorships etc. of the Director proposed to be appointed / reappointed are given in the **Annexure - I** forming part of this Notice.

7. The **Record Date** fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM, is Friday, 19th September, 2025. The dividend on equity shares, if declared at the AGM, will be paid on or after 30th September, 2025 to the Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, 19th September, 2025.

Effective from April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with (i) PAN (ii) Contact Details (iii) Mobile Number (iv) Bank Account Details and (v) Signature, shall be eligible to get dividend only in electronic mode. Accordingly, payment of Dividend, subject to approval at the AGM, shall be made to physical holders only after the above details are updated in their folios. Shareholders are requested to complete these details by writing to the Company’s RTA, MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd.) at vadodara@in.mpms.mufg.com. The forms for updating the same are available at <https://web.in.mpms.mufg.com/KYC-downloads.html>. The said forms are also available at the website of the Company at <https://gacl.com/update-register-e-mail-pan-nomination-download-forms/>

8. (a) Members holding shares in electronic form may note that their bank details as may be furnished to the Company by respective Depositories will only be considered for remittance of dividend through NECS/ECS. Beneficial Owners holding Shares in demat form are requested to get in touch with their Depository Participants (DP) to update / correct their NECS/ ECS details to avoid any rejections and also give instructions regarding change of address, if any, to their DPs. It is requested to attach a photocopy of a cancelled cheque with your instructions to your DP.

(b) The Company has appointed MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd.) as Registrar and Share-Transfer Agent (R&T Agent). Members are requested to send all future correspondence to the MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd.). “Geetakunj”, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara, Gujarat - 390015. Members holding shares in physical mode are requested to notify immediately any change in their addresses, the Bank mandate or Bank details along with required forms viz. Forms ISR-1, ISR-2, ISR-3 / SH-13 and supporting documents to the R&T Agent of the Company.

(c) Shareholders holding shares in physical form are requested to update/register their PAN, Nomination, Contact Details i.e. Postal address with PIN, Mobile number, E-mail address, Bank Account details and Specimen Signature by providing form ISR-1, ISR-2, ISR-3 / form SH-13 complete in all respects along with other required documents as prescribed in these forms. These forms are

available on the website of the Company at <https://gacl.com/update-register-e-mail-pan-nomination-download-forms/> and also available on the website of Share Transfer Agent viz. <https://web.in.mpms.mufg.com/KYC-downloads.html>. The said forms can be submitted by any one of the following modes:-

- (i) Sending hard copy of the said forms along with required documents to our RTA, MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd.) at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Unit: Gujarat Alkalies and Chemicals Limited; or
- (ii) In person verification (IPV) of the said forms and required documents at the office of our RTA, MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd.) at "Geetakunj", 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara, Gujarat - 390015; or
- (iii) Through electronic mode, by downloading and filling the said forms with e-sign. The required documents should be uploaded at the website of the RTA of the Company at <https://web.in.mpms.mufg.com/KYC/index.html>. Procedure for uploading is available at the said link.

Shareholders holding shares in dematerialized mode are also requested to update/register their KYC details including email address with the Depository Participants (DP).

9. The payment of unencashed dividend shall be made only after receipt of final list of unclaimed dividend and reconciliation of Dividend Account from Bank. The payment of unclaimed dividend will be made by electronic bank transfer or in case of failure/rejection, by issuing banker's cheque or Demand Draft incorporating the bank accounts details of security holder after receipt of required forms and supporting documents as mentioned in above notes by the Shareholder and verification thereof by the R & T Agent of the Company. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source on payment of dividend at the prescribed rates. The Shareholders are requested to refer the Finance Act, 2020 and amendments thereof for prescribed rates for various categories of shareholders. Shareholders may submit their forms for non-deduction of tax at source (TDS) viz. 15G/15H/10F and other relevant documents with RTA of the Company at <https://web.in.mpms.mufg.com/client-downloads.html> latest by 5th September, 2025. For any query shareholder can send E-mail to vadodara@in.mpms.mufg.com
10. (a) Pursuant to the provisions of Section 124(5) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority

(Accounting, Audit, Transfer and Refund) Rules, 2016 as amended (hereinafter referred to as "IEPF Rules"), the Company has transferred the unclaimed dividend under Section 124 (5) of the Act to Investor Education and Protection Fund (IEPF) as detailed below:

Financial Year	Date of			Amount Transferred (Rs.)
	Declaration of Dividend	Transferred to Un-paid Dividend A/c.	Transferred to IEPF	
2016-17	16.09.2017	17.10.2017	17.10.2024	25,03,775.00

- (b) Attention of the Members is drawn to the provisions of Section 124 (6) of the Act which requires the Company to transfer all Shares in respect of which dividend has not been paid or claimed for seven (07) consecutive years or more to IEPF Authority.

In accordance with the aforesaid provision of the Act read with the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 41,276 Equity Shares of 500 Shareholders of the Company in respect of which dividend declared for the Financial Year 2016-17 has remained unclaimed or unpaid for a period of seven (07) consecutive years or more through Corporate Actions to the Demat Account of IEPF Authority.

- (c) The Members who have not encashed dividend warrant(s) for the years 2017-18, 2018-19, 2019-20, 2020-21, 2021-22, 2022-23 and 2023-24 are requested to claim payment immediately by registering the PAN, KYC details and nomination with Company's R&T Agent, MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd.) at the modes specified above. After seven years, unclaimed dividend shall be transferred to the Investor Education and Protection Fund. Pursuant to provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the details of unclaimed dividend amount lying with the Company as on 31.03.2024 has been uploaded on the Company's website www.gacl.com and also filed with the Ministry of Corporate Affairs.

11. Any person, whose unclaimed dividend or shares have been transferred to the IEPF Authority may claim back the same by making an application in Form IEPF 5 to the IEPF Authority, which is available on Website of IEPF Authority at www.iepf.gov.in.
12. As on 31.03.2025, Share Certificates for 354 shares of 10 shareholders / allottees (returned undelivered by Post) are lying in Unclaimed Shares Suspense Account with the Stock Holding Corporation of India Ltd. (SHCIL), Vadodara in Demat form. As per SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and SEBI Circular No. PR No.: 51/2018 dated 3rd December,



2018 transfer of shares in physical mode were allowed up to 31.03.2019 and w.e.f. 01.04.2019, transfer of shares of Listed Company can only be affected in the dematerialized form.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2 July 2025 has open a special window for re-lodgement of transfer deeds, which were lodged prior to the deadline of 1 April 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise, for a period of six months from 7 July 2025 till 6 January 2026, in order to facilitate investors and to secure the rights of investors in the securities which were purchased by them. For more details kindly refer the weblink of the website of the Company <https://gacl.com/notice-for-special-window-for-re-lodgement-of-transfer-requests-of-physical-shares/>

13. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders are entitled to make nomination in respect of the shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13 (which is available at https://gacl.com/wp-content/uploads/2023/12/4b28a_form_sh_13.pdf) to the R&T Agent, MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd.) at the address given above.

14. **Members who have not registered their E-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

15. Members who would like to seek any information on any matter to be placed at AGM with regard to Audited Annual Accounts or any other proposed Resolution(s) during the Meeting or would like to express their views, may register themselves as a speaker by sending their request from their registered E-mail address mentioning their name, DPID/Client ID/Folio number, PAN, Mobile Number at cossec@gacl.co.in on or before 15th September, 2025. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Members who do not wish to speak during the AGM but have queries may send their queries in advance on or before 15th September, 2025 mentioning their name, Demat Account Number/Folio Number, e-mail ID, Mobile Number at cossec@gacl.co.in. The Company will reply to these queries suitably.

Inspection of documents:

All documents referred to in this Notice and Statement u/s. 102 of the Act (except the agreements/contracts entered by the Company with GNAL) will be available for inspection by the Members of the Company from the date of circulation of this Notice upto the date of the AGM. Members seeking to inspect such documents may send an e-mail to cossec@gacl.co.in.

16. The Securities and Exchange Board of India (SEBI)

has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Company / R&T Agent.

17. Procedure for Remote E-Voting, Attending the AGM through Video Conference/Other Audio-Visual Means (VC/OAVM) and E-Voting facility during the AGM.

A. E-Voting facility:

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular on e-Voting facility provided by Listed Entities dated December 9, 2020 and the General Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January, 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 the Company is providing facility for voting by electronic means ("e-Voting") and the business in respect of all Shareholders' Resolutions may be transacted through such e-Voting. The facility is provided to the Shareholders to exercise their rights to vote by electronic means from a place other than the venue of AGM ("remote e-Voting") as well as e-Voting system on the date of AGM through e-Voting services provided by Central Depository Services (India) Limited (CDSL).

The Members who would have already cast their votes by remote e-Voting prior to the AGM date may attend the meeting through VC/OAVM but shall not be entitled to cast their votes again.

II. The Company has fixed Friday, 19th September, 2025 as a cut-off date to record the entitlement of the Shareholders to cast their votes electronically by remote e-Voting as well as by e-Voting system on the date of AGM.

III. The remote e-Voting period commences on Tuesday, 23rd September, 2025 (09:00 a.m.) and ends on Thursday, 25th September, 2025 (05:00 p.m.). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date, i.e., 19th September, 2025 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting after 5.00 P.M. on 25th September, 2025. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

IV. Any person, who become Member of the Company

after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, 19th September, 2025 may obtain USER ID and password by following e-Voting instructions which is part of Notice and the same is also placed in e-Voting Section of CDSL Website i.e.

www.cdslindia.com / www.evotingindia.com and Company's Website i.e. www.gacl.com. For further guidance, Members are requested to send their query by E-mail at helpdesk.evoting@cdslindia.com.

V. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020

on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories / Websites of Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

B. PROCEDURE FOR REMOTE E-VOTING AND FOR JOINING AGM THROUGH VC/OAVM – FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Type of shareholders	Login Method
<p>A. Individual Shareholders holding securities in demat mode with CDSL</p>	<p>a) Users already registered for CDSL's Easi / Easiest facility may follow the following procedure :</p> <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting of vote during the remote e-Voting period or joining AGM through VC/OAVM & voting during the AGM. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/MUFGINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login. <p>b) User may directly access the e-Voting module of CDSL as per the following procedure :</p> <p>The user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin.</p> <p>The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>B. Individual Shareholders holding securities in demat mode with NSDL</p>	<p>a) Users already registered for NSDL's IDeAS facility may follow the following procedure :</p> <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. 2) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.

	<p>3) A new screen will open. You will have to enter your User ID and Password.</p> <p>4) After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</p> <p>5) Click on company’s name “Gujarat Alkalies and Chemicals Limited” or e-Voting service provider’s name. On clicking any of the links, you will be re-directed to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining AGM through VC/OAVM & voting during the AGM.</p> <p>b) Users not registered for NSDL’s IDeAS facility may follow the following procedure :</p> <p>1) Option to register is available at https://eservices.nsd.com</p> <p>2) Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) After successful registration, please follow steps given under Sr. No. B(a) above to cast your vote.</p> <p>c) User may directly access the e-Voting module of NSDL as per the following procedure :</p> <p>1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile.</p> <p>2) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>4) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>5) Click on Company’s name “Gujarat Alkalies and Chemicals Limited” or e-Voting service provider’s name. On clicking any of the links, you will be redirected to e-Voting page of CDSL’s website for casting your vote during the remote e-Voting period or joining AGM through VC/OAVM & voting during the AGM.</p>
<p>C. Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2) After successful login, you will be able to see e-Voting option.</p> <p>3) Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein, you can see e-Voting features.</p> <p>4) Click on Company’s name “Gujarat Alkalies and Chemicals Limited” or e-Voting service provider’s name and you will be re-directed to the e-Voting service provider’s Website for casting your vote during the e-Voting period or joining AGM through VC/OAVM & voting during the AGM.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website(s).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding Securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911
Individual Shareholders holding Securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

C. PROCEDURE FOR REMOTE E-VOTING AND FOR JOINING AGM THROUGH VC/OAVM – FOR (i) SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT FORM; AND (ii) PHYSICAL SHAREHOLDERS.

- 1) The Shareholders should log on to the e-Voting Website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now, enter your User ID :
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification Code as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then, your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

	For Members holding shares in Demat Form other than individual
Permanent Account Number (PAN)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Shareholders holding shares in demat as well as physical form). Members who have not updated their PAN with the Company/Depository Participant are requested to use the 10 Digits Sequence Number. The Sequence Number is communicated by e-mail indicated in the PAN field or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details (i.e. Dividend Bank Details and Date of Birth) are not registered with the Company or Depository, please enter the Member ID / Folio No. in the Dividend Bank details field mentioned in instruction (3) hereinabove.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For Members holding shares in physical form, the details can be used only for e-Voting on the Resolutions contained in this Notice.
- 10) Click on the EVSN 250819037 for GUJARAT ALKALIES AND CHEMICALS LIMITED for which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired by you. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17) Additional facility for Non – Individual Shareholders and Custodians – Remote e-Voting only:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User will be created using the Admn. Login and Password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- **Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz : cosec@gacl.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.**

You can also update your mobile number and e-mail ID records with R&T Agent/Company (for physical shares) and with Depository Participants (for Demat Shares) before cut-off date i.e. 19.09.2025, for e-Voting.

In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (FAQs) and e-Voting manual available at www.evotingindia.com under ‘Help Section’ or write an E-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 9911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai : 400 013 or you may send an E-mail to helpdesk.evoting@cdslindia.com or call on 1800 210 9911.

D. Instructions for Shareholders for E-Voting during the AGM:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned in Points “A”, “B” and “C” above for e-Voting.
2. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
3. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders participating in the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 19th September, 2025.
6. Mr. Niraj Trivedi, Practicing Company Secretary, 218-221, Saffron Complex, Fatehgunj, Vadodara:390 002 (Gujarat) has been appointed as Scrutinizer to scrutinize the remote e-Voting process as well as the e-Voting system on the date of the AGM.
7. The result of the voting will be announced by the Chairman of the meeting within stipulated time as per the Scrutinizer’s Report to be submitted to the Chairman. The results of voting will be communicated to the stock exchanges and will be placed on the CDSL’s Website (under “Notices – Results section”) i.e. www.evotingindia.com; on the Website of the Company i.e. www.gacl.com and also on the notice board of the Company.

E. Process for those Members whose E-mail IDs / Mobile No. are not registered:

- i. For Members holding shares in Physical mode - please provide necessary details like Folio No., Name of Members by E-mail to vadodara@in.mpms.mufig.com.
- ii. Members holding shares in Demat mode can get their E-mail ID / Mobile No. registered, which is mandatory while e-Voting and joining AGM through VC/OAVM, by contacting their respective Depository Participant.

F. Instructions for Members joining the AGM through VC/ OAVM:

1. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. The link for VC/OAVM to attend AGM will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned at Sr. No. "A", "B" and "C" above for e-Voting.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Contact Details

Company

: Gujarat Alkalies and Chemicals Limited
P.O. : Ranoli - 391 350
DIST. : VADODARA (GUJARAT)
Phone: (0265) 6111369, Extn. 453 / 255
E-mail : cosec@gacl.co.in

Registrar & Share Transfer Agent

: MUFG Intime India Pvt. Ltd.
(Formerly known as Link Intime India Pvt. Ltd.)
(Unit : GACL) Transfer Agent
"Geetakunj" 1, Bhakti Nagar Society,
Behind ABS Tower, Old Padra Road,
Vadodara: 390 015 (Gujarat) Phone: (0265) 3566768
E-mail : vadodara@in.mpms.mufg.com

E-Voting Agency

: Central Depository Services (India) Limited
E-mail: helpdesk.evoting@cdslindia.com
Phone: 1800 210 9911

Scrutinizer

: Mr. Niraj Trivedi
Practicing Company Secretary,
218-221, Saffron Complex,
Fatehgunj, Vadodara: 390 002 (Gujarat)
E-mail: csneerajtrivedi@gmail.com

Introduction of "Swayam" to Shareholders:

'SWAYAM' is a secure, user-friendly web-based application, developed by "MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd.)", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.in.mpms.mufg.com/>

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

ANNEXURE - I

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT BY THE SHAREHOLDERS OF THE COMPANY AT THE ENSUING ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS

Name of Director	Dr. Hasmukh Adhia, IAS (Retd.)	
DIN	00093974	
Date of Birth	03.11.1958	
Date of first appointment on the Board	20.06.2023	
Terms and Conditions of Appointment	Dr. Hasmukh Adhia, IAS (Retd.) shall be liable to retire by rotation as per the Companies Act, 2013.	
Details of Remuneration	Dr. Hasmukh Adhia, IAS (Retd.) is not drawing any remuneration. He is not claiming any sitting fees or out of pocket expenses from the Company.	
No. of Shares held in the Company either by self or any beneficial basis for any other person	NIL	
Relationship with other Directors / Key Managerial Personnel	No relationship with other Directors / Key Managerial Personnel.	
Qualifications	IAS, 1981 Batch, M. Com. (Adv. Busi. Mangt.), P. G. Diploma in Public Policy & Management (IIM) (Gold Medalist), Ph.D. in Yoga.	
Nature of Expertise in specific functional areas/ Experience	<p>Dr. Hasmukh Adhia is an officer of Indian Administrative Service, who retired on 30th November 2018 as Union Finance Secretary & Revenue Secretary in Government of India. At present he is Principal Advisor to the Chief Minister of Gujarat since January 2023. He is Chairman of Gujarat Administrative Reforms Commission.</p> <p>Dr. Adhia is also Non-Executive Chairman of three State owned companies. These companies are GIFT (Gujarat International Finance Tech City Ltd), Gujarat Alkalies and Chemicals Ltd (GACL) and Gujarat Mineral Development Corporation Ltd. (GMDC).</p> <p>He is associated with number of educational institutions including Central University of Gujarat (CUG) as Chancellor, Indian Institute of Management Bangalore (IIMB) as member of Board of Governors, and with School of Ultimate Leadership (SOUL) as Vice-Chairman.</p> <p>Dr. Adhia has a post-Graduate degree in Accountancy. He is a gold medalist from the Indian Institute of Management, Bangalore and holds a Ph.D. in Yoga from Swami Vivekanand Yoga University, Bangalore.</p> <p>As Finance and Revenue Secretary, he was credited with the successful implementation of GST in India. On his superannuation in November 2018, Late Shri Arun Jaitley, the then Finance Minister of India praised Dr. Adhia's contribution in a Facebook post. He said "Dr. Adhia was unquestionably a highly competent, disciplined, no-nonsense civil servant and of course, with impeccable integrity."</p>	
Names of other Companies in which Directorship is held	1	Gujarat Mineral Development Corporation Limited
	2	Gujarat International Finance Tec-City Company Limited
	3	School of Ultimate Leadership Foundation
	4	Gujarat Foundation for Entrepreneurial Excellence

Names of the Committees of the Board of Companies in which Membership/ Chairmanship is held		Name of the Company	Name of the Committee of Board	Position as a Chairman / Member
		Gujarat Alkalies and Chemicals Limited	Corporate Social Responsibility Committee	Chairman
Listed entities from which the person has resigned in the past three years	1	Bank of Baroda		

For details regarding the number of meetings of the Board / Committees attended by the above Director during the year and remuneration drawn / sitting fees received, please refer to the Board's Report and the Corporate Governance Report forming part of this Annual Report.



INFORMATION ON MATERIAL RELATED PARTY TRANSACTIONS BETWEEN GACL AND GNAL FOR APPROVAL OF SHAREHOLDERS

SN	Description	Details		
A. Details of the related party and transactions with the related party				
A(1). Basic details of the related party				
1.	Name of the related party	GACL-NALCO Alkalies & Chemicals Private Limited (GNAL)		
2.	Country of incorporation of the related party	India		
3.	Nature of business of the related party	Manufacturing of Caustic Soda, Chlorine, Hydrochloric Acid (HCL), Hydrogen, Power etc.		
A(2). Relationship and ownership of the related party				
4.	Relationship between the listed entity and the Related Party	GNAL is a joint venture Company of GACL and NALCO. It is a Material Subsidiary of GACL.		
5.	Shareholding of the listed entity, whether direct or indirect, in the related party	GACL holds 60% Equity Shares in GNAL.		
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	GNAL / NALCO are not holding any share in GACL. GACL / GNAL are not holding any share in NALCO.		
A(3). Financial performance of the related party (GNAL)				
	Particulars	FY 2024-25	FY 2023-24	FY 2022-23
		Rs. In Crores		
7	Standalone turnover of the related party for each of the last three financial years	1077.47	772.70	271.65
8	Standalone net worth of the related party for each of the last three financial years	423.02	230.26	404.60
9	Standalone net profits / (loss) of the related party for each of the last three financial years	(134.89)	(174.33)	(276.81)
A(4). Details of previous transactions with the related party				
10.	Total amount of all the transactions undertaken by the listed entity with the related party during each of the last three financial years.			
	Category	Amount (Rs. In Crore) FY 2024-25	Amount (Rs. In Crore) FY 2023-24	Amount (Rs. In Crore) FY 2022-23
	Total amount of related party transactions undertaken by the Company with GNAL *GACL being major promoter & holding Company has agreed to provide backstopping support towards repayment of principal and interest of Compulsory Convertible Debentures (CCDs) amounting to Rs. 300 Crores in proportion to the shareholding of the Company in GNAL (60%). The obligation of the Company will arise only after completion of the tenure of the CCD or at the time of occurrence of default by its subsidiary (upto 60% of the issue amount of Rs. 500 Crore plus interest thereon).	*295.04	182.27	111.95

	The said amount does not include Deemed Investments of Rs.245.97 Crores and Financial Obligation for CCD and Guarantee of Rs.250.21 Crores for 5 years. There is no actual transfer of resources. In fact, the net effect of obligation for CCD is Rs.4.24 Crores. Thus, the total related party transaction between GACL and GNAL comes to Rs. 295.04 Crore.			
11.	Total amount of all the transactions undertaken by the listed entity with the related party during the current financial year. *Upto 30.06.2025.	Around Rs. 115 Crores.*		
12.	Whether prior approval of the Audit Committee has been taken for the above mentioned transactions?	Yes		
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last three financial years.	No		
A(5). Amount of the proposed transactions (All types of transactions taken together)				
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 1700 Crore (Rs. 1000 Crore is for sales, purchase and services) (Rs. 300 Crore as Deemed Investment, Rs. 300 Crore for Guarantee & Rs. 100 Crores for Interest liability inter-se interchangeable)		
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT ?	Yes		
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	33.75%*		
17.	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding financial year	156.81%*		
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	157.77% * *Includes CCD back stopping amount.		
B. Details for specific transactions				
B(1). Basic details of the proposed transaction				
1.	Specific type of the proposed transaction	(i) Sale of Goods (ii) Purchase of Goods/Power (iii) Rendering and availing of various services (iv) Rent, common infrastructure, facility charges, utility charges, and any other related expenses etc. (v) Back stopping arrangement for CCD issue (up to 60%)		



2.	Details of the proposed transaction	
	Category	Amount
	Transactions as mentioned above in point no.1	Rs. 1700 Crore
3.	Tenure of the proposed transaction	12 Months-Rs. 1000 Crores. 60 Months-Rs. 700 Crores.
4.	Indicative date / timeline for undertaking the transaction	FY 2025-26 & upto FY 2029-30.
5.	Whether omnibus approval is being sought ?	Yes
6.	Value of the proposed transaction during a financial year.	Approval is sought for an aggregate value of Rs. 1700. (Rs. 1000 Crore is for sales, purchase and services) (Rs. 300 Crore as Deemed Investment, Rs. 300 Crore for Guarantee & Rs. 100 Crores for Interest liability inter-se interchangeable)
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	<p>As the main activities of the Company is manufacturing and marketing of Chemicals, the Company and NALCO had incorporated GNAL for the purpose of setting up the 800 TPD Caustic Soda Plant and 130 MW Coal based Power Plant. The proposed material related party transactions between GACL and its subsidiary GNAL will significantly benefit the Company by ensuring optimal utilization of GACL's existing infrastructure and production capacities, thereby achieving economies of scale and operational efficiency. The Company has also established Chloromethane plant and Chlorotoluene plant near this plant of GNAL. These transactions overing supply of essential products like Chlorine, Caustic Soda and utilities like steam, power, DM water, and other services will not only ensure production of GACL's Chloromethane plant and Chlorotoluene plant but also support the successful operation of the GNAL and help to avoid duplication of infrastructure investments. Overall, this strategic integration strengthens GACL's market position, contributes to cost savings, and is expected to enhance long-term shareholder's value. value. Further, to give the financial stability to the subsidiary Company and being a major promoter & holding Company of GNAL, during the year 2024-25, GACL has agreed to provide backstopping support towards repayment of principal and interest of Compulsory Convertible Debentures (CCDs) amounting to Rs. 300 Crores in proportion to the share holding of the Company in GNAL (60%).</p> <p>Accordingly, GACL-NALCO Alkalies & Chemicals Limited (GNAL - JV) has issued Compulsory Convertible Debentures (CCDs) to the tune of Rs. 500 Crores. The obligation of the Company may arise only after completion of the tenure of the CCD or at the time of occurrence of default by its subsidiary (upto 60% of the issue amount of Rs. 500 Crore plus interest thereon).</p>

		As of now, neither tenure of the CCD has been completed nor the subsidiary of the Company has defaulted. However, as an abundant caution, Shareholders approval is sought.
9.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP / partner</p> <p>b. Shareholding of the director / KMP / partner, whether direct or indirect, in the related party</p>	<p>Smt. Avantika Singh Aulakh, IAS, Managing Director of the Company also hold position of Director and Chairperson of GNAL, a material subsidiary of the Company. However, she is not holding any Equity Shares either in GACL or GNAL.</p> <p>Dr. Chinmay Ghoroi, Independent Director of the Company also hold position of Director of GNAL, a material subsidiary of the Company. However, he is not holding any Equity Shares either in GACL or GNAL.</p>
10.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>a. Name of the director / KMP / partner</p> <p>b. Shareholding of the director / KMP / partner, whether direct or indirect, in the listed entity</p>	None
11.	A copy of the valuation or other external party report, if any	The said related party transactions being carried out in the ordinary course of business and at an arm's length basis.
12.	Other information relevant for decision making.	N.A.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	<p>Transactions between GACL and GNAL are of ongoing nature and it provides operational and commercial advantage to both the Companies.</p> <p>The said related party transactions being carried out in the ordinary course of business and at an arm's length basis.</p>
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	There are no unrelated comparable business entities from whom potential bids could be obtained for a direct comparison.
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	The transaction(s) are in the ordinary course of business and at arm's length.
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	To maintain the sustainable business of both the Company and to avail benefit of synergy, the Related Party Transactions are required to be entered.
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	RPTs between the Company and GNAL for FY 2025-26 are beneficial to the Company and Shareholders.

Point No. B(3) to B(8) of table forming part of Clause 4 of the Standards are not applicable.



INFORMATION ON MATERIAL RELATED PARTY TRANSACTIONS BETWEEN GNAL & NALCO FOR APPROVAL OF SHAREHOLDERS

SN	Description	Details		
A. Details of the related party and transactions with the related party				
A(1). Basic details of the related party				
1.	Name of the related party	National Aluminium Company limited (NALCO)		
2.	Country of incorporation of the related party	India		
3.	Nature of business of the related party	Manufacturing of Metal and Metal products		
A(2). Relationship and ownership of the related party				
4.	Relationship between the subsidiary and the related party.	NALCO holds 40% equity stake in GNAL.GNAL is a Material subsidiary of GACL.		
5.	Shareholding of the subsidiary whether direct or indirect, in the related party.	GNAL does not hold share in NALCO.		
6.	Shareholding of the related party, whether direct or indirect, in the subsidiary	GNAL / NALCO are not holding any share in GACL. GACL / GNAL are not holding any share in NALCO.		
A(3). Financial performance of the related party (NALCO)				
	Particulars	Amount (Rs. In Crore) FY 2024-25	Amount (Rs. In Crore) FY 2023-24	Amount (Rs. In Crore) FY 2022-23
7	Standalone turnover of the related party for each of the last three financial years:	16,787.63	13,149.15	14,256.85
8	Standalone net worth of the related party for each of the last three financial years:	18,045.76	14,571.66	13,238.45
9	Standalone net profits / (loss) of the related party for each of the last three financial years:	5,324.67	2,059.95	1,544.49
A(4). Details of previous transactions with the related party (NALCO)				
10.	Total amount of all the transactions undertaken by the subsidiary with the related party during each of the last three financial years.			
	Category	Amount (Rs. In Crore) FY 2024-25	Amount (Rs. In Crore) FY 2023-24	Amount (Rs. In Crore) FY 2022-23
	Total amount of related party transactions undertaken by the subsidiary with related party (NALCO)	365.28	296.39	104.78
11.	Total amount of all the transactions undertaken by the subsidiary with the related party during the current financial year. *Upto 30.06.2025.	Around Rs. 130 Crores*		
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes		
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last three financial years.	No		

A(5). Amount of the proposed transactions (All types of transactions taken together)		
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 1500 Crore (Rs. 1025/- Crore during the Financial Year 2025-26 for supply of caustic soda and other products and Rs. 475 Crore for CCD issued by GNAL (Rs. 200 Crore as Deemed Investment, Rs. 200 Crore for Guarantee & Rs. 75 Crores for Interest liability inter-se interchangeable) for a term of 5 years).
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT?	Yes
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	29.78%*
17.	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding financial year	138.36%*
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	8.94%* *Includes CCD backstopping amount
B. Details for specific transactions		
B(1). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction	Supply of Caustic soda by GNAL to NALCO.
2.	Details of the proposed transaction	
	Category	Amount
	Transactions as mentioned above in point 1	Rs. 1500 Crore (Rs. 1025/- Crore during the Financial Year 2025-26 for supply of caustic soda and other products and Rs. 475 Crore for CCD issued by GNAL (Rs. 200 Crore as Deemed Investment, Rs. 200 Crore for Guarantee & Rs. 75 Crores for Interest liability inter-se interchangeable) for a term of 5 years).
3.	Tenure of the proposed transaction	12 Months-Rs. 1025 Crores. 60 Months - Rs. 475 Crores upto F.Y. 2029-30
4.	Indicative date / timeline for undertaking the transaction	F.Y. 2025-26 & upto F.Y. 2029-30.
5.	Whether omnibus approval is being sought?	Yes
6.	Value of the proposed transaction during a financial year.	Approval is sought for an aggregate value of Rs. 1,500 Crore (Rs. 1025 Crores for Sales, Purchase and Services) (Rs. 200 Crores as deemed investment, Rs. 200 Crores for Guarantee & Rs. 75 Crores for interest liability inter-se interchangeable)
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The transactions between GNAL and NALCO benefit GNAL to efficiently operate Caustic Soda Plant of GNAL. The benefit of transaction of purchasing prescribed quantity of caustic soda by NALCO from GNAL guarantees a stable and assured off-take of products to GNAL, which in turn secures consistent revenue streams and optimizes plant utilization. Additionally, this arrangement strengthens GACL and NALCO, by enhancing operational efficiency, and



		<p>supports long-term growth by leveraging the combined strengths of both parties.</p> <p>Further, to give the financial stability to GNAL and being a promoter of GNAL, during the year 2024-25, NALCO has also agreed to provide backstopping support towards repayment of principal and interest of Compulsory Convertible Debentures (CCDs) amounting to Rs. 200 Crores in proportion to the share holding of NALCO in GNAL (40%). Accordingly, GACL-NALCO Alkalies & Chemicals Limited (GNAL - JV) has issued Compulsory Convertible Debentures (CCDs) to the tune of Rs. 500 Crores.</p> <p>The obligation of NALCO may arise only after completion of the tenure of the CCD or at the time of occurrence of default by its subsidiary (upto 40% of the issue amount of Rs. 500 Crore plus interest thereon). As of now, neither tenure of the CCD has been completed nor the subsidiary of the Company has defaulted. However, as an abundant caution, Shareholders approval is sought.</p>
9.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect in the related party</p>	<p>Smt. Avantika Singh Aulakh, IAS, Managing Director of the Company also hold position of Director and Chairperson of GNAL, a material subsidiary of the Company. However, she is not holding any Equity Shares either in GACL or GNAL. Dr. Chinmay Ghoroi, Independent Director of the Company also hold position of Director of GNAL, a material subsidiary of the Company. However, he is not holding any Equity Shares either in GACL or GNAL.</p>
10.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the subsidiary.</p> <p>a. Name of the director / KMP / partner</p> <p>b. Shareholding of the director / KMP / partner, whether direct or indirect in the related party</p>	None
11.	A copy of the valuation or other external party report, if any	The said related party transactions being carried out in the ordinary course of business and at an arm's length basis.
12.	Other information relevant for decision making.	N.A.
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	<p>Transactions between GNAL and NALCO are of ongoing nature and it provides operational and commercial advantage to both the Companies.</p> <p>The said related party transactions being carried out in the ordinary course of business and at an arm's length basis.</p>
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	There are no unrelated comparable business entities from whom potential bids could be obtained for a direct comparison.
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	The transaction(s) are in the ordinary course of business and at arm's length.
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	To maintain the sustainable business of both the Company and to avail benefit of synergy, the related party transactions are required to be entered.
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	RPTs between the GNAL and NALCO for FY 2025-26 are beneficial to the Company and Shareholders.

Point No. B(3) to B(8) of table forming part of Clause 4 of the Standards are not applicable.