



Gujarat Alkalies and Chemicals Limited

(Promoted by Govt of Gujarat)

Regd. Office & Works : P.O. Petrochemicals - 391 346, Dist. Vadodara (Gujarat) INDIA.

Phone : +91-265-2232681, 3061200, 6540463 Fax : +91-265-2232130, 2230031

Website : www.gacl.com CIN : L24110GJ1973PLC002247

Ref. : SEC/SE/2016/

29th September, 2016

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

Sub.: Proceedings of the 43rd Annual General Meeting of the Members of the Company held on Thursday, the 29th September, 2016 and issuance of Press Release.

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we submit herewith proceedings of the 43rd Annual General Meeting of the Members of the Company held at 3.00 p.m. on Thursday, the 29th September, 2016 in the premises of the Company, P.O. : Petrochemicals: 391 346, Dist. : Vadodara.

ATTENDANCE OF DIRECTORS :

- | | | | |
|---|------------------------|---|----------------------|
| 1 | Dr. J N Singh, IAS | - | Chairman |
| 2 | Shri Rajiv Lochan Jain | - | Independent Director |
| 3 | Shri P K Gera, IAS | - | Managing Director |

IN ATTENDANCE :

- Shri S S Bhatt, Company Secretary & GM (Legal, CC & CSR).

MEMBERS PRESENT :

- | | | | |
|---|---------------------------------|---|-----|
| ➤ | Members Present (in Person) | - | 246 |
| ➤ | Members Present (through Proxy) | - | 7 |

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



Dahej Complex: P.O. Dahej - 392130. Tal. Vagra, Dist. Bharuch (Gujarat) INDIA

Phone : +91-2641-256315 / 6 / 7. Fax : +91-2641-256220

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The Chairman introduced the Directors present at the meeting and also welcomed all the members present at the 43rd Annual General Meeting of the Company.

Thereafter, the Notice convening the 43rd Annual General Meeting along with the Statement as required under Section 102 of the Companies Act, 2013 and the Board's Report, Report on Corporate Governance and Management Discussion & Analysis Report having been received by the members, were taken as read with the permission of the members present and as called upon by the Chairman, Shri S S Bhatt, Company Secretary & GM (Legal, CC & CSR) read the **Auditor's Report and Secretarial Audit Report.**

The Chairman then delivered his speech to the members wherein he touched the Economic Outlook, Gujarat – A Role Model for Others, Operational and Financial Performance of the Company, Dividend, Marketing, Cost Control Measures, Expansion and new Projects, GNAL – A new JV Company, Research & Development, Renewable Energy, Safety & Environment, Corporate Governance, Corporate Social Responsibility, Human Resources, Certifications & Awards and acknowledgements.

The Chairman then invited the members to ask questions, comments & observations on the Accounts / Annual Report for the Financial Year 2015-16.

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

Thereafter, the Company Secretary stated that the Company has provided the e-voting facility to its members for passing of the Ordinary Resolutions as contained in the Notice. The Company Secretary then stated that the facility of remote e-voting commenced on 26th September, 2016 at 9.00 AM and concluded on 28th September, 2016 at 5.00 PM.

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

The members were informed that the votes cast by remote e-voting and votes cast by poll papers shall be counted by the Scrutinizer and the combine results shall be declared within prescribed time. The members were further informed that the report of Scrutinizer shall be placed on the Company's website as well as on CDSL's website and the voting results shall also be filed with the BSE Ltd. and the National Stock Exchange of India Ltd. These resolutions shall be deemed to have been passed at this Annual General Meeting upon declaration of results.



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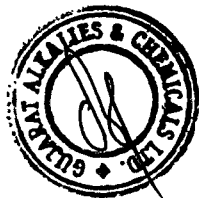
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The members were informed that the Energy & Petrochemicals Department, Government of Gujarat vide Resolution No. GAC/11-2006/4253/E, dated 31st August, 2016 appointed Dr. J N Singh, IAS, (DIN 00955107), Chief Secretary to Government of Gujarat as Chairman and Director of the Company as per the Articles 7 (Chairman) & 11 (Government Nominee Non Rotational Director) of the Articles of Association of the Company vice Shri G. R. Aloria, IAS (Retd.). Therefore, the Ordinary Resolution No. 3 of the Notice regarding re-appointment of Dr. J N Singh, IAS as a Director who retires by rotation was withdrawn by the Board by passing a Resolution dated 8th September, 2016 and necessary advertisements were published in the newspapers on 17th September, 2016 & 19th September, 2016.

The members were further informed that on 29th August, 2016, the Company has received resignation letter dated 20th August, 2016 from Shri Arvind Agarwal, IAS (DIN 00122921) tendering his resignation as Director from the Board of Directors of the Company. Therefore, the Ordinary Resolution No. 5 of the Notice regarding appointment of Shri Arvind Agarwal, IAS as a Director liable to retire by rotation was withdrawn by the Board by passing a Resolution dated 8th September, 2016 and necessary advertisements were published in the newspapers on 17th September, 2016 & 19th September, 2016.

The Company Secretary informed to the members that the following Resolutions were put to vote by poll / ballot.

Item No.	Resolutions
Ordinary Business	
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2016 including Balance Sheet as at 31 st March, 2016, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors' thereon (Ordinary Resolution) .
2.	Declaration of Dividend of Rs.4.50 per share (45%) on 7,34,36,928 Equity Shares of Rs.10/- each for the Financial Year ended on 31 st March, 2016 (Ordinary Resolution) .
3.	Re-appointment of Dr. J N Singh, IAS (DIN 00955107) as a Director who retires by rotation (Ordinary Resolution) . (This item was withdrawn as stated above. Therefore, voting was not done by members on this item).



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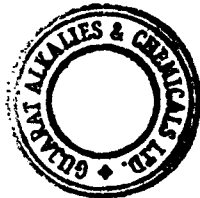
4.	Ratification of the appointment of M/s. Deloitte Haskins & Sells (Firm Registration No. : 117364W) as a Statutory Auditors. (Ordinary Resolution).
Special Business	
5.	Appointment of Shri Arvind Agarwal, IAS (DIN 00122921) as a Director, liable to retire by rotation (Ordinary Resolution). (This item was withdrawn as stated above. Therefore, voting was not done by members on this item).
6.	Appointment of Shri Rajiv Lochan Jain (DIN 00161022) as an Independent Director of the Company for a term of five years effective from 6 th January, 2016 (Ordinary Resolution).
7.	Appointment of Shri P K Gera, IAS (DIN 05323992) as Non Rotational Government Director and Managing Director of the Company from 19.02.2016 until further orders by the Government of Gujarat and payment of remuneration and allowances / perquisites to him. (Ordinary Resolution).
8.	Ratification and approval of the remuneration of M/s. R K Patel & Co., Cost Accountants (Firm Registration No. : 14115) as Cost Auditors of the Company for the Financial Year ending on 31 st March, 2017 (Ordinary Resolution).

Post completion of voting through poll / ballot papers, the Chairman declared that 43rd Annual General Meeting was concluded. The Company Secretary expressed vote of thanks to the Chairman, Directors and Shareholders of the Company.

We enclose herewith Press Release issued after AGM.

Thanking you,

Yours faithfully,
FOR GUJARAT ALKALIES AND CHEMICALS LIMITED



S S BHATT
COMPANY SECRETARY & GM (LEGAL, CC & CSR)

[Handwritten Signature]
29/9/2016

**GACL - 43rd Annual General Meeting on 29th September, 2016
at Vadodara**

Gujarat Alkalies and Chemicals Limited (GACL) held its 43rd Annual General Meeting on 29th September, 2016.

Dr. J N Singh, IAS, Chairman, GACL, addressed the shareholders and briefed them about Company's progress.

He announced that the financial year 2015-16 was a challenging year for Chlor-Alkali Sector. The prices of Caustic Soda group products remained under pressure due to huge imports during most part of the Financial Year 2015-16. However, the Company was able to sustain the cut-throat competition due to its nation-wide distribution network, operational excellence, higher efficiency and a well executed business strategy.

He announced that the Company has achieved highest ever productions in Caustic Soda Lye at Vadodara Complex and in Hydrogen Peroxide (100%), Poly Aluminum Chloride (PAC-18), Poly Aluminum Chloride Powder (PAC-30), Anhydrous Aluminum Chloride, Stable Bleaching Powder, Sodium Chlorate at Dahej Complex.

The Company has continued to deliver a superior financial performance this year too. During the Financial Year 2015-16, GACL has again surpassed the highest ever sales achieved in the last Financial Year and achieved all time high sales turnover (with excise duty) of Rs.2,179 Crore as against Rs.2,157 Crore in the last year. Despite keen competition, adverse market conditions and depreciation of rupee against major currencies, the Company could generate Gross Profit (EBIDTA) of Rs.380 Crore as against Rs.323 Crore in the previous year. The Company has achieved Profit Before Tax of Rs.265 Crore during the Financial Year as against Rs.215 Crore in the previous year and Profit After Tax of Rs.222 Crore as against Rs.228 Crore in the previous year. The Company declared a dividend of Rs.4.50 per share (i.e. 45%) on 7,34,36,928 Equity Shares of Rs.10/- each fully paid-up for the Financial Year ended 31st March, 2016.

The Chairman was happy to inform that Caustic Soda plant products remains a major contributor amongst the 36 products in GACL's product basket. The Company had taken strategic initiative towards supplies of "Caustic Soda Lye" to M/s. National Aluminium Company Ltd. (NALCO) by Rail as well as by Ship, which helped to increase



overall realization. The Company has established "Sales Depots" at various strategic locations and made them operative to cater various un-served consumers and to create its presence in remote markets of India.

The Chairman was happy to inform that as a part of the growth plans, the Company has developed a vision document 2020-21, under which various projects are being put-up to substantially enhance its topline and profitability by the Financial Year 2020-21. Some of these projects are already under implementation at different stages. These include expansions of current product line through de-bottlenecking, putting up additional capacities of current products through new plants, introducing new products through forward integration etc.

The Company is also putting up a new 800 TPD Caustic Soda Plant together with a Coal based power plant at Dahej under the newly incorporated Joint Venture Company, viz., GNAL i.e. "GACL-NALCO Alkalies & Chemicals Pvt. Ltd.", with National Aluminium Company Limited (NALCO), a Government of India Enterprise. GNAL has started implementing the project already. The Company has successfully developed technology for manufacturing Hydrazine Hydrate in collaboration with Indian Institute of Chemical Technology (IICT), Hyderabad. The designing of commercial plant to manufacture 10,000 TPA of Hydrazine Hydrate is in progress. The Plant will be put up at Dahej Complex. An application for Patent has been filed in collaboration with IICT.

Regarding steps taken towards renewable energy development, the Chairman informed that during the year 2015-16, 10 MW Wind Farm Project Phase VIII and 21 MW Wind Farm Project Phase IX was commissioned. The Company has further taken up a Wind Farm Project for 14.7 MW during the current Financial Year 2016-17. The total Wind energy generation capacity of the Company after implementation of this Project will reach to 171.45 MW. GACL also plans to put up 15 MW Solar Power generating unit during the current Financial Year. The Chairman was happy to announce that GACL is a proud recipient of Safety Awards, 2015 - certificate of appreciation awarded by National Safety Council of India in recognition of appreciable achievement in Occupational Safety & Health during the Assessment period of three years 2012 - 2014. He complimented also all the employees of the company for the superior performance and for maintaining cordial and harmonious industrial relations at both the complexes.

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