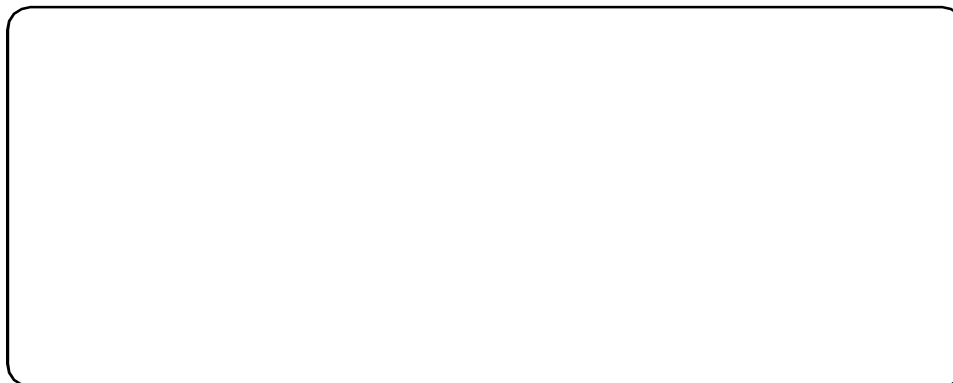




GUJARAT ALKALIES AND CHEMICALS LIMITED

PO. : PETROCHEMICALS : 391 346, DIST. : VADODARA
(CIN : L24110GJ1973PLC002247)



Dear Member,

Sub. : Information for e-Voting

Pursuant to the provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide e-Voting facility to the Members to cast their votes electronically on all Resolutions set-forth in the Notice convening the 42nd Annual General Meeting (AGM) to be held on Friday, the 18th September, 2015 at 3.00 p.m. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-Voting facility. The e-Voting facility is available at the website www.evotingindia.com during the e-voting period commencing from **15th September, 2015 at 9.00 a.m.** and ending on **17th September, 2015 at 5.00 p.m.** The instructions for e-voting procedure are shown in the Notice of the 42nd AGM at Point No. 14 of the Notes.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on earlier voting of any company, then your existing password is to be used for e-Voting.

For the first time user of CDSL e-voting system, shareholder need to enter User ID, PAN / Default PAN details and either of Dividend Bank Details OR Date of Birth while log in to www.evotingindia.com to create password or to vote directly. The details of User ID and PAN / Default PAN are mentioned hereunder. In case, both Dividend Bank Details and Date of Birth are not recorded with the Company or Depository, you may enter number of Shares held by you as on the Cut-Off date, i.e. 11th September, 2015 in the column of Bank Details.

Your EVSN, User ID and PAN / Default PAN are as under:

EVSN (Electronic Voting Sequence Number)	150810002
USER ID	
PAN / DEFAULT PAN	

On successful creation of password by you, you can exercise your right to vote by e-voting process.

If you find any difficulty, you may contact us or our R&T Agents on following numbers:

GACL : Gujarat Alkalies and Chemicals Limited
(0265) 2232681/2232682 Ext. No.454
Mr. M. V. Mistry (M): 7574835393
Mr. R. A. Gandhi (M): 9979891843

R&T Agent : MCS Share Transfer Agent Limited (Unit: GACL)
(0265) 2341639, 2314757, 2350490
Mr. R. K. Patel (M): 9904841496
Mr. V S Ambavale (M): 7600003783



Vibrant, Energetic, Responsible...



42nd ANNUAL REPORT 2014 - 15



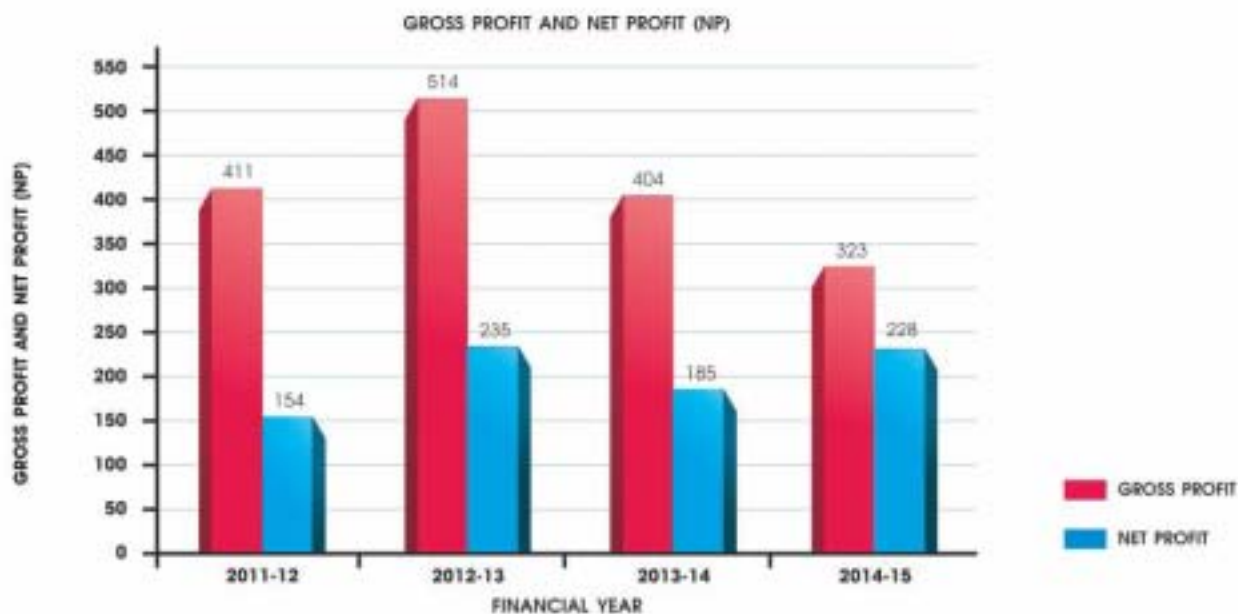
Gujarat Alkalies and Chemicals Limited

MAIN PRODUCTS AND PRINCIPAL USES

SR. NO.	PRODUCTS	PRODUCTION (MT)		Increase / (Decrease) %	PRINCIPAL USES
		2014-15	2013-14		
1	Causitic Soda Lye	3,83,834	3,79,846	1.05	Soaps and Detergents, Rayon, Textiles, Pulp and Paper, Chemicals.
2	Causitic Soda Flakes / Prills	1,33,768	1,51,999	(11.99)	
3	Potassium Hydroxide	20,915	18,728	11.68	
4	Potassium Carbonate	5,912	7,001	(15.55)	
5	Causitic Potash Flakes	13,025	10,234	27.27	
6	Chlorine Gas	3,53,295	3,48,380	1.41	Plastics (including PVC), Chlorinated Paraffins, Pesticides and other chemicals, Hydrochloric Acid, Chloromethanes and Water Treatment.
7	Hydrochloric Acid (30%)	3,38,211	3,26,429	3.61	Chemicals, Fertilizers, Water Treatment and Phosphoric Acid.
8	Chloromethanes	38,530	37,888	1.69	Solvent, Fluoro-Carbon refrigerants, Pharmaceuticals, Aerosol Propellants.
9	Sodium Cyanide	1,549	1,898	(18.39)	Metal and mineral extraction, Dyes, Electroplating, Metal Cleaning and Hardening and Insecticides.
10	Phosphoric Acid (85%)	25,732	25,075	2.62	Phosphate salts and phosphating of metals, Pharmaceuticals, Sugar refining and Fine Chemicals.
11	Hydrogen Peroxide (100%)	38,127	29,039	31.30	Textiles, Pulp and Paper, Chemicals, Pharmaceuticals, Pesticides, Dyes and Effluent Treatment.
12	Aluminium Chloride	29,573	29,189	1.32	Pesticides and Pharmaceuticals, Aromatic Chemicals, Reforming Hydrocarbons, Electrolysis Production of Aluminium.
13	Calcium Chloride	6,889	9,169	(24.87)	Oil well drilling, Ice melter, Road stabilizer and Dust suppressant.
14	Poly Aluminium Chloride	30,022	27,792	8.02	Water Treatment, Separation of slurry, Sizing in Paper Industry, Decolorisation & Decontamination of Dyes in Textile Industry and Sewage Water Treatment.
15	Chlorinated Paraffin Wax	7,860	8,004	(1.80)	Secondary Plasticiser in PVC compounding for Pipes, Hoses, Cables etc.. Additive in Lubricating Oils and Paints.
16	Chloro Toluene Products	6,570	6,154	6.76	As general solvent for inks, paints, lacquers and epoxyresin, medication solution as preservative and photography industries, Vat Dyes, Pharmaceuticals.
17	Stable Bleaching Powder	8,999	9,006	(0.08)	Bleaching agent in paper, textiles and soap industry, Household Bleaching / cleaning applications, Waste water Treatment and Sewage disposal, Oxidising Agent and Disinfecting Agent.
18	Sodium Chlorate	4,977	22	-	Bleaching agent in paper industry & water treatment industry
TOTAL (1) to (18)		14,47,788	14,25,853	1.54	
19	Power (KWH) (MU)	407.45	528.47	(22.90)	Captive consumption for production of (1 to 14 & 17)



GACL is consistently registering robust growth which is evident from the fact that in the decade ending March 31 this year, its gross earnings and net profit have increased substantially along with a robust increase in the dividend payout.



NEW INITIATIVES



GACL's pioneering efforts in every field of its operation epitomized yet again when the company constructed a 1.6 km rail pipeline from its Dahej plant to the railway yard at Dahej. This facilitates swift and prompt dispatch



of Caustic Soda Lye and other products for transportation across India, especially the eastern region, to the customers. This new initiative reduces overall cost as well as ensuring safe and fast loading of products.

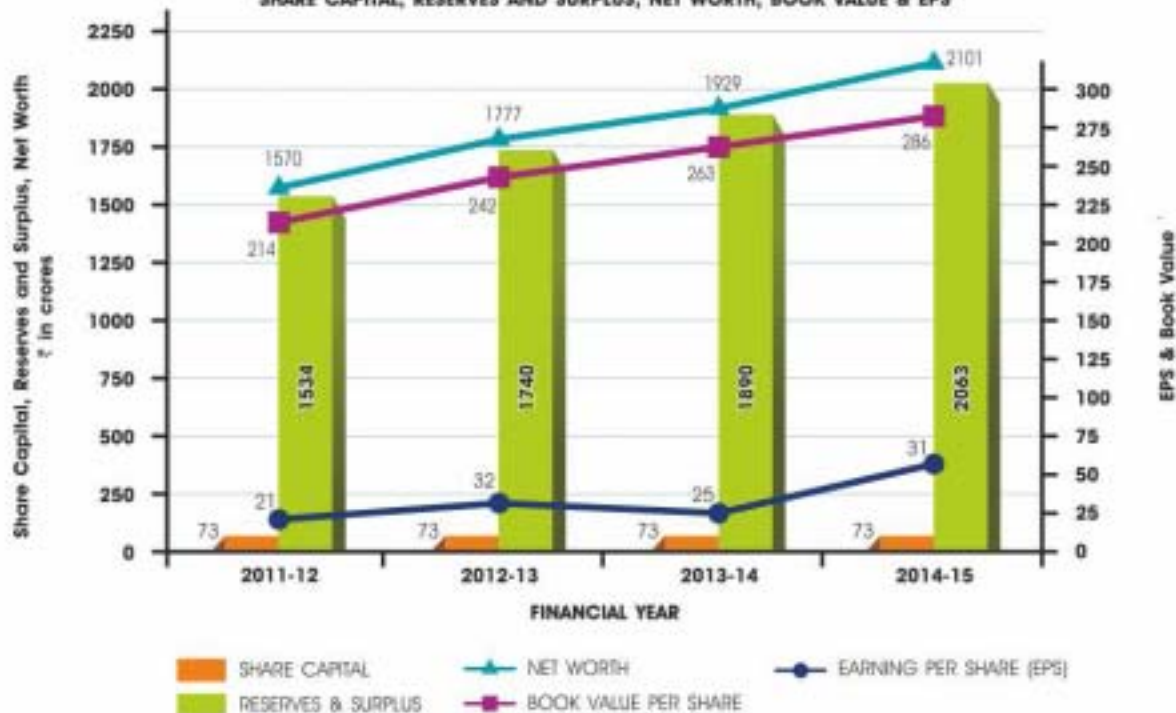
TOWARDS A CONFIDENT FUTURE



GACL has always ensured upgrading and adapting eco-friendly and green technologies while it ensured the capacity utilization of 89% in caustic soda during financial year 2014-15. Further, the Company has achieved optimum capacity utilization of more than 100% in some of the plants / products viz. Chloromethanes, Potassium Hydroxide and Aluminium Chloride. Whereas in Hydrogen Peroxide and Phosphoric Acid plants about 100% capacity utilization was achieved during the financial year 2014-15. Being a chemical manufacturing company, GACL carries its passion for protecting the environment at every stage of its operations, keeping interest of Customers, Shareholders, Employees, Society, Stakeholders and Mother Nature.



SHARE CAPITAL, RESERVES AND SURPLUS, NET WORTH, BOOK VALUE & EPS





BOARD OF DIRECTORS

Shri G R Aloria, IAS Chairman
(from 28.07.2015)

Shri D J Pandian, IAS
(upto 30.08.2014as Director)
(from 08.04.2015 to 03.07.2015as Chairman)

Dr. Varesh Sinha, IAS
(upto 02.12.2014.... as Chairman)

Dr. Hasmukh Adhia, IAS (upto 13.11.2014)

Dr. J N Singh, IAS (from 05.02.2015)

Shri G C Murmu, IAS (upto 01.05.2015)

Dr. Sukh Dev
Independent Director

Shri J N Godbole
Independent Director

Dr. Rajiv I Modi
Independent Director (from 01.10.2014)

Ms. Pallavi S Shroff
Independent Director (from 01.10.2014)

Shri Atanu Chakraborty, IAS
(from 27.02.2014 to 28.08.2014
.... as Managing Director)

Shri A M Tiwari, IAS.....Managing Director
(from 29.08.2014)

COMPANY SECRETARY

Shri Sanjay S. Bhatt

CHIEF FINANCIAL OFFICER

Dr. H. B. Patel

AUDITORS

Messrs Deloitte Haskins & Sells
Chartered Accountants
Vadodara

SOLICITORS

Messrs Shardul
Amarchand Mangaldas
& Co.
New Delhi

Messrs Cyril Amarchand
Mangaldas
Mumbai

COST AUDITORS

Messrs R K Patel & Co.
Cost Accountants
Vadodara

BANKERS

State Bank of India
IDBI Bank Ltd.
HDFC Bank Ltd.
Central Bank of India
AXIS Bank Ltd.
UCO Bank
Indian Bank

CIN : L24110GJ1973PLC002247

REGISTERED OFFICE AND VADODARA COMPLEX :

P.O. : Petrochemicals : 391 346
Dist. : Vadodara,
GUJARAT (INDIA)
Phone : (0265) - 2232681-82/2232981-82/2232701

DAHEJ COMPLEX :

Village : Dahej : 392 130
Tal. : Vagra, Dist. : Bharuch,
GUJARAT (INDIA)
Phone : (02641) - 256315-16-17/256235

REGISTRAR & SHARE TRANSFER AGENT :

MCS Share Transfer Agent Ltd. (Unit : GACL)
10, Aaram Apartment,
12, Sampatrao Colony, B/h. Laxmi Hall, Alkapuri,
Vadodara : 390 007, GUJARAT (INDIA)
Phone : (0265)- 2314757, 2350490
E-mail : helpdeskbaroda@mcsregistrars.com

Company's Website : www.gacl.com

**42nd Annual General Meeting**

Date : 18th September, 2015
 Day : Friday
 Time : 3.00 p.m.

Place

In the premises of the Company at
 P.O. : Petrochemicals : 391 346
 Dist. : Vadodara

Vision

To continue to be identified and recognized as a dynamic, modern and eco-friendly chemical company with enduring ethics and values.

Mission

- To manage our business responsibly and sensitively, in order to address the needs of our customers and stakeholders.
- To strive for continuous improvement in performance, measuring results precisely and ensuring GACL's growth and profitability through innovations.
- To demand from ourselves and others the highest ethical standards and to ensure products and processes to be of the highest quality.

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NOTICE

NOTICE IS HEREBY given that the Forty Second Annual General Meeting of the Shareholders of **GUJARAT ALKALIES AND CHEMICALS LIMITED** will be held in the premises of the Company at P.O. : Petrochemicals : 391 346, Dist. : Vadodara on Friday, the 18th September, 2015 at 3.00 p.m. to transact the following Ordinary and Special Business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2015 including Balance Sheet as at 31st March, 2015, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares for the Financial Year ended on 31st March, 2015.
3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the resolution passed by the members at the 41st Annual General Meeting (AGM) held on 22nd August, 2014 and provisions of Sections 139, 141, 142 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara, (Firm Registration No. 117364W) as the Auditors of the Company to hold office from conclusion of this 42nd AGM till the conclusion of 43rd AGM, be and is hereby ratified and the Board of Directors, be and is hereby authorized to fix the remuneration payable to the Auditors for the Financial Year ending on March 31, 2016 based on the recommendation of the Audit Committee and reasonable out of pocket expenses incurred by them in connection with the audit of accounts 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 the provisions of Section 161(4) of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. J N Singh, IAS (DIN 00955107) appointed by the Board of Directors of the Company w.e.f. 5th February, 2015 to fill the casual vacancy caused due to resignation of Dr. Hasmukh Adhia, IAS, who holds office upto the date of this AGM and being eligible offers himself for appointment and in respect of whom the Company has received a notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Dr. J N Singh, IAS for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri J N Godbole, Director (DIN 00056830), who was appointed as an Independent Director by the Members at the 41st AGM to hold office till the conclusion of this AGM and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Shri J N Godbole for the office of Independent Director, be and is hereby reappointed as an Independent Director of the Company to hold office for a term of five years from the conclusion of this 42nd AGM till the conclusion of 47th AGM and shall not be liable to retire by rotation.”

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



“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. Rajiv I Modi, Director (DIN 01394558), who was appointed as an Independent Director effective from 1st October, 2014 by the Board of Directors at its Meeting held on 19th September, 2014 and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Dr. Rajiv I Modi for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to five years, effective from 1st October, 2014.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Pallavi S Shroff, Director (DIN 00013580), who was appointed as an Independent Director effective from 1st October, 2014 by the Board of Directors at its Meeting held on 19th September, 2014 and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Ms. Pallavi S Shroff for the office of Independent Director, be and is hereby appointed as Woman Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to five years, effective from 1st October, 2014.”

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

“RESOLVED THAT Shri A M Tiwari, IAS (DIN 02986260) who was appointed as the non-rotational Government Director and the Managing Director vice Shri Atanu

Chakraborty, IAS with effect from 29th August, 2014 (i.e. the date on which he took over the charge) as per the Government of Gujarat, General Administration Department Notification No. : AIS/35.2014/31/G dated 25th August, 2014 and Resolutions No. : GAC/11-2006/4253/E dated 28th August, 2014 and dated 24th July, 2015 from Energy & Petrochemicals Department, Government of Gujarat and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Shri A M Tiwari, IAS for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(78), 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) / re-enactment(s) thereof for the time being in force), and as per the Articles 11 and 14-A of the Articles of Association of the Company, the approval of the Members be and is hereby accorded for the appointment of Shri A M Tiwari, IAS as the Managing Director of the Company for a period from 29th August, 2014 until further orders by the Government of Gujarat in accordance with the Government of Gujarat, General Administration Department Notification No. : AIS/35.2014/31/G dated 25th August, 2014 and Resolutions No : GAC/11-2006/4253/E dated 28th August, 2014 and dated 24th July, 2015, subject to the limit of five years pursuant to the provisions of Section 196 (2) of the Companies Act, 2013 as per the terms and conditions of Government of Gujarat set out in the Explanatory Statement attached to the Notice convening this 42nd AGM of the Company and such remuneration and perquisites as may be decided by the Government of Gujarat from time to time and conveyed to the Company, provided however that the period of appointment and the total remuneration payable by the Company to the Managing Director shall not exceed the limit prescribed under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the approval of the Members be and is hereby given and the Board of Directors of the Company be and is hereby authorised



to agree, to any revision / increase, variation, modification or amendment as may be decided from time to time and conveyed by the Government of Gujarat in the terms and conditions of appointment including the payment of remuneration of Rs.79,000/- p.m. in the Higher Administrative Grade (HAG) Pay Scale of Rs.67,000 - 3% - Rs.79,000 or such other amount and providing of perquisites by the Company to the Managing Director, in accordance with the Articles of Association of the Company and to the extent permissible under Schedule V of the Companies Act, 2013 or as may be prescribed / approved by the Central Government, if such approval of Central Government is required.”

“**RESOLVED FURTHER THAT** the remuneration so fixed by the Government of Gujarat from time to time pursuant to Article 14-A of the Articles of Association of the Company, shall be paid as minimum remuneration subject to the ceiling prescribed u/s. 2(78), 197 and Schedule V of the Companies Act, 2013 to the Managing Director even in the event of absence or inadequacy of profits in any year during his tenure as Managing Director.”

“**RESOLVED FURTHER THAT** Shri A M Tiwari, IAS, Managing Director of the Company be and is hereby authorised to exercise substantial powers of Management and shall be responsible for the day to day management of the Company subject to the superintendence, direction and control of the Board of Directors and shall carry out such duties as entrusted and/or delegated / to be delegated to him from time to time by the Board of Directors of the Company since his taking over the charge as Managing Director of the Company.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. R K Patel & Co., Cost Accountants, Vadodara (Firm Registration No. 14115) as Cost Auditors of the Company whose appointment and remuneration has been recommended by the Audit Committee and approved by the Board, to conduct the Audit of the cost accounts / records maintained by the Company in respect of manufacture of all its products for the Financial Year ending March 31, 2016 at a total fee of Rs.4,95,000/- plus service tax as applicable, be and is hereby ratified and approved.”

“**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.”

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

Sd/-

SANJAY S. BHATT

Company Secretary &

Additional General Manager (Legal & CC)

Place : Gandhinagar

Date : 6th August, 2015



ANNEXURE TO THE NOTICE OF THE 42ND ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Dr. J N Singh, IAS (DIN 00955107) was appointed as a Director by the Board of Directors of the Company at its Meeting held on 5th February, 2015 to fill casual vacancy caused due to resignation of Dr. Hasmukh Adhia, IAS. Pursuant to Section 161(4) of the Companies Act, 2013 ("the Act"), he holds office upto the date of this Annual General Meeting. The Company has received a Notice in writing under Section 160 of the Act from a Shareholder of the Company signifying his intention to propose the appointment of Dr. J N Singh, IAS as a Director retiring by rotation. Dr. J N Singh, IAS is a Senior IAS Officer and Additional Chief Secretary, Finance Department, Government of Gujarat. He has considerable experience of Administration, Management, Industries, Finance and various departments in the Government. Brief profile of Dr. J N Singh, IAS is given in the **Annexure** forming part of this Notice. It is considered desirable that the Company should continue to avail the services of Dr. J N Singh, IAS and accordingly, your Directors recommend his appointment as a Director retiring by rotation.

The Company has evaluated the performance of all the Directors as per the performance evaluation criteria laid down in the policy formulated by Nomination-cum-Remuneration Committee of Directors of the Company. As per the inferences drawn by the said Performance Evaluation Report, it is recommended to appoint Dr. J N Singh, IAS as the Director of the Company.

Except Dr. J N Singh, IAS, none of the other 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 Clause 49 of the Listing Agreement with the Stock Exchanges with which the shares of the Company are listed.

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

Item Nos. 5

At 41st Annual General Meeting (AGM) held on 22nd August, 2014, Shri J N Godbole (DIN 00056830) was appointed as Independent Director of the Company to hold office for a term of one year from the conclusion of 41st AGM till the conclusion of 42nd AGM. Pursuant to Sections 149, 152 and Schedule IV of the Companies Act, 2013 and any other applicable provisions thereof or Rules / Regulations made thereunder, it is proposed to reappoint, Shri J N Godbole as Independent Director of the Company for a term of five years, commencing from the date of this 42nd AGM till the conclusion of 47th AGM. He will not be liable to retire by rotation.

The Company has received from Shri J N Godbole, Independent Director (i) consent in writing to act as Director in Form DIR-2 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification

of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

The Company has evaluated the performance of all the Directors as per the performance evaluation criteria laid down in the policy formulated by Nomination-cum-Remuneration Committee of Directors of the Company. As per the inferences drawn by the said Performance Evaluation Report, it is recommended to reappoint Shri J N Godbole as an Independent Director of the Company.

In the opinion of the Board, Shri J N Godbole fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for his reappointment as an Independent Director and is independent of the management. Brief profile of Shri J N Godbole is given in the **Annexure** forming part of this Notice.

The terms and conditions of appointment of the above Independent Director shall be open for inspection by the Members at the Registered Office of the Company between 9.30 a.m. and 12.30 p.m. and between 2.30 p.m. and 4.30 p.m. on any working day, excluding Saturday.

Except Shri J N Godbole, none of the other 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. 5 of the Notice. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges with which the shares of the Company are listed.

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

Item Nos. 6 & 7

As recommended by the Nomination-cum-Remuneration Committee at its Meeting held on 19th September, 2014, the Board of Directors of the Company at its Meeting held on 19th September, 2014 had appointed Dr. Rajiv I. Modi (DIN 01394558) and Ms. Pallavi S. Shroff (DIN 00013580) as Independent Directors of the Company for a term of five years effective from 1st October, 2014, subject to approval of the Members.

Pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, it is proposed to seek approval of the Members for appointment of Dr. Rajiv I. Modi and Ms. Pallavi S. Shroff, as Independent Directors of the Company for a term of five years effective from 1st October, 2014. They will not be liable to retire by rotation.

The Company has evaluated the performance of all the Directors as per the performance evaluation criteria laid down in the policy formulated by Nomination-cum-Remuneration Committee of Directors of the Company. As per the inferences



drawn by the said Performance Evaluation Report, it is recommended to appoint Dr. Rajiv I. Modi and Ms. Pallavi S. Shroff as the Independent Directors of the Company.

In the opinion of the Board, Dr. Rajiv I. Modi and Ms. Pallavi S. Shroff fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors and are independent of the management. Brief profile of Dr. Rajiv I. Modi and Ms. Pallavi S. Shroff are given in the **Annexure** forming part of this Notice.

The terms and conditions of appointment of the above Independent Directors shall be open for inspection by the Members at the Registered Office of the Company between 9.30 a.m. and 12.30 p.m. and between 2.30 p.m. and 4.30 p.m. on any working day, excluding Saturday.

Except Dr. Rajiv I. Modi and Ms. Pallavi S. Shroff, none of the other 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 and 7 of the Notice. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges with which the Shares of the Company are listed.

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

Item No. 8

The Government of Gujarat (GoG) has appointed Shri A M Tiwari, IAS (DIN 02986260) as Managing Director of the Company vide Notification No. : AIS/35.2014/31/G dated 25th August, 2014 and Resolution No. : GAC/11-2006/4253/E dated 28th August, 2014 and pursuant to Article 11 and 14-A of the Articles of Association of the Company vice Shri Atanu Chakraborty, IAS. Shri A M Tiwari, IAS has taken over the charge as Managing Director of the Company w.e.f. 29th August, 2014 until further orders by the GoG. As recommended by Nomination-cum-Remuneration Committee at its Meetings held on 19th September, 2014 and 28th July, 2015, the Board of Directors of the Company at its Meetings held on 19th September, 2014 and 28th July, 2015 has noted, approved and confirmed the appointment, remuneration and perquisites payable to Shri A M Tiwari, IAS as Managing Director of the Company.

His term of appointment, remuneration and perquisites shall be fixed by the GoG from time to time in accordance with the Articles of Association of the Company and within the limits prescribed under the Companies Act, 2013 ("the Act"). As per the Article 14-A of the Articles of Association of the Company, the term and remuneration fixed by the GoG shall constitute and shall be binding as a contract between Shri A M Tiwari, IAS as Managing Director and the Company. Shri A M Tiwari, IAS has been paid remuneration @ Rs.79,000/- p.m. w.e.f. 29th August, 2014 in the Higher Administrative Grade (HAG) Pay Scale of Rs.67,000 - 3% - Rs.79,000, less already drawn and subject to usual deduction as per Rules and 100% D.A., CCA, HRA, TA and other allowances / perquisites from the Company and as may be conveyed by the GoG, from time to time, during the period he holds the post of the Managing

Director of the Company. The existing pay scale and other terms and conditions as conveyed by the GoG vide Resolution No. GAC/11-2006/4253/E dated 24th July, 2015 are mentioned herebelow:

1. Pay :

During the period of deputation, Shri A M Tiwari, IAS will be eligible to draw his pay in the grade of Principal Secretary to Government (i.e. Rs.67,000 - 3% - Rs.79,000) by virtue of equation of the post of Managing Director of Gujarat Alkalies and Chemicals Ltd. (GACL), Vadodara, with the IAS cadre post of Principal Secretary to Government vide GAD Resolution No. : AIS/35/2011/13/G dated 8th July, 2011.

2. Dearness Allowance :

Shri A M Tiwari, IAS will be eligible to draw Dearness Allowance at such rate as may be prescribed by the State Government from time to time.

3. City Compensatory Allowance :

Shri A M Tiwari, IAS will be eligible to draw City Compensatory Allowance as per the rules applicable to the IAS Officer working in connection with the affairs of the State.

4. License fee for residential accommodation :

Shri A M Tiwari, IAS would be required to pay 10% of the pay plus DA / DP & CCA or the prescribed license fee for similar class of accommodation in the State Government, whichever is lower.

5. Transfer T.A./Joining Time :

Shri A M Tiwari, IAS will be entitled to Transfer TA and Joining time both on joining the post on deputation and on reversion under the rules of GACL to which he is deputed which shall not be inferior to that available under relevant provisions of the AIS Rules. The expenditure on this account will be borne by GACL.

6. T.A. and D.A. for journey on duty :

Shri A M Tiwari, IAS will be paid Travelling Allowance and Daily Allowance by GACL under the Rules of GACL for the journey undertaken by him in connection with the official work of GACL. While undertaking foreign visits by him, the instructions contained in GAD Circular No. : AIS/108/1720/G dated 17th April, 1999, as amended from time to time will be applicable for the purpose of drawl of per diem and in other matters.

7. Medical Facilities :

GACL shall afford to Shri A M Tiwari, IAS, the medical services facilities as per the Rules of GACL but shall not be inferior to those admissible to an All India Service Officer of his rank and seniority under the All India Services (Medical Attendance) Rules, 1954.

8. Leave and Pension :

During the period of deputation, Shri A M Tiwari, IAS will continue to be governed by the All India Service (Leave) Rules, 1955 and the All India Services (DCRB) Rules, 1958. The entire expenditure in respect of leave taken during and at the end of deputation shall be borne by GACL.

**9. Provident Fund :**

During the period of foreign services, Shri A M Tiwari, IAS will continue to subscribe to the All India Services (Provident Fund) Scheme / Contributory Provident Fund Scheme to which he was subscribing at the time of proceeding on Foreign Service in accordance with the rules of such Fund / Scheme.

10. Conduct, Discipline and Appeal Rules :

During the period of foreign service, Shri A M Tiwari, IAS shall continue to be governed by All India Services (Conduct) Rules, 1968 and the All India Services (Discipline & Appeal) Rules, 1969.

11. Leave Travel Concession :

GACL, Vadodara shall allow Leave Travel Concession to Shri A M Tiwari, IAS as admissible to him under the All India Services (LTC) Rules, 1978. The whole expenditure in this regard will be borne by GACL.

12. Disability Leave :

GACL, Vadodara will be liable to pay leave emoluments in respect of disability leave, if any, granted to Shri A M Tiwari, IAS on account of any disability incurred in and through Foreign Service even though such disability manifests itself after termination of the Foreign Service. The relevant AIS rules will be applicable in such cases.

13. Leave Salary / Pension Contribution :

Shri A M Tiwari, IAS shall not be permitted to join the Pension Schemes of GACL under any circumstances. The entire expenditure in respect of pension and leave salary contributions for the period of deputation shall be borne by GACL failing which by the officer himself.

GACL will pay to the Government, the leave salary and pension contribution at the rates in force from time to time in accordance with the orders issued by the President under F.R. 116. The payment of these contributions must be paid annually within 15 days from the end of each financial year or at the end of Foreign Services, if the deputation expires before the end of a financial year. Delayed payment will attract liability of payment of interest in the terms of instructions contained in the Ministry of Finance's Notification No. F.1(1)/E.III/83 dated 10th August, 1983, as amended from time to time. Pending intimation of the rates of leave salary and pension contributions by the Accountant General, Gujarat, Rajkot / Ahmedabad, GACL shall pay Leave Salary and Pension Contribution provisionally at the prescribed rates.

14. Group Insurance :

Shri A M Tiwari, IAS will be governed by the All India Services Group Insurance Rules, 1981. The amount deducted from his salary as per the prescribed rates as subscription towards the Central Government Employees Group Insurance Scheme, 1980 shall be remitted to the concerned Accountant General, Gujarat, Rajkot / Ahmedabad by GACL. If at any time, the recovery of

subscription falls in arrears, the same shall be recovered with interest admissible under the Scheme on the accretions to the Saving Fund.

15. Residuary Matters :

In all matters relating to conditions of service and benefits/facilities and perquisites in GACL not covered by items 1 to 14 above, Shri A M Tiwari, IAS shall be governed by the provisions of AIS (Conditions of Services Residuary Matters) Rules.

The aforesaid remuneration shall be paid as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his tenure as Managing Director subject to the limit prescribed in Schedule V of the Act.

The above may be treated as a written memorandum setting out the terms and conditions of appointment of Shri A M Tiwari, IAS as Managing Director as per Section 190 of the Act.

The Company has evaluated the performance of all the Directors as per the performance evaluation criteria laid down in the policy formulated by Nomination-cum-Remuneration Committee of Directors of the Company. As per the inferences drawn by the said Performance Evaluation Report, it is recommended to appoint Shri A M Tiwari, IAS as the Managing Director of the Company.

Brief profile of Shri A M Tiwari, IAS is given in the **Annexure** forming part of this Notice.

Except Shri A M Tiwari, IAS, none of the other 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. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges with which the Shares of the Company are listed.

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

Item No. 9

The Board of Directors at its Meeting held on 26th May, 2015, on the recommendation of the Audit Committee, subject to the approval of the Central Government, appointed M/s. R K Patel & Co., Cost Accountants, Vadodara (Firm Registration No. 14115) as Cost Auditors to conduct the Audit of the cost accounts / records maintained by the Company for the Financial Year 2015-16 at the remuneration of Rs.4,95,000/- plus service tax as applicable.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the said remuneration payable for Financial Year 2015-16 to M/s. R K Patel & Co. as Cost Auditors has to be ratified 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. 9 of the Notice.



Therefore, the Board recommends the Resolution at Item No. 9 of the Notice for your ratification / approval.

Inspection of documents:

All documents referred to in this Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 9:30 a.m. and 12:30 p.m. and between 2:30 p.m. and 4:30 p.m. on any working day (except Saturday) of the Company up to the date of the AGM.

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

Sd/-

SANJAY S. BHATT

Company Secretary &

Additional General Manager (Legal & CC)

Place : Gandhinagar

Date : 6th August, 2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS 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.** Proxies in order to be effective, must be received by the Company, at its Registered Office not less than 48 hours before the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Please bring your copy of Annual Report and Attendance Slip at the Meeting. Persons other than Members or Proxy will not be allowed to attend the Meeting.

2. Arrangement of buses from & to Vadodara city to the place of the Meeting will be made by the Company on the day of the Meeting. The starting places and timing of buses will be published in local vernacular newspapers on or before the date of Annual General Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of business under Item Nos. 4 to 9 is annexed hereto.

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

4. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 04.09.2015 to Friday, the 18.09.2015 (both days inclusive).
5. The dividend on equity shares if declared at the Meeting, will be paid on or after 23rd September, 2015 to those shareholders holding shares in physical form and whose names appear on the Register of Members of the Company on 18th September, 2015. In respect of shares held in electronic form, the dividend will be payable to those who are the beneficial owners of shares after close of business hours on 3rd September, 2015 as per details to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The dividend warrants will be dispatched from 23rd September, 2015 onwards.
6. a) Members holding shares in electronic form may please 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 at RBI clearing centers or through Dividend Warrants. 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 – Bank Code (9 digits) and Bank Account No. (12 to 16 digits) to avoid any rejections and also give instructions regarding change of address, if any, to their DP. It is advisable to attach a photocopy of a cancelled cheque with your instructions to your DP.
- b) The Company has appointed M/s. MCS Share Transfer Agent Limited as Registrar and Share Transfer Agent (R&T Agent). Effective from 1st July, 2015, the R&T Agent has shifted their office to new Address at 10 Aaram Apartment, 12, Sampatrao Colony, Behind Laxmi Hall, Alkapuri, Vadodara 390 007. Members are requested to send all future correspondence to the R&T Agent at the new Address only. Members holding shares in physical mode are requested to notify immediately any change in their addresses, the Bank mandate or Bank details along with photocopy of the cancelled cheque to the Company's said R&T Agent.



7. The Shareholders are advised to encash their dividend warrants within validity period. Thereafter, the payment of unencashed dividend warrants shall be made after receipt of final list of unclaimed dividend warrants and reconciliation of Dividend Account from Bank. The payment of unclaimed dividend will be made by DDs / Cheques payable at par upon furnishing Indemnity-cum-Request letter by the Shareholder and verification by the Company.
8. a) Pursuant to the provisions of Section 205A(5), 205C of the Companies Act, 1956 read with Investor Education and Protection Fund (awareness and protection of investors) Rules, 2001, the Company has transferred the unclaimed dividend for a period of seven years to Investors 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 IEP Fund	
2006-07	21.09.2007	20.10.2007	15.10.2014	4,78,527/-

- b) The Shareholders who have not encashed dividend warrant(s) for the years (interim and final) dividend of 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13 and 2013-14 are requested to claim payment immediately by presenting dividend warrant(s) or by writing to the Company's Registrar & Share Transfer Agents, M/s. MCS Share Transfer Agent Ltd. at the address given above. After seven years, Unclaimed dividend shall be transferred to the Investor Education and Protection Fund and no claims can be entertained by the Company thereafter. Pursuant to provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the details of unclaimed amount lying with the Company as on 22nd August, 2014 (date of last AGM) has been uploaded on the Company's website (www.gacl.com) and also filed with the Ministry of Corporate Affairs.
9. As on 31.03.2015, Share Certificates for 8,009 shares of 261 shareholders/ allottees (returned undelivered by Post) are lying with the Stock Holding Corporation of India Ltd. (SHCIL), Vadodara in Demat form.

10. 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 on the Company's website: www.gacl.com) to the Registrar & Share Transfer Agents, M/s. MCS Share Transfer Agent Ltd. at the address given above.
11. **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.**
12. Relevance of question/s and the order of speakers at the Meeting will be decided by the Chairman. Proxy can attend and vote on poll, if any, but can not speak at the Meeting.
13. 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 can submit their PAN to the Company / R&T Agent.
14. **E-Voting :** The detailed process, instructions and manner for availing e-voting facility is shown hereunder:
- i. As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is providing facility for voting by electronic means ("e-voting") and the business may be transacted through such e-voting. The facility is provided to the Shareholders to exercise their right to vote by electronic means from a place other than the venue of AGM ("remote e-voting") through e-voting services provided by Central Depository Services (India) Limited (CDSL). The facility for voting through poll paper will also be made available at the venue of the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through poll paper.
- The Members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.



- II. The Company has fixed 11th September, 2015 as a cut-off date to record the entitlement of the Shareholders to cast their votes electronically at the AGM.
- III. **The e-Voting period commences on 15th September, 2015 (09:00 a.m.) and ends on 17th September, 2015 (05:00 p.m.). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form as at cut-off date, i.e. 11th September, 2015 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.** Once the vote on a resolution is cast by the Shareholders, the Shareholder shall not be allowed to change it subsequently.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on 11th September, 2015 (cut-off date) may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. The Annual Report and Notice of 42nd AGM is available on the Company's website: www.gacl.com and also on CDSL website: www.cdslindia.com.

Below mentioned steps shall be followed to cast vote(s) electronically:

- (a) The Shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (b) Click on "Shareholders" tab.
- (c) Now, Enter your User ID:
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification Code as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (f) If you are a first time user, please follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the "Default PAN" as printed on separate letter bearing subject - "Information for e-voting" attached with the 42nd Annual Report.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details (i.e. Dividend Bank Details and Date of Birth) are not registered with the Company or Depository, please enter the number of shares held by you as on cut-off date i.e. 11th September, 2015 in the Column 8 Dividend Bank details.</p>

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) 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.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN (**150810002**) for the relevant for which you choose to vote i.e. GUJARAT ALKALIES AND CHEMICALS LIMITED.



- (k) 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. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- (l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (p) 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.
- (q) **Note for Non-Individual Shareholders and Custodians:**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be created using the admin 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.
- (r) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Shareholder forgets the password and the same needs to be reset.
- (s) 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 email to helpdesk.evoting@cdslindia.com.
- IV. 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 11th September, 2015.
- V. Mr. Suresh Kabra, Patner, M/s Samdani Kabra & Associates, Practicing Company Secretaries, 702, Ocean, Sarabhai Compound, Nr. Centre Square Mall, Dr. Vikram Sarabhai Road, Vadodara 390 023 (GUJARAT) has been appointed as the Scrutinizer to scrutinize the e-voting process.
- VI. The result of the voting will be announced by the Chairman of the meeting within stipulated time as per the scrutinizer’s report submitted to the Chairman. The results of voting will be communicated to the stock exchanges and will be placed on the website of the Company www.gacl.com and also will be available on the notice board of the Company.

Contact Details

Company	:	Gujarat Alkalies and Chemicals Limited PO. : Petrochemicals : 391 346 DIST. : VADODARA (GUJARAT) (0265) 2232681/2232682 Ext. No.454 E-mail : cosec@gacl.co.in
Registrar & Share Transfer Agent	:	MCS Share Transfer Agent Ltd. (Unit : GACL) 10 Aaram Apartment, 12, Sampatrao Colony, Behind Laxmi Hall, Alkapuri, VADODARA : 390 007 (GUJARAT) (265) 2314757, 2350490 E-mail : helpdeskbaroda@mcsregistrars.com
e-Voting Agency	:	Central Depository Services (India) Limited E-mail : helpdesk.evoting@cdslindia.com
Scrutinizer	:	Shri Suresh Kumar Kabra Samdani Kabra & Associates, Practicing Company Secretaries 702, Ocean, Sarabhai Compound, Nr. Centre Square Mall, Dr. Vikram Sarabhai Road, VADODARA : 390 023 E-mail: cssamdani@gmail.com



ANNEXURE

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT BY THE SHAREHOLDERS OF THE COMPANY AT THE ENSUING ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

Name of Director	Dr. J N Singh, IAS	Shri J N Godbole	Dr. Rajiv I Modi
DIN	00955107	00056830	01394558
Date of Birth	02.05.1959	17.02.1945	09.05.1960
Date of appointment	05.02.2015	04.03.2009	01.10.2014
No. of Shares held in GACL	NIL	NIL	NIL
Qualifications	M.A. (International Studies, JNU) M.D.M. (AIM, Manila) Ph. D., M S University	B. Tech. (Hons.) from IIT, Pawai, Bombay in Chem. Engg. Certificate in Finance Management from Jamnalal Bajaj Institute of Management Studies.	M.Sc. in Biochemical Engg. B.Tech. in Chemical Engg. from IIT Ph.D. in Biological Science from Michigan University, USA
Nature of Expertise / Experience	He is Additional Chief Secretary, Finance Department, Government of Gujarat and is holding additional charge of the post Additional Chief Secretary to Government, General Administration Dept. (Personnel). He also holds the charge of Revenue Department as Commissioner of Land Reforms, Gujarat. He has served largely in Infrastructure & Finance sector having Industrial Infrastructure, Power, Telecom, Information Technology, Highways, Water etc. He has a wide and varied experience in various Departments of Government of Gujarat and Government of India. He was Jt. MD of GIDC, Member of Gujarat Electricity Board and MD of Sardar Sarovar Narmada Nigam Limited. He was Director (Marketing) of GACL during the period from 22.04.1995 to 01.09.1995.	He is having 37 years of wide active experience which includes 5 years in SSI Sector as Production In-charge and 27 years in IDBI in various positions and departments such as Project Financing, Rehabilitation, Business Development etc. For 5 years, he was in Sabah, Malaysia as Advisor for a mega Pulp and Paper/Timber complex (\$ 0.7 Billion) and Project Coordinator for mega gas utilization project of USD 1 Billion. He was the Executive Director of IDBI for 6 years during which period, he was Chairman of CDR Empowered Group, which was instrumental in preventing formation of NPA in the Banking Sector. At the time of retirement, he functioned as Chairman and Managing Director of IDBI.	He is the Chairman and Managing Director of Cadila Pharmaceuticals Ltd, Ahmedabad. He had led a delegation to Japan to promote Vibrant Gujarat Investors meet. He has been actively associated with the Gujarat Chamber of Commerce and Industry and the Confederation of Indian Industry (CII). He is Chairman of CII-National Committee on Pharmaceuticals.
Names of other Companies in which Directorship is held	<ol style="list-style-type: none"> Gujarat State Investments Ltd. - Chairman Gujarat State Fertilizers & Chemicals Ltd. Gujarat Narmada Valley Fertilizers & Chemicals Ltd. Gujarat State Petroleum Corporation Limited Sardar Sarovar Narmada Nigam Ltd. Gujarat International Finance Tech City Co.Ltd. (GIFTCL) Gujarat State Financial Services Ltd. Gujarat State Petronet Ltd. 	<ol style="list-style-type: none"> EMBIO Ltd. Emami Paper Mills Ltd. Kesar Terminals & Infrastructure Ltd. IDBI Asset Management Ltd. Zuari Agro Chemicals Ltd. Kesar Multimodel Logistics Ltd. J K Cements Ltd. Saurashtra Cement Ltd. I.M.P. Powers Ltd. 	<ol style="list-style-type: none"> Cadila Pharmaceuticals Ltd. Apollo Hospitals International Ltd. Karnavati Engineering Ltd. Casil Industries Ltd. Casil Health Products Ltd. IRM Ltd. Green Channel Logi-Solutions Ltd. CPL Biologicals Pvt. Ltd. CPL Agro Products Pvt. Ltd. CPL Holdings Pvt. Ltd. CPL Infrastructure Pvt. Ltd. IRM Enterprises Pvt. Ltd. Casil BG Medical Devices Pvt. Ltd. Inverika Bioresearch Pvt. Ltd. Cadila Laboratories Pvt. Ltd. StemCyte India Therapeutics Pvt. Ltd.

ANNEXURE

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT BY THE SHAREHOLDERS OF THE COMPANY AT THE ENSUING ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT) (Contd.)

Name of Director	Dr. J N Singh, IAS	Shri J N Godbole	Dr. Rajiv I Modi
Names of the Committees of the Board of Companies in which Membership / Chairmanship is held	Gujarat Alkalies and Chemicals Ltd.	Gujarat Alkalies and Chemicals Ltd.	Cadila Pharmaceuticals Ltd.
	1. Audit Committee	1. Audit Committee - Chairman	1. Nomination & Remuneration Committee
	2. Stakeholders' Relationship-cum-Investors' Grievance Committee	2. Nomination-cum-Remuneration Committee - Chairman	2. Corporate Social Responsibility Committee
	3. Project Committee	3. Project Committee	3. Finance & Audit Committee
	4. Nomination-cum-Remuneration Committee	4. Personnel Committee	
	5. CSR Committee	5. CSR Committee	
	Gujarat State Petronet Ltd.	EMBIO Ltd.	
	1. Audit Committee	1. Audit Committee	
	Gujarat State Petroleum Corporation Ltd.	2. Nomination & Remuneration Committee	
	1. Project Committee - Chairman	3. CSR Committee	
	2. IPO Committee - Chairman	Emami Paper Mills Ltd.	
	3. Audit Committee	1. Audit Committee - Chairman	
	4. HR Committee	2. Stakeholders Relationship (Grievance) Committee	
		3. Nomination & Remuneration Committee	
		4. CSR Committee	
		5. Risk Management Committee	
		Kesar Terminals & Infrastructure Ltd.	
		1. Audit Committee	
		2. Share Transfer Committee	
		3. Nomination & Remuneration Committee	
		4. Risk Management Committee	
		IDBI Asset Management Ltd.	
		1. Nomination & Remuneration Committee - Chairman	
		2. Audit Committee	
	3. CSR Committee		
	Zuari Agro Chemicals Ltd.		
	1. Investors' Grievance Committee (Stakeholders Relationship Committee)-Chairman		
	2. Audit Committee		
	3. Nomination & Remuneration Committee		
	4. Allotment Committee		
	5. Banking & Finance Committee		
	Kesar Multimodel Logistics Ltd.		
	1. Audit Committee		
	2. Nomination & Remuneration Committee		
	3. Share Allotment Committee		
	J K Cements Ltd.		
	1. Audit Committee		
	2. Risk Management Committee		
	3. Nomination & Remuneration Committee		
	4. CSR Committee		
	Saurashtra Cement Ltd.		
	1. CSR Committee		
	I.M.P. Powers Ltd.		
	1. Nomination & Remuneration Committee - Chairman		
	2. Executive Committee		



ANNEXURE

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT BY THE SHAREHOLDERS OF THE COMPANY AT THE ENSUING ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT) (Contd.)

Name of Director	Ms. Pallavi S Shroff	Shri A M Tiwari, IAS
DIN	00013580	02986260
Date of Birth	22.04.1956	03.06.1959
Date of appointment	01.10.2014	29.08.2014
No. of Shares held in GACL	NIL	NIL
Qualifications	B.A. MMS LL.B.	B.Sc. M.Sc. M.B.A (Business Admn.)
Nature of Expertise / Experience	She serves as a Managing Partner of M/s. Shardul Amarchand Mangaldas & Co., Advocates & Solicitors, a leading legal firm of India. A Lawyer by profession, she has vast experience of 34 years as a leading litigation practitioner and has been recognized by international publications for her leading practice in arbitration and dispute resolution. As a Member of several high powered committees appointed by Government of India, she has been closely associated with the formulation of several important commercial statutes. Her areas of expertise includes corporate and commercial laws, anti-dumping, arbitration and dispute resolution, competition and antitrust.	He is a Senior IAS Officer of 1985 batch having experience of three decades in Education, Tribal and Rural Development, Mines and Geology, Transport and Administration. He had a stint as the Executive Director of SWA-Shakti Project in the department of Women and Child Development in the Ministry of HRD, Government of India. He holds the additional charge of the post of Chief Executive Officer, Gujarat CSR Authority, Ahmedabad. He was also the Managing Director of Gujarat Narmada Valley Fertilizers & Chemicals Ltd.
Names of other Companies in which Directorship is held	<ol style="list-style-type: none"> 1. Trident Ltd. 2. Maruti Suzuki India Ltd. 3. Apollo Tyres Ltd. 4. Juniper Hotels Pvt. Ltd. 5. GE Capital Services India 6. First Commercial Services India Pvt. Ltd. 7. Amarchand Mangaldas Properties Pvt. Ltd. 8. Amarchand Towers Property Holdings Pvt. Ltd. 9. First Full Services Pvt. Ltd. 10. Baghbaan Properties Pvt. Ltd. 11. PSNSS Properties Pvt. Ltd. 12. UVAC Centre (India) Pvt. Ltd. 13. First Universal Virtual International Arbitration Centre Pvt. Ltd. 14. Aavanti Realty Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Gujarat Guardian Ltd. 2. Gujarat Industries Power Company Ltd.
Names of the Committees of the Board of Companies in which Membership / Chairmanship is held	<p>Gujarat Alkalies and Chemicals Ltd.</p> <ol style="list-style-type: none"> 1. Audit Committee 	<p>Gujarat Alkalies and Chemicals Ltd.</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Stakeholders' Relationship-cum Investors' Grievance Committee 3. Corporate Social Responsibility Committee 4. Project Committee 5. Personnel Committee



BOARD'S REPORT

To
The Members,

Your Directors present this 42nd Annual Report of the Company on the business and operations of the Company together with Audited Balance Sheet and Statement of Profit & Loss for the Financial Year ended 31st March, 2015 and the report of the Auditors thereon.

PERFORMANCE AND FINANCIAL RESULTS

The performance of the Company in Financial Year 2014-15 has been as follows:

FINANCIAL RESULTS	(Rs. in Lakhs)	
Particulars	2014-15	2013-14
Sales (excluding Excise Duty) and Other Income	1,99,707	1,92,632
Profit before Interest, Depreciation and Taxation (PBIDT)	32,287	40,373
Profit before Taxation (PBT)	21,548	24,655
Less: Provision for Taxation	(1,238)	6,153
Profit after Taxation (PAT)	22,786	18,502
Add: P & L A/c Balance brought forward from Previous Year	57,974	52,159
Amount available for appropriations	80,760	70,661
Your Directors recommend the following Appropriations:		
Proposed Dividend	3,304	2,937
Tax on Proposed Dividend	673	499
Transferred to General Reserve	11,393	9,251
Balance Carried to Balance Sheet	65,390	57,974
Earning Per Share	Rs.31	Rs.25
Dividend Per Share	Rs.4.50	Rs.4.00
Book Value per Share	Rs.286	Rs.263

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The highlights of the Company's performance are as under:

- The Company has achieved highest ever sales (including Excise Duty) of Rs.2157.17 Crores during the year 2014-15 as against Rs.2087.50 Crores in the Previous Year.

- Total production of all the products has increased by 1.54% to 14,47,788 MT during the year 2014-15 as against 14,25,853 MT in previous year.
- Other Operating Income increased by Rs.3.10 Crores to Rs.16.31 Crores during the year 2014-15 as against Rs.13.21 Crores in previous year.
- Other Income increased by Rs.18.69 Crores to Rs.48.95 Crores during the year 2014-15 as against Rs.30.26 Crores in previous year.
- Gross Profit has decreased by 20.03% from Rs.403.73 Crores in previous year to Rs.322.87 Crores in the year 2014-15.
- Profit before Tax has decreased by 12.60% from Rs.246.55 Crores in previous year to Rs.215.48 Crores in the year 2014-15.
- Profit after Tax has increased by 23.15% from Rs.185.02 Crores in previous year to Rs.227.86 Crores in the year 2014-15 due to MAT status and deferred tax reversals.

The Financial Year 2014-15 was a challenging year for Chlor-alkali sector. The price of Caustic Soda remained under pressure due to huge imports during most of the part of the Financial Year 2014-15. However, the Company was able to sustain the cut-throat competition due to its nationwide distribution network, operational excellence, higher efficiency and well executed business strategy. During the year 2014-15, the Company has achieved highest ever productions in Caustic Soda, Chloromethanes and Hydrogen Peroxide at Vadodara Complex and highest ever productions in Hydrogen Peroxide, Poly Aluminium Chloride and Anhydrous Aluminium Chloride at Dahej Complex.

DIVIDEND

Your Directors are glad to recommend Dividend @ Rs.4.50 per share (i.e. 45%) on 7,34,36,928 Equity Shares of Rs.10/- each fully paid up for the year ended 31st March, 2015.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in the **Annexure - 1** to this report.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company does not have subsidiary, joint venture or associate company and hence, requirements for giving



information under Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable.

On 23rd June, 2015, the Company has signed Joint Venture-cum-Shareholders' Agreement with National Aluminium Company Ltd. (NALCO), a Government of India Enterprise to take up 800 TPD Caustic Soda Project and 80-90 MW Coal based Power Plant at Dahej, Gujarat. The formation of JV Company is under process.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

CREDIT RATING

Your Company's financial discipline and prudence is reflected in the strong credit rating described by rating agency as the following particulars :

Instrument	Rating Agency	Rating	Outlook	Remarks
Long Term Bank Facilities	Credit Analysis & Research Ltd. (CARE)	CARE AA+ (Double A Plus)	Stable outlook for Caustic Soda industry & GACL, being industry leader in domestic market, is likely to benefit from various factors.	This rating is considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.
Short Term Bank Facilities	Credit Analysis & Research Ltd. (CARE)	CARE A1+ (A One Plus)		This rating is considered to have very strong degree of safety regarding timely payment of financial obligations. Such instruments carry lowest credit risk.

RISK MANAGEMENT

During the year, the Company has constituted Internal Risk Management Committee comprising of senior executives of the Company who are heading respective departments viz. Finance, Manufacturing, Marketing, Purchase, Project, HR, Secretarial and Legal functions. The Executive Director (Finance) & CFO is the Chairman of the Internal Risk Management Committee. The Internal Risk Management

Committee report to the Managing Director and the risks identified by the said Committee alongwith proposed mitigation actions are discussed periodically with the Managing Director. Out of the various risks identified by the Internal Risk Management Committee, the Audit Committee has identified certain critical risks, which are reviewed by Audit Committee and by the Board of Directors on quarterly basis. A Report on the steps taken to mitigate those critical risks is also submitted to the Audit Committee and the Board of Directors.

VIGIL MECHANISM / WHISTLE BLOWER MECHANISM

The Company has formulated a Vigil Mechanism-cum-Whistle Blower Policy ("Policy") as per the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Policy is applicable to all Directors and Employees of the Company.

As per the Policy, protected disclosures can be made by whistle blower to the Chairman of the Audit Committee.

During the Financial Year 2014-15, no unethical and improper practice or any other wrongful conduct in the Company by any person was reported under the said Policy.

The Vigil Mechanism-cum-Whistle Blower Policy may be accessed on the Company's website at the link : http://www.gacl.com/public_html/new/policy/VIGIL_MECHANISM_CUM_WHISTLE_BLOWER_POLICY.pdf

CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of Section 135 read with Schedule VII of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted Corporate Social Responsibility (CSR) Committee and formulated CSR Policy. The composition of CSR Committee is given in the Corporate Governance Report.

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) identifying the activities to be carried out by the Company and the said CSR Policy has been approved by the Board of Directors at their Meeting held on 23.07.2014.

The Board of Directors at their Meeting held on 26.05.2015 have approved some modifications in the CSR Policy including to undertake CSR activities through GACL Education Society (GES). GES is a registered Society under the Societies Registration Act, 1860 and was formed with an objective for promotion and development of education in various fields and branches of Engineering, Management Technology, Information & Communication etc. and carry out such other projects having similar objects. Various projects are planned to be undertaken through GES during the year 2015-16 which include GACL Uday Shala



Project; Project "UDAAN"; Projects for special children at Vadodara, Bharuch, Chhotaudepur; promoting vocational education and entrepreneurship among youth students from poor families; creating generic medical stores at Bharuch, Vadodara and other places; setting up a chain of maternity wards in few Districts on the lines of Life Spring Hospitals Model to reduce the MMR and IMR in these areas etc. To implement the said projects, GES has recruited Project Officers, Volunteers, Teaching Volunteers and Field Workers.

The revised CSR Policy may be accessed on the Company's website at the link: http://www.gacl.com/public_html/new/pdf/CSR_POLICY.pdf

During the year, the Company has spent an amount of Rs.4.47 Crore towards the CSR activities, against the statutory amount of Rs.5.20 Crore which is slightly lesser (by Rs.73 lakhs) than 2% of the average Net Profits of the Company for last three years. Thus, amount of Rs.73 lakhs towards CSR activities could not be spent during the year as per the provisions of the Companies Act, 2013. The Company has transferred this amount of Rs.73 lakhs to GACL Education Society. This amount shall be utilized in current year for CSR activities identified by the Company as per CSR Policy.

The Annual Report on CSR activities for the Financial Year 2014-15 is annexed herewith as **Annexure - 2**.

DIRECTORS

A. Appointment / Reappointment / Cessation of Directors & Key Managerial Personnel

During the year, Dr. Varesh Sinha, IAS (Retd.), Chairman, Dr. Hasmukh Adhia, IAS and Shri D. J. Pandian, IAS, Directors have resigned from the Board of Directors of the Company effective from 02.12.2014, 13.11.2014 and 30.08.2014, respectively.

Shri Atanu Chakraborty, IAS has resigned as the Managing Director effective from 28.08.2014 and in his place, Shri A M Tiwari, IAS was appointed as Managing Director of the Company with effect from 29.08.2014.

Shri G C Murmu, IAS, Director has resigned from the Board of Directors of the Company effective from 01.05.2015.

Shri D J Pandian, IAS, Chief Secretary to Government of Gujarat was appointed as Government Nominee Non-Rotational Director and Chairman of the Board of Directors of the Company effective from 08.04.2015. Further, Shri D J Pandian, IAS (Retd.) has sent his resignation as Chairman of the Company vide letter dated 30th May, 2015 effective from 3rd July, 2015 (i.e. date of receipt by the Company) due to his superannuation from the services as Chief Secretary.

The Board placed on record its deep appreciation of the valuable services rendered to the Company by Dr. Varesh Sinha, IAS (Retd.) as Chairman, Shri D J Pandian, IAS (Retd.) as Director and Chairman, Shri Atanu Chakraborty, IAS as Managing Director,

Dr. Hasmukh Adhia, IAS and Shri G C Murmu, IAS as Directors of the Company.

During the year, Dr. Rajiv I Modi and Ms. Pallavi S Shroff (Woman Director) have been appointed by the Board as Independent Directors of the Company for a term of five years effective from 01.10.2014. The Independent Directors have submitted the declarations under Section 149(6) of the Companies Act, 2013 to the effect that they qualify to be appointed as Independent Directors of the Company.

Dr. J N Singh, IAS has been appointed as a Director by the Board of Directors of the Company effective from 05.02.2015 to fill casual vacancy caused due to resignation of Dr. Hasmukh Adhia, IAS.

Shri G R Aloria, IAS, Chief Secretary to Government of Gujarat is appointed as Government Nominee Non-Rotational Director and Chairman of the Board of Directors of the Company w.e.f. 28th July, 2015 as per the provisions of Articles of Association of the Company.

Dr. Sukh Dev has expressed his unwillingness to be reappointed as an Independent Director due to old age. Therefore, his term as an Independent Director would continue till the date of this 42nd AGM (i.e. 18.09.2015).

As per Section 149 of the Companies Act, 2013, Shri J N Godbole, Dr. Rajiv I Modi and Ms. Pallavi S Shroff, Directors are eligible for appointment / reappointment as Independent Directors. Your Directors recommend the appointments of Dr. Rajiv I Modi and Ms. Pallavi S Shroff and reappointment of Shri J N Godbole as Independent Directors for a period of 5 years. Further, declarations under Section 149(6) of the Companies Act, 2013 have been received from all the Directors to the effect that they qualify to be appointed as Independent Directors of the Company.

Thus, as on the date of this Report, there are seven Directors on the Board of Directors of the Company. The Chairman, Managing Director, four Independent Directors are Non-Rotational Directors and one Non Independent Director viz. Dr. J N Singh, IAS is Rotational Director appointed in the casual vacancy in place of Dr. Hasmukh Adhia, IAS. The appointment of Dr. J N Singh, IAS will be regularized by the Shareholders at this Annual General Meeting. Except Dr. Sukh Dev, Independent Director, the four Directors viz. : Managing Director and three Independent Directors will be appointed / reappointed at this Annual General Meeting. Thus, the appointment/reappointment of five Directors are being placed before the Shareholders at this Annual General Meeting and Dr. Sukh Dev will not be reappointed as mentioned above. Therefore, no Director will retire by rotation at this Annual General Meeting.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, effective from 14.05.2014, Dr. H. B. Patel was appointed as Chief Financial Officer of the Company and Mr. Sanjay S Bhatt was appointed as Company Secretary of the Company.



B. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

C. Nomination and Remuneration Policy

The Board has on the recommendation of the Nomination-cum-Remuneration Committee formulated a Nomination & Remuneration-cum-Board Diversity Policy for selection, appointment of Directors and Senior Management and their remuneration. Information about the Policy is provided in the Corporate Governance Report.

D. Meetings

During the year, 7(seven) Board Meetings and 4 (four) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement. Further, the composition of Audit Committee is given in the Corporate Governance Report.

AUDITORS

A. Internal Auditors

M/s. Chandulal M. Shah & Co., Chartered Accountants, Ahmedabad were appointed as Internal Auditors for conducting Internal Audit of the Company for the period from 1st July, 2014 to 30th June, 2015.

The Board of Directors of the Company at its Meeting held on 26th May, 2015, appointed M/s. Talati & Talati, Chartered Accountants, Vadodara as Internal Auditors for conducting Internal Audit of the Company for the period from 1st July, 2015 to 30th June, 2016.

The Internal Auditors independently evaluate the internal controls, adherence to and compliance with the procedures, guidelines and statutory requirements. The Audit Committee of Directors periodically reviews the reports of the Internal Auditors and the corrective actions, if any, are taken by the Management.

B. Statutory Auditors

M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara (Firm Registration No.:117364W) were appointed as Statutory Auditors of the Company for a period of five years in the 41st Annual General Meeting held on 22nd August, 2014. M/s. Deloitte Haskins &

Sells, Chartered Accountants, Vadodara have confirmed their eligibility under Section 141 of the Companies Act, 2013 and rules framed there-under for their appointment as Statutory Auditors of the Company from this Annual General Meeting up to the conclusion of next Annual General Meeting.

The Board of Directors of the Company at their Meeting held on 26th May, 2015 have approved the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants for the Financial Year 2015-16. Accordingly, a Resolution for ratification of appointment of the Statutory Auditors for the Financial Year 2015-16 is placed at Item No. 3 of the Notice.

Your Directors recommend the said Resolution for ratification for your approval.

The Auditors Report to the shareholders for the year under review does not contain any qualification.

C. Cost Auditors

The Board of Directors of the Company at its Meeting held on 14th May, 2014 had appointed M/s. R.K. Patel & Co., Cost Accountants, Vadodara as Cost Auditors for the Financial Year 2014-15 to conduct the Cost Audit of the cost accounts and records maintained by the Company, at the remuneration of Rs.4,95,000/- plus service tax as applicable. As required under the Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Shareholders at their 41st Annual General Meeting held on 22nd August, 2014 had ratified the remuneration payable to the Cost Auditors for the Financial Year 2014-15.

The Board of Directors of the Company at its Meeting held on 26th May, 2015, appointed M/s. R K Patel & Co., Cost Accountants, Vadodara as Cost Auditors for conducting the Cost Audit of the Accounts and records maintained by the Company for the Financial Year 2015-16.

Your Directors recommend the remuneration of the Cost Auditors appointed by the Board of Directors for the Financial Year 2015-16 for your ratification / approval as per the provisions of the Companies Act, 2013.

D. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Samdani Kabra & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as **Annexure - 3**. The Report does not contain any qualification.



CORPORATE GOVERNANCE

The Company has been following the principles and practices of good Corporate Governance and has ensured compliance of the requirements stipulated under Clause 49 of the Listing Agreement with Stock Exchanges.

A detailed report on Corporate Governance along with Certificate issued by Company Secretary in Practice in terms of Clause 49 of the Listing Agreement is attached herewith.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, are provided in the **Annexure - 4**. Further, there was no employee holding 2% or more of the Equity Shares of the Company during the Financial Year 2014-15.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company has not entered into any arrangement or contract or transactions with related parties except the remuneration paid to the Key Managerial Personnel.

The Policy on Related Party Transactions and Material Related Party Transactions as approved by the Board of Directors may be accessed on the Company's website at the link : http://www.gacl.com/public_html/new/policy/related_party_tran_policy-1.pdf

The Audit Committee of Directors at its Meeting held on 26th May, 2015 has accorded omnibus approval to execute transactions with related parties up to the value of Rs.1 Crore.

Your Directors draw attention of the Members to Note No. 36 to the Financial Statement which sets out Related Party disclosures.

LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Note No.4, 7, 9, 12, 15 and 32(i)(e) of the Notes to the Financial Statements.

INSURANCE

The Company has taken adequate insurance for all its properties. The Company has also taken necessary insurance cover as required under the Public Liability Insurance Act, 1991.

LISTING AGREEMENT COMPLIANCE

Your Company's Equity Shares are listed on Bombay Stock Exchange Ltd. (BSE) and National Stock Exchange of India

Ltd. (NSE) and their listing fees for the Financial Year 2015-16 have been paid and the conditions of Listing Agreements have been complied with.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as **Annexure - 5**.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items since there were no transactions in these matters and/or they are not applicable to the Company during the year under review :

1. Business Responsibility Reporting is not applicable as the Company does not fall under list of top 100 listed companies.
2. Details relating to deposits covered under Chapter V of the Act.
3. Issue of equity shares with differential rights as to dividend, voting or otherwise.
4. Issue of shares (including sweat equity shares) to employees of the Company under ESOS.
5. There is no subsidiary company of our Company and therefore, the Managing Director is not in receipt of any commission from any subsidiary.
6. No significant or material orders were passed by the Regulators / Courts or Tribunals which would impact the going concern status of the Company and its future operations.

You Directors further state that your Company has constituted Sexual Harassment Committee and during the year under review, no case was pending pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors state that :

- i) in the preparation of the annual accounts for the Financial Year ended 31st March, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March, 2015 and of the profit of the Company for the year ended on that date;
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for



safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv) the Directors have prepared the annual accounts on a going concern basis;
- v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS

A report on Management Discussion and Analysis forms part of the Board's Report and it deals with inter-alia the Business, Operations & Financial Performance, Research & Development, Expansion & Diversification, Risk Management, Marketing Strategy, Safety & Environment, Corporate Social Responsibility, Human Resources Development etc.

ACKNOWLEDGEMENTS

The Board expresses its gratitude and appreciation to the Government of India, Government of Gujarat, Financial Institutions, Insurance Companies, Banks, other business associates, Promoters, Shareholders and employees of the Company for their continued support. The Directors also gratefully acknowledged all stakeholders of the Company viz. : customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitments and continued contribution to the Company.

For and on behalf of the Board

Sd/-
(A.M. Tiwari)
Managing Director

Sd/-
(Dr. J.N. Singh)
Director

Place: Gandhinagar
Date : 6th August, 2015

ANNEXURE – 1 to Board's Report

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 :

A. CONSERVATION OF ENERGY

(i) Steps taken or impact on conservation of energy :

1. Variable Frequency Drive (VFD) provided in Extraction feed pump B at H₂O₂ plant & Clarified Brine Pump at Caustic Soda plant of Vadodara Complex for optimizing power consumption.
2. Cell rack modification activity in MC I & in MC II completed in phases & installed more elements (spares elements) in Electrolysers to reduce power consumption.
3. Recoating of 180 elements and Remembraning of 103 elements in Caustic Soda plant at Vadodara Complex & Recoating of 144 elements & remembraning of 144 elements in Caustic Soda plant at Dahej Complex to reduce power consumption.
4. Installation of energy efficient chiller in place of old centrifugal chiller for chilled water service at Vadodara Complex resulting reduction in power consumption.
5. Replacement of existing PP Lined Pump with new energy efficient PFA Lined Pump at Compressor House for Chlorine Condensate service at Vadodara Complex.
6. Replacement of existing PP Lined Pump with new energy efficient PFA Lined Pump at HCl section for HCl receiver service at Vadodara Complex.
7. Replacement of CLM Plant 2 auxiliary transformer No. 2 at Chloromethane Plant at Vadodara Complex.
8. Replacement of 2MVA transformer with 3.2 MVA at Vadodara Complex.
9. Replacement of existing old blowers with new energy efficient FRP blowers at HCl filling section for HCl fumes at Vadodara Complex.
10. Replacement of motor of P.A. Compressor A with energy efficient motor of H₂O₂ Plant at Vadodara Complex.
11. Replacement of old chilled water pumps with new energy efficient pump at Vadodara Complex.
12. Replaced steam ejector at CCU-II, Vadodara Complex to reduce steam consumption.
13. Replacement of Air Handling Unit to Energy efficient VRF System at 2nd floor of Corporate Building at Vadodara Complex.
14. Stoppage of one pump with ID Fan of Cooling Tower in compressor house & Brine house in winter season at Caustic Soda Plant, Dahej Complex.

15. Utilization of vapour condensate of CEU for preparation of SBS solution instead of DM water at Vadodara & Dahej Complexes.
16. Energy efficient Chlorine compressor C was operated for maximum period instead of other less efficient Chlorine compressors at Dahej Complex.
17. HPMV fittings have been replaced with LED light fittings at Administrative Building, GACL Colony and main road from material gate to H₂O₂ Plant at Dahej Complex.

(ii) Steps taken by the Company for utilizing alternate sources of energy:

The Company had taken up Wind Farm Projects of 21 MW Capacity at Rajkot, Gujarat, out of which 10.5 MW Wind Farm was commissioned in July 2014 whereas balance 10.5 MW Wind Farm was commissioned in September 2014. The total installed Wind Energy Generation capacity of the Company has increased to 125.75 MW after these installations.

The Company has also taken up initiatives for the implementation of another 31 MW Wind Farms in Rajkot and Kutchch regions in Gujarat. The work for installation of these Wind Farms is in progress. The total installed Wind Energy Generation capacity of the Company after these installations will increase to 156.75 MW.

(iii) The capital investment on energy conservation equipments:

Rs.162.47 lakhs has been invested as Capital Investment on Energy Conservation equipments by the Company and during the Financial Year 2014-15, savings of Rs. 178.86 lakhs have been achieved.

B. TECHNOLOGY ABSORPTION

(i) Major efforts made towards technology absorption

The Company had taken up the project for implementation of 20000 TPA Sodium Chlorate which was commissioned in March 2014. The technology for the project was supplied by M/s.ThyssenKrupp Industrial Solutions (India) Private Limited.

During the year, the Company has successfully developed Hydrogen Peroxide based process for Hydrazine Hydrate at pilot plant scale in collaboration with Indian Institute of Chemical Technology (IICT), Hyderabad.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution.

The Sodium Chlorate is an import substitute product. During the year, through various cost reduction

measures, the Company was able to reduce the unit cost of the Sodium Chlorate by 36%.

(iii) Information regarding imported technology (Imported during last three years)

Details of technology imported	Technology import from	Year of import	Status implementation/ absorption
Sodium Chlorate	German technology through their Indian subsidiary company M/s.ThyssenKrupp Industrial Solutions (India) Private Limited.	September, 2011	Commercial production started in March, 2014

(iv) Expenditure incurred on Research and Development

Sr. No.	Particulars	Amount (Rs. In Lakhs)
a)	Capital	-
b)	Revenue	303.64
	Total	303.64

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

1. Activities relating to export, initiatives to increase exports, Development of New export markets for Products and Services and Export Plan.

The Company has continued to maintain focus and avail of export opportunities based on market conditions. During the year under review, the Company has exported goods worth Rs.169.41 Crore (FOB Value).

2. Total Foreign exchange Earned and Used

	Rs. in Lakhs
Foreign Exchange earned in terms of Actual Inflows	Rs.17,071.55
Foreign Exchange outgo in terms of Actual Outflows	Rs.14,886.95



ANNEXURE – 2 to Board's Report

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2014-15

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

Ever since its inception, GACL has been, serving the community as a conscious corporate citizen around its business locations and much before the concept of CSR got clad into legal frame-work through Companies Act, 2013, and took up various socio – developmental activities in benefit to the community at large in a systematic way.

The present CSR policy is being documented with a candid objective of formalizing as a document of what is being done by the Company and what would it proposes to do in the time to come. Section 135 read with Schedule VII to the Companies Act, 2013 and the Corporate Social Responsibility Rules, 2014 (CSR Rules) has prescribed the requirements as to what should be the legal and structured framework for doing the CSR activities.

The CSR policy of the Company, in the backdrop of such prescribed requirements, is enunciated in the foregoing paragraphs.

This policy, which encompasses the Company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially relevant programs for welfare & sustainable development of the community at large, is titled as the 'GACL CSR Policy'.

This policy shall apply to all CSR initiatives and activities taken up at the various Plant / Business locations of Gujarat Alkalies and Chemicals Limited

(hereinafter referred to as GACL for the sake of brevity), for the benefit of different segments of the society.

The CSR Policy may be accessed on the Company's website at the link : http://www.gacl.com/public_html/new/pdf/CSR_POLICY.pdf

2. The Composition of the CSR Committee.

The CSR Committee of the Company comprise of :

1. Dr. J N Singh, IAS, Chairman
2. Shri J N Godbole
3. Shri A M Tiwari, IAS

3. Average Net Profit of the Company for last three Financial Years for the purpose of CSR Expenditure :

Computation of profit under Section 135 read with Section 198 of the Companies Act, 2013 for the last three Financial Years is as under :

(Rs. in Lakhs)

Sr. No.	Particulars	2011-12	2012-13	2013-14
1	Profit under Section 135 read with Section 198	21,630.07	32,821.49	23,644.79
2	Average of three years Net Profit	26,032.12		

4. Prescribed CSR Expenditure (2% of the amount as in item 3 above) :

Details of 2% of Average three years Net Profit is as under :

Sr. No.	Particulars	Amount (Rs. in Lakhs)
1	Average of three years Net Profit	26,032.12
2	2% of Average three years Net Profit	520.64

5. Details of amount spent on CSR during the Financial Year :

(a) Total amount to be spent for the Financial Year: Rs. 520.64 Lakhs

(b) Amount unspent, if any : Rs.73 lakhs

(c) Manner in which the amount spent during the Financial Year is detailed below :

Sr No	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and District where Projects or Programs was undertaken	Amount outlay (budget) project or programs wise (Rs.)	Amount spent on the projects or programs Subheads : (1) Direct Expenditure on projects or programs (2) Overheads (Rs.)	Cumulative Expenditure up to to the reporting period (Rs.)	Amount Spent - Direct or through implementing agency
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1.	Nirmal Bharat Abhiyan – Mahatma Gandhi Swachhta Abhiyan	Rural Development Projects	Providing underground drainage network and sewage treatment plan facility Dahej	4,00,00,000	3,09,59,922	3,09,59,922	GACL
2.	Swachhta Ahwan	Ensuring Environmental Sustainability	Contribution towards Swachhta Ahwan (Awakening the Nation) for cleanliness, Vadodara	30,00,000	30,00,000	30,00,000	Vadfest
3.	IIT – Gandhinagar; Cultural Event	Contribution or funds provided to technology incubators located within academic institutions which are approved by the Central Govt.	Contribution towards Annual Cultural event of Indian Institute of Technology, Gandhinagar.	2,00,000	2,00,000	2,00,000	IIT – Gandhinagar
4	Pandit Deendayal Petroleum University (PDPU) – Convocation	Contribution or funds provided to technology incubators located within academic institutions which are approved by the Central Govt.	Contribution towards convocation ceremony at PDPU, Gandhinagar	6,28,160	6,28,160	6,28,160	Pandit Deendayal Petroleum University (PDPU)
5	Kanya Kelvani & Shaala Praveshotsav	Promoting education, including special education and employment enhancing vocation skills specially among children, women, elderly, and differently abled and livelihood enhancement projects.	Providing school bag kits during Kanya Kelvani & Shaala Praveshotsav Valsad, Naswadi	9,59,660	9,59,660	9,59,660	GACL
6	Special Children	Promoting education, including special education and employment enhancing vocation skills specially among children, women, elderly, and differently abled and livelihood enhancement projects.	Contribution to (OSMOSIS) an NGO dealing with learning difficulties such as Dyslexia, Dyscalculia, and Dysgraphia, Bharuch, Ankleshwar	20,00,000	20,00,000	20,00,000	OSMOSIS
7	Mid-Day- Meal	Eradicating hunger, poverty and malnutrition, promoting preventive health and care and sanitation and making available safe drinking water.	Contribution towards operational expenditure of providing mid-day meals to more than 1 lakh Govt. and Govt. aided schools of Vadodara through the Akshay Patra Foundation.	51,88,000	51,88,000	51,88,000	The Akshay Patra Foundation
8	National Level Basketball Tournament	Promoting sports, education, including special education and employment enhancing vocation skills specially among children, women, elderly, and differently abled and livelihood enhancement projects.	Sponsored 425 specially abled participants across the country in National level basketball tournament for mentally challenged young sports persons, Vadodara.	3,77,000	3,77,000	3,77,000	Navrachana Education Society
9	Education through Multi-media system in Rural	Rural development Projects	Provided Multi-Media System Kits to 11 identified Govt. Schools of Vadodara District. Ranoli, Sakarda, Damapura, Radhiyapura, Krushnagar, Navapura, Vakhatpura, Bajwa, Chaani	5,00,000	5,00,000	5,00,000	SVADES
10	Human Development Index			8,38,500	8,38,500	8,38,500	
			Total :	5,36,91,320	4,46,51,242	4,46,51,242	



6. In case the company has failed to spend the two per cent (2%) of the average net profit of the last three Financial Years or any part thereof, the company shall provide the reasons for not spending the amount in its Board's report.

The Board of Directors at its 342nd Meeting held on 23rd July, 2014 approved the CSR Budget of Rs.10.20 Crore for the Financial Year 2014-15 to spend towards CSR activities. Out of the approved Budget of Rs.10.20 Crores, the Company has spent an amount of Rs. 4.47 Crores towards the CSR activities during Financial Year 2014-15. Whereas, 2% of the Average Net Profits for last 3 years, as per the provisions of Section 135 of the Companies Act, 2013, comes to Rs.5.20 Crores for the Financial Year 2014-15.

One of the approved Project was 'Ajwa Garden Rejuvenating Project' at Budgeted amount of Rs. 3 Crores. However, the Project was not incepted during said fiscal period. Thus, leaving the unutilized amount of Rs.0.73 Crores in CSR Budget 2014-15.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Responsibility Statement:

The responsibility statement of Corporate Social Responsibility Committee of the Board of Directors of the Company is reproduced below:

'The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR Objectives and Policy of the Company'.

Sd/-
(A M Tiwari)
Managing Director & CEO

Sd/-
(Dr. J N Singh)
Chariman – CSR Committee



ANNEXURE - 3 to Board's Report

**Form MR-3
Secretarial Audit Report**

For the Financial Year ended 31st March, 2015
[Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9
of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Gujarat Alkalies and Chemicals Limited
P.O. Petrochemicals - 391346,
District: Vadodara.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by *Gujarat Alkalies and Chemicals Limited* (hereinafter referred to as 'the company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the Financial Year ended on March 31, 2015, complied with the statutory provisions listed hereunder and also that the company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers and Minute Books, Forms and Returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2015, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with client.

We further report that, there were no actions/events in pursuance of the following regulations requiring compliance thereof by the company during the period of this report:

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulation, 1998;
- (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009;

We have examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with Bombay Stock Exchange Limited [BSE] and National Stock Exchange of India Limited [NSE]. The Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable to the company as these were not notified up to the period of this report.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



Adequate notice is given to all the Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the Agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with all the applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific instances/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

Sd/-

Suresh Kumar Kabra

Partner

Samdani Kabra & Asso.

Company Secretaries

ACS # 9711 - CP# 9927

Vadodara,
28th July, 2015

This Report is to be read with our letter of even date which is annexed as Appendix A and forms an integral part of this report.

Appendix – A

To,

The Members

Gujarat Alkalies and Chemicals Limited

P.O. Petrochemicals – 391346,

District: Vadodara.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow provide a responsible basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Sd/-

Suresh Kumar Kabra

Partner

Samdani Kabra & Asso.

Company Secretaries

ACS # 9711, CP # 9927

Vadodara,
28th July, 2015

ANNEXURE - 4 to Board's Report
PARTICULARS OF EMPLOYEES
DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under :

Sr. No.	Name of Director / KMP and Designation	Remuneration of Director / KMP for Financial Year 2014-15 (Rs. in Lakhs)	% increase in remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the Company
1.	Shri A M Tiwari, IAS Managing Director (from 29.08.2014 to 31.03.2015 i.e. for part of the year)	11.85	N.A.	1.46 times	Profit Before Tax decreased by 12.60% and Profit After Tax increased by 23.15 % in Financial Year 2014-15.
2.	Dr. H B Patel Executive Director (Finance) & CFO	29.62*	N.A.*	N.A.	
3.	Shri Sanjay S Bhatt Company Secretary & AGM (Legal & CC)	19.97*	N.A.*	N.A.	

* Remunerations of Management and Non-Management employees are as per the Remuneration Policy / Settlement and terms of their appointments. Remunerations of the above KMPs include general revision effect in pay structure during the year as well as the effect of due promotions granted as per the Promotion Policy during the year.

NOTES :

1. The Remuneration of the Managing Director is decided by Government of Gujarat.
 2. Details for Shri Atanu Chakraborty, IAS, Managing Director, are not given as he was the Managing Director only for part of the Financial Year 2014-15 i.e. up to 28th August, 2014. Further, Shri Atanu Chakraborty, IAS was holding additional charge as the Managing Director of the Company and therefore, he was entitled for charge allowance of Rs.21,547.00.
 3. Details for other Directors are not given as the other Directors are paid only Sitting Fees for attending the Board Meetings and Committee Meetings. No other remuneration is paid to the Directors.
- (ii) The median remuneration of employees of the Company during the Financial Year was Rs.8.13 lakhs.
- (iii) In the Financial Year 2014-15, there was an increase of 4.26% in the median remuneration of employees.
- (iv) There were 1430 permanent employees on the rolls of the Company as on 31st March, 2015.
- (v) Relationship between average increase in remuneration and Company performance :
The Profit Before Tax for the Financial Year ended 31st March, 2015 decreased by 12.60% whereas the increase in median remuneration was 4.26%. The remuneration of the Managing Director is decided by the Government of Gujarat. The remuneration of all employees (management and non-management) will be revised in the year 2017. Therefore, there is no direct relationship between the performance of the Company and remuneration of employees.
- (vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company :
The remuneration of the Managing Director is decided by the Government of Gujarat. The remuneration of all employees including Key Managerial Personnel other than Managing Director will be revised in the year 2017. Therefore, there is no direct relationship between the performance of the Company and remuneration of KMP except variable pay. However, as per the terms of appointment of the Managing Director, he is entitled for 3% increase every year and the other KMPs are entitled for 3% to 5% annual increase in only Basic Pay and D.A.
- (vii) a) Variations in the market capitalization of the Company :
The market capitalization as on 31st March, 2015 was Rs.1,174.26 Crore (Rs.1,340.59 Crore as on 31st March, 2014).
b) Price Earning Ratio of the Company was 5.14 as at 31st March, 2015 and was 7.24 as on 31st March, 2014.
c) Percent increase over / decrease in the market quotations of the Shares of the Company as compared to the rate at which the Company came out with the last Public Offer in the year :
In the Year 2003-04, the Company had come out with Rights Issue Offer in the ratio of 3 Equity Shares against 5 Equity Shares held by the Shareholders. The total number of Shares offered under Rights Issue were 2,75,41,966 at Rs.12.50 (Face Value – Rs.10/- and Premium of Rs.2.50 per Share). The market price of Shares of GACL as on 1st April, 2003 on Bombay Stock Exchange was Rs.17.70 (closing price) and on National Stock Exchange of India Ltd. was Rs.17.90 (closing price). As on 1st April, 2015, the market price of Shares of GACL on Bombay Stock Exchange Ltd. was Rs.169.05 (closing price) and on National Stock Exchange of India Ltd. was Rs.169.15 (closing price). Thus, there is appreciation in market value of Shares by 955.08 % on Bombay Stock Exchange Ltd. and by 944.97% on National Stock Exchange of India Ltd.
- (viii) As mentioned in the Notes earlier, the salary revision of management and non-management staff will be due in the year 2017. However, management employees shall be paid 3% to 5% increase in the Base Pay of employees every year.
- (ix) There is no variable component in the remuneration of the Managing Director or any Director. However, in case of management category employees of the Company 10% of total CTC is variable pay which is released on completion of the year and subject to individual performance of each employee and overall performance of the Company. The payment is made in the range of 7.5% to 15% based on the individual rating.
- (x) The ratio of the remuneration of the Managing Director to that of the employee who is not Director but receive remuneration in excess of the Managing Director during the year : 1:1.46 (on annualised basis); and
- (xi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors (in case of Managing Director, the remuneration is decided by the Government of Gujarat), Key Managerial Personnel (as per the Company's Policy which is applicable to all management category employee) and other employees (as per the Company's Policy for management and non-management category employees).



DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

SR. NO.	EMPLOYEE NAME	DESIGNATION OF EMPLOYEE	REMUNERATION RECEIVED (Rs.)	QUALIFICATION & EXPERIENCE	DATE OF COMMENCEMENT OF EMPLOYMENT	AGE (YRS)	LAST EMPLOYMENT HELD
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
PART - A (FULL YEAR)		NIL					
PART - B (PART OF THE YEAR)							
1	L COUTINHO	Asstt. Officer	2307370	SSC (40)	01.06.1974	60	Nil
2	B R PATEL	Sr. WBO	1544949	10th Std. (36)	06.02.1978	60	Nil
3	V J PATEL	Chief Manager	3211402	B.Com., IRPM (38)	01.08.1978	60	I.P.C.L
4	B V PATEL	Manager	1720501	M.Sc. (Phy.) (35)	21.12.2000	60	Baroda Rayon Corp. Ltd.
5	S B KANADE	Manager	2799893	Dip. Civil (36)	31.03.1984	60	Hindustan Brown Boveri Ltd.
6	K P PANCHAL	Officer	2591220	SSC, ITI, 2nd Class Wireman (37)	12.12.1977	60	Miles India Ltd.
7	M D PATEL	Sr. Foreman	2467538	SSC, ITI (37)	01.10.1977	60	Nil
8	J V PATEL	Officer	2281687	10th Std., ITI (38)	15.09.1976	60	Harish Construction
9	N R DESAI	Sr. Manager	1935775	B.Com. (38)	20.05.1985	60	Parshuram Pottery Works Co. Ltd.
10	G N TRIVEDI	Manager	3268051	B.Com., LLB, IPMM, Certi. Import & Export Mgt., Mkt. Mgt. (37)	10.03.1980	60	Jyoti Ltd.
11	MUKESH MISHRA	General Manager	784285	B.Sc., MBA (Mkt.) (22)	23.05.2006	48	Grasim Industries Ltd.
12	R M SOLANKI	Sr. Foreman	2081280	11th Std. (37)	07.10.1977	60	Nil
13	D K SACHAR	Chief Manager	2497159	M.Sc. (Org. Chem.) (37)	14.10.1977	60	Nil
14	S P RAMNANEY	General Manager	6161985	BE (Chem.), PG in Ind. Mgt. (38)	15.12.1979	60	Bakubhai Ambalal Sole Selling Agents
15	J A PATEL	Sr. Foreman	2069644	SSC (33)	27.07.1981	60	Nil
16	C R SOLANKI	Sr. Foreman	1861047	SSC (39)	11.08.1983	60	SG Pharmaceuticals
17	K S SHAH	Sr. Foreman	1763011	Old SSC (36)	24.04.1984	60	Synbiotics Ltd.
18	H R S RAJAWAT	Officer	2230395	Old SSC (39)	27.04.1984	60	Modi Alkalies & Chemicals Ltd.
19	P K JOSHI	Chief Manager	3230251	B.Sc. (Chem.), Dip. Ind. Safety (39)	09.03.1985	60	Modi Alkalies & Chemicals Ltd.
20	V J VADDARIA	Sr. Security Insp.	1799641	BA (39)	03.05.1980	60	CISF Unit (IOC)
21	V P PATEL	Chief Manager	3627463	B.Sc. (Chem.) (38)	14.10.1977	60	Venus Textdyes Corporation
22	V G AKOLKAR	Chief Manager	2490653	M.Sc. (Inorg. Chemistry) (37)	23.12.1985	60	Satyadev Chem. Ltd.
23	J B PATEL	Head Lab.Tech.	1528253	SSC (32)	11.08.1989	60	Narmada Const.
24	J P PATEL	Sr. Technician	1037944	SSC, ITI (23)	30.04.1997	46	The Baroda Rayon Corp. Ltd.
25	B G PATEL	Chargeman Gr. I	1544889	SSC, NCTVT (38)	07.08.1997	60	Mardia Chem. Ltd.
26	D K GHODADRA	Add. General Mgr.	2965471	BE (Civil) (36)	01.07.1998	60	Al-Bahar Lacorossi
27	D N MALUSARE	Sr. Foreman	1866455	BA (34)	14.10.1982	60	Sarabhai Chemicals

NOTE : THE AMOUNT OF "REMUNERATION" SHOWN ABOVE INCLUDES SALARY, ALLOWANCES, THE COMPANY'S CONTRIBUTION TO PROVIDENT FUND, LEAVE ENCASHMENT, LEAVE TRAVEL CONCESSION / LEAVE TRAVEL ASSISTANCE, MEDICAL REIMBURSEMENT, CONTRIBUTION TO SUPER ANNUATION FUND, GROUP PERSONAL ACCIDENT POLICY PREMIUM, MONETARY VALUE OF PERQUISITES ETC. GRATUITY IS CONSIDERED AS ACTUAL AT THE TIME OF RETIREMENT.

**ANNEXURE - 5 to Board's Report****EXTRACT OF ANNUAL RETURN
as on the Financial Year ended on 31st March, 2015**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1)
of the Companies (Management and Administration) Rules, 2014]

Form No. MGT-9**I. REGISTRATION AND OTHER DETAILS:**

i) CIN:-	L24110GJ1973PLC002247
ii) Registration Date	29 th March, 1973
iii) Name of the Company	Gujarat Alkalies and Chemicals Limited
iv) Category / Sub-Category of the Company	Company having Share Capital
v) Address of the Registered Office and contact details	P.O. Petrochemicals: 391 346 Dist. Vadodra, Gujarat Tel. No. : 0265 - 2232681 - 82
vi) Whether listed company Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited 10, Aaram Apartment, 12, Sampatrao Colony, B/h. Laxmi Hall, Alkapuri, Vadodara : 390007.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

SI. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Caustic Soda Group	The Company's operation falls under single segment viz. 'Chemicals' - NIC Code : 2411	28.78
2	Caustic Potash Flakes		17.29

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SI. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
NOT APPLICABLE					



IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Shareholding of Promoter and Promoter Group									
(1) Indian									
(a) Individuals/ Hindu Undivided Family	0	0	0	0.00	0	0	0	0.00	0.00
(b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Government(s)	21	0	21	0.00	21	0	21	0.00	0.00
(d) Bodies Corporate	26867261	0	26867261	36.59	26867261	0	26867261	36.59	0.00
(e) Financial Institutions/ Banks	7119028	0	7119028	9.69	7119028	0	7119028	9.69	0.00
(f) Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A)(1)	33986310	0	33986310	46.28	33986310	0	33986310	46.28	0.00
(2) Foreign									
(a) Individuals (Non-Resident Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	33986310	0	33986310	46.28	33986310	0	33986310	46.28	0.00
(B) Public shareholding									
(1) Institutions									
(a) Mutual Funds/ UTI	70318	1287	71605	0.10	1318142	1287	1319429	1.80	1.70
(b) Banks / Financial Institutions	7121	678	7799	0.01	15127	678	15805	0.02	0.01
(c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	1558901	200	1559101	2.12	1458901	200	1459101	1.99	-0.14
(g) Foreign Institutional Investors	3593481	0	3593481	4.89	1875165	0	1875165	2.55	-2.34
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Any Other (Foreign Bank)	346	2225	2571	0.00	346	2225	2571	0.00	0.00
Sub-Total (B)(1)	5230167	4390	5234557	7.13	4667681	4390	4672071	6.36	-0.77
(2) Non-institutions									
(a) Bodies Corporate									
(i) Indian	20463670	6103	20469773	27.87	20600485	5938	20606423	28.06	0.19
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals -									
i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	8231263	1771445	10002708	13.62	8857378	1640092	10497470	14.29	0.67
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	3299853	0	3299853	4.49	3183989	0	3183989	4.34	-0.16
(c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Any Other : NRI	377983	3917	381900	0.52	407812	3917	411729	0.56	0.04
: OCB	0	0	0	0.00	0	0	0	0.00	0.00
: Co-op. Societies	0	6905	6905	0.01	0	6905	6905	0.01	0.00
: Trusts	2828	52094	54922	0.07	19937	52094	72031	0.10	0.02
Sub-Total (B)(2)	32375597	1840464	34216061	46.59	33069601	1708946	34778547	47.36	0.77
Total Public Shareholding (B)= (B)(1)+(B)(2)	37605764	1844854	39450618	53.72	37737282	1713336	39450618	53.72	0.00
TOTAL (A)+(B)	71592074	1844854	73436928	100.00	71723592	1713336	73436928	100.00	0.00
(C) Shares held by Custodians and against which Depository Receipts have been issued									
(1) Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(2) Public	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A)+(B)+(C)	71592074	1844854	73436928	100.00	71723592	1713336	73436928	100.00	0.00

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	Govt. of Gujarat	21	0.00	0	21	0.00	0	0
2	Gujarat Industrial Invest. Corpn. Ltd.	7119028	9.69	0	7119028	9.69	0	0
3	Gujarat State Investments Ltd.	15329373	20.87	0	15329373	20.87	0	0
4	Gujarat Mineral Development Corp.Ltd.	4145433	5.64	0	4145433	5.64	0	0
5	Gujarat Narmada Valley Fert.& Chem.Ltd.	1759996	2.40	0	1759996	2.40	0	0
6	Gujarat Industrial Development Corp.	2897740	3.95	0	2897740	3.95	0	0
7	Gujarat Maritime Board	2734719	3.72	0	2734719	3.72	0	0
	TOTAL	33986310	46.28	0	33986310	46.28	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	33986310	46.28	33986310	46.28
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	0	0	0	0
	At the end of the year	33986310	46.28	33986310	46.28

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	Shareholder's Name	shareholding at the beginning of the year (01.04.2014)		shareholding at the end of the quarter 30.06.2014			shareholding at the end of the quarter 30.09.2014			shareholding at the end of the quarter 31.12.2014			Shareholding at the end of the year (31.03.2015)		
		No.of shares	% of total shares of the Company	No.of shares	% of total shares of the Company	Reason for Increase / Decrease	No.of shares	% of total shares of the Company	Reason for Increase / Decrease	No.of shares	% of total shares of the Company	Reason for Increase / Decrease	No.of shares	% of total shares of the Company	Reason for Increase / Decrease
1	LOK PRAKASHAN LTD	16075325	21.890	16075325	21.890		16075325	21.890		16075325	21.890		16075325	21.890	
2	GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED	1655040	2.254	1655040	2.254		1655040	2.254		1655040	2.254		1655040	2.254	
3	Shreyans Shantilal Shah	1375790	1.873	1375790	1.873		1375790	1.873		1375790	1.873		1375790	1.873	
4	GUJARAT INDUSTRIES POWER COMPANY LTD	1103360	1.502	1103360	1.502		1103360	1.502		1103360	1.502		1103360	1.502	
5	GENERAL INSURANCE CORPORATION OF INDIA	901186	1.227	801186	1.091	MARKET SELL	801186	1.091		801186	1.091		801186	1.091	
6	THE NEW INDIA ASSURANCE COMPANY LIMITED	657765	0.896	657765	0.896		657765	0.896		657765	0.896		657765	0.896	
7	CHIRAG PARIKH	589417	0.803	492292	0.670	MARKET SELL	402857	0.549	MARKET SELL	379476	0.517	MARKET SELL	359261	0.489	MARKET SELL
8	DIMENSIONAL EMERGING MARKETS VALUE FUND	449629	0.612	449629	0.612		467952	0.637	MARKET BUY	467952	0.637		467952	0.637	
9	SAL CARE. PVT. LTD.	281300	0.383	281300	0.383		281300	0.383		281300	0.383		281300	0.383	
10	IDFC STERLING EQUITY FUND	0	0	0	0		0	0		0	0		1305000	1.777	MARKET BUY
11	*GHI LTP LTD	727335	0.990	727335	0.990		625157	0.851	MARKET SELL	565657	0.770	MARKET SELL	0	0.000	MARKET SELL
12	*ATYANT CAPITAL MANAGEMENT LIMITED A/C ATYANT CAPIT	618845	0.843	293896	0.400	MARKET SELL	86896	0.118	MARKET SELL	0	0.000	MARKET SELL	0	0.000	

* They have sold their entire holding in open market during the year



(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Directors and Key Managerial Personnel	At the beginning of the year (As on 1.4.2014)	Date wise Increase / Decrease in the Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	At the end of the year (As on 31.3.2015)
1	Dr. J N Singh, IAS (Director)	0	0	0
2	Dr. Sukh Dev (Director)	0	0	0
3	Shri J N Godbole (Director)	0	0	0
4	Shri G C Murmu, IAS (Director)	0	0	0
5	Ms. Pallavi S Shroff (Director)	0	0	0
6	Dr. Rajiv I Modi (Director)	0	0	0
7	Shri A M Tiwari, IAS (Managing Director and Chief Executive Officer)	0	0	0
8	Shri Atanu Chakraborty, IAS (Managing Director and Chief Executive Officer - upto 28.08.2014)	0	0	0
9	Shri D J Pandian, IAS (Director - upto 30.08.2014)	0	0	0
10	Dr. Hasmukh Adhia, IAS (Director - upto 13.11.2014)	0	0	0
11	Dr. Varesh Sinha, IAS (Chairman - upto 02.12.2014)	0	0	0
12	Dr. H B Patel (Chief Financial Officer)	0	200 Equity Shares (Market buy - 08.01.2015)	200
13	Shri Sanjay S Bhatt (Company Secretary)	0	0	0

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment as on 31st March 2015

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	21,979.90	0	0	21,979.90
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	51.29	0	0	51.29
Total (i+ii+iii)	22,031.19	0	0	22,031.19
Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	5,838.59	0	0	5,838.59
Net Change	5,838.59	0	0	5,838.59
Indebtedness at the end of the Financial Year				
i) Principal Amount	16,157.09	0	0	16,157.09
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	35.51	0	0	35.51
Total (i+ii+iii)	16,192.60	0	0	16,192.60



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

F.Y. 2014-15

Sr. No.	Particulars of Remuneration	NAME OF MANAGING DIRECTOR		Total Amount Rs.
		Shri Atanu Chakraborty, IAS (upto 28/08/2014) Rs.	Shri A M. Tiwari, IAS (from 29/08/2014) Rs.	
1	GROSS SALARY			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	11,60,950.00	11,60,950.00
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	-	23,848.00	23,848.00
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as a % of profit	-	-	-
	- Others, specify	-	-	-
5	Others, please specify - Charge Allowance	19,095.00	-	19,095.00
	- Washing Allowance	2,452.00	-	2,452.00
	TOTAL..... A	*21,547.00	*11,84,798.00	12,06,345.00
	Celling as per the Act. (@11% of Net Profit as per Section 197 of the Act.)	Rs. 2,506.46 Lacs		

* Part of the year

B. Remuneration to Other Directors

The Company pays only sitting Fees to other Directors for each meeting of the Board or Committee thereof attended by them.

F.Y. 2014-15

Sr. No.	Name	Sitting Fees paid		
		For Board Meetings (Rs.)	For Committee Meetings (Rs.)	Total (Rs.)
1	Dr. Varesh Sinha, IAS	45,000.00	20,000.00	* 65,000.00
2	Shri D J Pandian, IAS	15,000.00	35,000.00	* 50,000.00
3	Dr. Hasmukh Adhia, IAS	35,000.00	70,000.00	*1,05,000.00
4	Dr. J N Singh, IAS	10,000.00	20,000.00	*30,000.00
5	Shri G C Murmu, IAS	25,000.00	45,000.00	**70,000.00
6	Dr. Sukh Dev	15,000.00	70,000.00	@85,000.00
7	Shri J N Godbole	55,000.00	1,45,000.00	@@2,00,000.00
8	Ms. Pallavi S Shroff	NIL	10,000.00	@@@10,000.00
	TOTAL..... B	2,00,000.00	4,15,000.00	6,15,000.00
	Commission	NIL		
	Others, Please specify	NIL		
	Total Managerial Remuneration (A + B)			18,21,345.00
	Overall ceiling as per the Act			

* Sitting Fees deposited in Government Treasury.

** Sitting Fees deposited with Gujarat Industrial Investment Corporation Ltd. (GIIC).

@ Rs.8,500/- deducted towards TDS.

@@ Rs.20,000/- deducted towards TDS.

@@@ Rs.1,000/- deducted towards TDS.


C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD
F.Y. 2014-15

Sr. No.	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL		
		Dr. CA. H B Patel ED (Finance) & CFO Rs.	Mr. S S Bhatt CS & AGM (Legal & CC) Rs.	TOTAL Rs.
1	GROSS SALARY			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	28,75,679.00	19,33,128.00	48,08,807.00
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	86,581.00	63,400.00	1,49,981.00
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as a % of profit	-	-	-
	- Others, specify	-	-	-
5	Others, please specify			
	TOTAL	29,62,260.00	19,96,528.00	49,58,788.00

VII PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

TYPE	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give Details)
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		



MANAGEMENT DISCUSSION AND ANALYSIS

AN OVERVIEW OF INDIAN ECONOMY

The Indian economy during the Financial Year 2014-15 has emerged as one of the largest economies in the world with a promising economic outlook on the back of controlled inflation, decline in oil prices, increase in investments, rise in domestic consumption and commitment of the Government for continuity of ongoing reform process. The growth prospects for the Indian economy are firming up and the various estimates, including those by International Monetary Fund (IMF) and the Organization for Economic Co-operation and Development (OECD), indicate that India will be one of the fastest-growing economies in coming years. The "Composite Leading Indicators" released by the OECD on a monthly basis, designed to anticipate turning points in economic activities, has increased for India from 99 in September, 2014 to 99.5 in January, 2015. The IMF, attributing the revival in economy to positive policy actions, has projected the GDP growth rate to rise to 7.5% in 2015-16, from 7.3% in the Financial Year 2014-15, while the Government of India envisages a growth of 8.5% in 2015-16.

The Indian Economy grew 7.3% in Financial Year 2014-15. The industry sector has registered a growth of 5.9% whereas, service sector has registered growth of 10.6% in 2014-15 as compared to 4.5% and 9.1% during 2013-14 respectively. In case of agriculture and allied sectors, because of various reasons including suboptimal monsoon, the pace in growth has slowed down to 1.1% in 2014-15 as against 3.7% in 2013-14. All the major service sectors, including finance, insurance, realty and business services have exhibited sizable growth. Contribution of service sector in GVA (Gross Value Addition) has been constantly increasing in last 3 years from 49.6% in 2012-13 to 50.9% in 2013-14 and further to 52.7% in 2014-15. The share of agriculture and industry in GVA has remained moderate in last 3 years.

INDIAN CHLOR-ALKALI INDUSTRY AT A GLANCE

There are 34 active Chlor-Alkali Units in India. The production of Caustic Soda during the Financial Year 2014-15 has been approximately 27.45 Lacs MTPA. The products from the alkali industry are the basic raw materials for various industries like Alumina, Paper & Pulp, Soaps & Detergents, Pharmaceuticals, Dyes, Pesticides & Water Treatment etc.

The additional capacity of Caustic Soda in India during the Financial Year 2014-15 was about 1.58 Lacs MTPA mainly because of expansion of existing Plants.

However, due to fall in global Ethylene Dichloride (EDC) price, many Indian producers opted to import EDC which is the key input in the production of Poly Vinyl Chloride (PVC) as also due to new Chlor-Alkali capacity addition and expansion of existing ones, Chlorine demand remain depressed whereas supplies were in excess during the entire fiscal year. Depressed Chlorine demand and negative Chlorine values impacted overall capacity utilizations of Chlor-Alkali plants across the industry, which reduced domestic availability of Caustic Soda.

THE CAUSTIC SODA MARKET SCENARIO

Your Company is a multi-product Company, having 37 products in its basket, yet the major revenues are coming from Caustic Soda Group and therefore market scenario of Caustic Soda and Chlorine is of utmost importance to us.

The installed capacity of Caustic Soda in the country is about 34.30 Lacs MTPA as on 31.03.2015 as compared to 34.02 Lacs MTPA as on 31.03.2014. Out of the installed capacity of 34.30 Lacs MTPA, about 0.46 Lacs MTPA is based on Mercury Cell and remaining 33.84 Lacs MTPA on Membrane Cell. The Membrane Cell process is energy efficient as the power requirement is much less which is in the range of 2300-2450 kwh / MT as compared to Mercury Cell where it is around 3150-3300 kwh / MT. GACL has the advantage of having its entire production from Membrane Cell. However, now most of the medium and large scale Chlor-Alkali units have converted their plants to Membrane Cell Technology.

ABOUT GACL

The Company was established in 1973 and over a period of time, it has emerged as one of the largest producers of Caustic Soda in India with present installed production capacity of 4,29,050 MT of Caustic Soda as on 31st March, 2015 and enjoys the economies of scale. The Company has about 14% share in the domestic Chlor-Alkali market.

Your Company has achieved ISO 9001:2008 (Quality Management System), ISO 14001:2004 (Environment Management System), BS/OHSAS 18001:2007 (Operational Health & Safety Management System) in its pursuit for excellence and sustainable growth. The Quality Policy of the Company reflects its emphasis and commitments. Since inception, the Company has from time to time expanded its operations in Chlor-Alkali Sector and also diversified into several higher end products, through forward & backward integrations.

GACL has always ensured upgrading and adapting eco-friendly and green technologies while it ensured the capacity utilization of 89% in Caustic Soda during Financial Year 2014-15. Further, the Company has achieved optimum capacity utilization of more than 100% in some of the plants/products viz. Chloromethanes, Potassium Hydroxide and Aluminium Chloride. Whereas in Hydrogen Peroxide and Phosphoric Acid plants about 100% capacity utilization was achieved during the Financial Year 2014-15. Being a chemical manufacturing Company, GACL carries its passion for protecting the environment at every stage of its operation, keeping interest of Customers, Shareholders, Employees, Society and Nature.

The Company's products basket comprises total 37 products including Caustic Soda, Chlorine, Hydrochloric Acid, Hydrogen, Chloromethanes, Potassium Hydroxide, Potassium Carbonate, Phosphoric Acid (85%), Sodium Cyanide, Sodium



Ferro Cyanide, Hydrogen Peroxide, Calcium Chloride, Sodium Chlorate, Stable Bleaching Powder, Poly Aluminium Chloride, Anhydrous Aluminium Chloride, Toluene based chemicals, Chlorinated Paraffin Wax etc. The major revenues are derived from Caustic Soda Group and therefore, Caustic Soda and Chlorine market scenario has a wide impact on the Company's performance.

The Company's products are used by various industries viz. Textiles, Pulp & Paper, Soaps & Detergents, Alumina, Water Treatment, Petroleum, Plastics, Fertilizers, Pharmaceuticals, Agrochemicals, Plant Protection, Dyes & Dyes Intermediates, refrigeration gases, epoxy etc. and it has marked its presence across the globe even against stiff international competition by exporting its World class products viz. Aluminium Chloride, Hydrogen Peroxide, Caustic Soda Flakes and Prills, Caustic Potash Flakes, Sodium Cyanide, Benzyl Alcohol, Calcium Chloride Powder, Methylene Chloride, Poly Aluminium Chloride, Potassium Carbonate and Chlorinated Paraffin Wax to various Countries.

Production of Caustic Soda by electrolysis process is highly power intensive and the Company devised a sustainable strategy to meet its growing energy demands. Besides 90 MW gas based Captive Power Plant and participation in a 140 MW Joint Captive Co-generation Power Plant, the Company has taken major initiative for green energy by setting up Wind Farms for a total installed capacity of 125.75 MW as on 31st March, 2015. Further, the Company is in the process of installing 31 MW Wind Farm Project under Phase VIII and IX and upon commissioning, the total installed capacity will be 156.75 MW. The Company is aiming to meet substantial part of its power requirements through environment friendly sustainable renewable energy sources.

BUSINESS, OPERATIONS AND FINANCIAL PERFORMANCE

The total production of all the products of the Company has increased by 1.54% to 14,47,788 MT during the Financial Year 2014-15 from 14,25,853 MT in previous year. The production of Caustic Soda Lye, Caustic Potash Lye/Flakes, Liquid Chlorine, Chloromethanes, Phosphoric Acid, Hydrogen Peroxide, Aluminium Chloride, Poly Aluminium Chloride and Hydrochloric Acid has increased during Financial Year 2014-15 as compared to the previous year. However, the production of Caustic Soda Flakes / Prills has decreased during Financial Year 2014-15 mainly due to market conditions.

The Financial Year 2014-15 was a challenging year for Chlor-alkali sector. The price of Caustic Soda remained under pressure due to huge imports during most of the part of the Financial Year 2014-15. However, the Company was able to sustain the cut-throat competition due to its nation-wide distribution network, operational excellence, higher efficiency and well executed business strategy. During the Financial Year 2014-15, the Company has achieved highest ever productions in Caustic Soda, Chloromethanes and Hydrogen Peroxide at Vadodara Complex and highest ever productions in Hydrogen Peroxide, Poly Aluminium Chloride and Anhydrous Aluminium Chloride at Dahej Complex.

During the Financial Year 2014-15, your Company has achieved highest ever sales of Rs.2,157.17 crore (including Excise Duty), as against Rs.2,087.50 crore in the previous year.

The other operating income, for the Financial Year 2014-15 had been Rs.16.31 crore, as compared with Rs.13.21 crore for the previous year and the other income increased to Rs.48.95 crore as compared with Rs.30.26 crore for the previous year. The other income includes Rs.10.94 crore for receipt of dividend, Rs.28.51 crore towards interest income and Rs.8.41 crore towards profit on sale of investments.

The Earning Per Share (EPS) of Rs.31.03 per Share as on 31.03.2015 has been achieved as compared to Rs.25.20 per Share as on 31.03.2014. Cash Earning of Rs. 42.69 per Share has been achieved as on 31.03.2015 as compared to Rs.54.09 per Share as on 31.03.2014. Book value of Share has improved to Rs.286.14 per Share as on 31.03.2015 as compared to Rs.262.71 per Share as on 31.03.2014. The Return on Capital Employed at 10.80% has been achieved as on 31.03.2015 as compared to 9.18% as on 31.03.2014. During the year, the Company has decreased its total debts level to Rs.94.90 crore as on 31.03.2015 as compared to Rs.155.89 crore as on 31.03.2014, which resulted into improvement in the Debt : Equity Ratio to 0.05 : 1 as on 31.03.2015, as compared to 0.08 : 1 as on 31.03.2014. The Interest Coverage Ratio has decreased to 34.58 times as on 31.03.2015, as compared to 63.50 times as on 31.03.2014.

The overall Raw Material expenses have decreased to Rs.675.57 crore as compared with Rs.717.22 crore for the previous year, mainly due to reduction in consumption of Natural Gas for captive power plant at Dahej Complex due to replacement of captive power by low cost power from other sources. However, it has increased due to general increase in the procurement cost of various raw materials like Common Salt, Sulphuric Acid, Sodium Bi-carbonate, Aluminium Ingots, Hydrocyanic Acid, Barium Carbonate, Soda Ash, Hydrated Lime, ISO Amyl Alcohol and Natural Gas etc. Electricity charges have increased by 29.20% to Rs.482.52 crore in the current Financial Year from Rs.373.48 crore during the previous year mainly due to increase in external power consumption during the current Financial Year. Employees' remuneration has increased to Rs.166.99 crore as compared with Rs.151.44 crore for the previous year mainly due to restructuring of pay structure, normal increments and absorption of casual labourers under fixed term contract. Depreciation and amortization expense has decreased to Rs.98.06 crore in the current Financial Year as compared with Rs.150.65 crore for the previous year due to depreciation charged as per useful life of assets in accordance with the Schedule II of the New Companies Act, 2013. Other expenses (excluding power, fuel, Natural Gas and Water Charges) have increased by 8.46% to Rs.225.78 crore in the current Financial Year from Rs.208.16 crore for the previous year. The finance costs have increased to Rs.9.33 crore from Rs.6.35 crore in the previous year due to interest on ECB loan for Sodium Chlorate project now being treated as revenue expense upon commissioning last year.



During the Financial Year 2014-15, gross profit has decreased to Rs.322.87 crore from Rs.403.73 crore in the previous year. The Profit after finance costs but before depreciation and amortization (Cash Profit) has decreased to Rs.313.54 crore in the Financial Year 2014-15 from Rs.397.38 crore in the previous year. Your Company has achieved Profit Before Tax of Rs.215.48 crore for the Financial Year 2014-15 as compared with Rs.246.55 crore of the previous year. The Profit After Tax for the Financial Year increased to Rs.227.86 crore as compared to Rs.185.02 crore of the previous year due to MAT status and deferred tax reversals.

RESEARCH AND DEVELOPMENT

Our long term vision for Research and Development is to strategically align the activities with the present and future needs of the organization. Research and Development Department is continuously working in a direction to ensure that the organization maintains the competitive edge in terms of environment friendly technologies, product quality and total customer satisfaction.

The R & D activities are designed on new product / process development, process improvement, product variation, cost reduction, import substitutes, cooling water treatment, environment protection, water conservation etc.

In line with Company's long term business plan, the work continued on several products based on Hydrogen Peroxide. During the year, the Company has successfully developed Hydrogen Peroxide based process for Hydrazine Hydrate at pilot plant scale in collaboration with Indian Institute of Chemical Technology (IICT), Hyderabad. The work has already been started to commercialize the process.

The other focus areas have been to work out the innovative ways for the minimization and value addition of solid waste, effective measures to achieve zero liquid discharge and water recycling & conservation. Your Company has signed a Memorandum of Understanding with IICT, Hyderabad to jointly work in these areas.

The detailed studies are regularly carried out on raw material, in process streams, intermediates and final products to achieve the optimum productivity in terms of energy and raw material consumption as well as the quality of the final products.

R&D Department has successfully carried out the work in other areas, viz. cooling water treatment including the work on new formulations, cleaning formulations, electrolytic solution for on site Disinfectant solution generation, iodized salt field testing kit, and also providing technical services to operations in terms of corrosion and microbiological growth monitoring.

EXPANSION AND DIVERSIFICATION

The Company has taken up various projects for expanding its current product lines through de-bottlenecking and putting up additional capacities through new plants. The Company is also considering plans for introducing new products through forward integration.

Such projects include increasing the production capacity of Chloromethanes from 110 TPD to 170 TPD and of Potassium Hydroxide from 60 TPD to 120 TPD, both at Vadodara Complex.

The Company is putting up a new 800 TPD Caustic Soda Plant together with a Coal based Power Plant at Dahej as a Joint Venture with National Aluminium Company Ltd. (NALCO). For gainful utilization of Chlorine from this plant, a new Chloromethanes Plant and a new Phosphoric Acid Plant are also being considered to be put up at Dahej. Besides, the Company is planning to establish a Chlorine Park at Dahej from where Chlorine will be supplied to bulk consumer units through pipeline.

The commercial plant to manufacture 8000 TPA of Hydrazine Hydrate shall be put up after optimizing & stabilizing the process developed at the pilot scale.

In addition, the Company is also exploring the possibilities of putting up plants for producing new value added products having their applications in pharmaceuticals, cosmetics & personal care products, liquid detergent, epoxy resins etc.

The Company has been approached by Representatives of Government of Republic of Congo with a request to provide necessary guidance and assistance for putting up facilities in Republic of Congo for the manufacture of Chemicals, especially Fertilizers, Methanol and Caustic Soda, wherein the feasibility largely depends on the availability of Natural Gas at a competitive price. They have further requested the Company for equity participation in such projects. Their proposal for participation by GACL in such projects is being evaluated by studying various aspects such as availability of uninterrupted supplies of Natural Gas, Cost of Natural Gas, Cost of power, availability of Raw Materials, availability of various infrastructures, availability of skilled manpower, potential market in Republic of Congo and surrounding regions etc. After detailed study on these aspects, the Company will consider getting the Detailed Project Report (DPR) prepared by a reputed consultant and may further consider participation in such project depending on the outcome of the DPR and subject to receipt of the necessary approvals from the Government of State and Central level.

In order to continue promoting Green technology, the Company has further taken up Wind Farm Projects for 31 MW during the current Financial Year. A Wind Farm Project-Phase VIII with the capacity of 10.0 MW is expected to be commissioned by August 2015 and 21.0 MW Wind Farm Project-Phase IX is expected to be commissioned by November 2015. The total Wind energy generation capacity of the Company after implementation of these Projects will rise to 156.75 MW.

Following Projects were commissioned during the Financial Year 2014-15:

10.5 MW Wind Farm Project – Phase VI

10.5 MW Wind Farm Project Phase VI was commissioned on July 18, 2014 raising the installed Wind power capacity to 115.25 MW.

10.5 MW Wind Farm Project – Phase VII

10.5 MW Wind Farm Project Phase VII was commissioned on September 29, 2014 raising the installed Wind power capacity further to 125.75 MW.



RISK MANAGEMENT

Risk Management is the identification and measurement of risks, which can affect the Organisation and implementation of strategy for monitoring, controlling and mitigation of these risks by systematic actions in a planned manner. Continuous risk management is a pre-requisite for a sustainable growth and has to be integrated in day to day activities and decisions.

Adequate policy, procedures, checks and balances are put in place and steps are taken for earlier recognition and corrective measures to overcome the same. In case of external drivers, a continuous cost benefit analysis is done to take a proactive approach and safeguard the business outcome on a substantial basis. The Board reviews Risk Management Reports on quarterly basis.

During the year, the Company has constituted Internal Risk Management Committee comprising of senior executives of the Company who are heading respective departments viz. Finance, Manufacturing, Marketing, Purchase, Project, HR, Secretarial and Legal functions. The Executive Director (Fin.) & CFO is the Chairman of the Internal Risk Management Committee. The Internal Risk Management Committee reports to the Managing Director and the risks identified by the said Committee alongwith proposed mitigation actions are discussed periodically with the Managing Director. Out of the various risks identified by the Internal Risk Management Committee, the Audit Committee has identified certain critical risks, which are reviewed by Audit Committee and by the Board of Directors on quarterly basis. A Report on the steps taken to mitigate those critical risks is also submitted to the Audit Committee and the Board of Directors.

STRENGTHS, OPPORTUNITIES & THREATS / RISKS & CONCERNS

The strengths of the Company are economies of scale, state of the art eco-friendly technologies, extensive usage of renewable energy, integrated down stream plants, strong network for Marketing and Distribution, In-house Research and Development facilities, proximity to major raw material source and markets etc. However, economical power supply has been a major area of concern during the year under review.

The Company has followed a business plan for growth and sustained performance. The Company has continued to concentrate both on top and bottom lines. The increase in net sales by 2.60%, increase in other income, decrease in insurance cost and decrease in consumption of natural gas, are the main factors for contributing profitability of the Company, during the Financial Year 2014-15. However, due to increase in power and utilities cost, employees cost, increase in raw material and packing material cost and job work / processing charges and lower contribution from Caustic Soda group, Cyanide group, Hydrogen Peroxide, Aluminium Chloride and Chloro Toluene, the profitability of the Company for the year under review has been adversely affected.

The manpower of the Company with high morale and motivation always endeavours to bring better results. However, in next 3 to 4 years, considerable numbers of employees will

retire from services of the Company due to superannuation. The Company is in process of identifying succession plan and will implement the same in due course of time. Keeping in view, the current trends of Indian and global economy, the time ahead may prop-up newer hurdles. To overcome such hurdles, the Company has planned new projects during next 3 to 4 years, to diversify, add new products, enlarge portfolio and expand its existing capacities. The Company is also considering various Chlorine / HCL based projects so that the production of Caustic Soda can be optimized. It will also enable us to consolidate and maintain our prime position in Chlor-Alkali and other integrated downstream products. Our continuous efforts to upgrade the technology has enabled us to optimize the cost of production and increasing revenues. Our commitment to deliver quality products to the customers has ensured that our products are well accepted, both in India and abroad. The customers are assured of timely delivery of quality products through its well-established marketing network.

The Company is operating in a competitive market both in domestic and international sector. However, the increasing cost of power and utilities and impact of appreciation of USD on the cost of imported materials such as Rock Phosphate and Potassium Chloride etc. are the areas of concern. The Company's total Wind Energy Generation Capacity has now gone up to 125.75 MW to augment its power requirement with eco-friendly renewable energy which will further increase to 156.75 MW in 2015-16. Further, the Company has also taken actions to source power from IPPs on bilateral arrangements. In the international market, the Company competes with manufacturers in China and Middle East, who have their own typical location advantages with respect to energy cost and size of operations. Domestically, the import of several items is becoming cheaper with reduction in custom duty.

Globally for Chlor-Alkali Industry, Chlorine is the driving product whereas in India, Caustic Soda is the driving product. Hence, Indian Industry faces competition from cheaper imports with reduction in custom duty. To protect against unfair competition in products like Caustic Soda Lye / Flakes and Potassium Carbonate, the Indian manufacturers had approached the Designated Authority to impose Anti-dumping duty against such imports and Anti-dumping duty has been imposed on imports of these products from various countries.

All Chemical products generally pass through cyclic phase. While some products are in short supply, some others do not move satisfactorily. Owing to availability of 37 products in its basket, the products in short supplies provide some leverage against slow moving products.

The Company had only single source procurements for the raw materials viz. : Rock Phosphate from Jordan and Potassium Chloride from Canada. The Company has successfully started using Rock Phosphate of Morocco origin blending with the Rock Phosphate from Jordan. Efforts are on to search for other suppliers of the above materials of technical suitability for the designed plant at present, through domestic dealers / foreign suppliers.



During the current Financial Year, the Company has temporarily shut down its Sodium Cyanide Plant due to non-availability of raw material, viz. HCN, from the single supplier by pipeline. The Company shall resume the production of Sodium Cyanide, as soon the raw material, viz. HCN is available from supplier. The Company is in dialogue with the supplier for resumption of production.

The Calcium Chloride Plant of Vadodara Complex has been incurring losses and in order to improve the profitability, the Company decided to close the said plant and mothball it for some time till the mode of disposal of the plant is decided. The Company is exploring the options to sell or otherwise dispose off the plant. This plant is having a very small capacity and was set up mainly to consume the excess Chlorine and Hydrochloric Acid.

In Financial Year 2014-15, the Company has received a demand notice for Rs.42.07 Crore from GAIL India Limited (GAIL) under take or pay clause (Pay if not Taken Liability Clause) under the long term Gas Supply Agreement entered into between the Company and GAIL. The Company has filed petition before the Hon. High Court of Delhi under the Arbitration and Conciliation Act to protect its interest.

As a part of the ongoing expansion and cost reduction, the Company has embarked upon increasing its capacity for renewable energy generation through Windmills from 125.75 MW as at end of March 2015 by additional 31 MW during Financial Year 2015-16 making a total capacity of 156.75 MW. To part finance the cost of the expansion, the Company has availed during Financial Year 2015-16 financial assistance by way of External Commercial Borrowing (ECB) of USD 30 Million from The Hongkong and Shanghai Banking Corporation Limited, Hong Kong for the tenure of seven years including moratorium period of two years. The Company has opted the above financial assistance instead of Rupee Term Loan with a view to minimise the interest outgo. The said ECB Loan has been kept unhedged considering low risk profile of the Company.

MARKETING STRATEGY

The Company deals in marketing of Caustic Soda (Lye, Flakes and Prills), Liquid Chlorine, Hydrochloric Acid, Chloromethane, Hydrogen Peroxide, Caustic Potash (Lye and Flakes), Sodium Cyanide, Sodium Ferro Cyanide, Potassium Carbonate, Phosphoric Acid, Aluminum Chloride, Calcium Chloride Powder, Chlorinated Paraffin, Poly Aluminum Chloride, Chloro-Toluene, Sodium Chlorate etc.

Most of the plants are integrated in such a way that part of finished product of one plant is consumed as a raw material in other plant. The Company thus enjoys some leverage over its competitors due to its integration philosophy.

As a value addition to Hydrochloric Acid, the Company has commissioned Poly Aluminum Chloride (PAC) and been able to

capture sizable domestic market for various grades of PAC, as a value addition to Hydrochloric Acid.

The Company has also put up Stable Bleaching Powder facility as a value addition to Chlorine at Dahej Complex and the production is optimized and our product has been widely accepted among various segments like Water Treatment plants, Disinfection, Aquaculture etc. across India.

Further, the Company has successfully started its Sodium Chlorate Plant at Dahej, which finds applications primarily in Paper & Pulp Industry for "Elemental Chlorine Free Bleaching".

Gujarat is predominantly an industrial state, which contains a number of large, medium & small businesses units in the Chemical, Petrochemical, Plastics, Textile and Fertilizer & other Industries.

As a part of market development, the emphasis is to interact with customers and develop new market potential for the products. Providing prompt after sales service as and when required is part of this strategy and this helps the Company to increase the volume especially for new products.

GACL is also exporting some of its products, viz. Caustic Soda Flakes, Caustic Soda Prills, Potassium Hydroxide Flakes, Hydrogen Peroxide, Liquid Chlorine, Aluminum Chloride, PAC and CPW to Europe, West Asia, South East Asia, Africa, Middle East/Far East, Australia, SAARC countries etc.

The Company is facing import threat and dumping of various products at low prices, which affects its capacity utilization, prices etc. and is pro-actively taking corrective action for imposition of Anti Dumping Duty within the WTO guidelines.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has taken pro-active approach for various activities related to increase in export volume, revenue and the development of new export markets for existing and new products.

In the current Financial Year also, the Company targets at wider markets for export of various products including HCL.

SAFETY & ENVIRONMENT

Our commitment to safety and preservation of environment has been encompassed in our "Quality Health, Safety and Environment (QHSE) Policy". The Company has achieved a new record of more than 4268 Accident Free Days at Vadodara as on 31.03.2015.

The Company has implemented elaborate Environment Management System (EMS), Occupational Health & Safety (OH & S) Plan and has embarked on continual improvement. TUV (India) Private Limited has granted ISO 9001 : 2008, ISO 14001 : 2004 and BS/OHSAS 18001 : 2007 Integrated Management System Certificates and Energy Management 50000 Certificate to the Company. The Company has continued its emphasis on safety awareness for its employees, contract labourers, customers handling our products and among communities in neighbourhood of our plants. The Company regularly organizes safety awareness programme for the



employees, contract labourers etc. The Company has also initiated a unique concept of "Plant Healthiness Check-up" to identify and address weakness of the manufacturing facility.

The Company has also its Emergency Planning and Response (ERP) System to minimize effect of any Emergency like situations. Preparedness and response to this ERP is checked periodically by conducting Mock-drill.

Adequate steps have been taken for Pollution Control, Green Belt Development besides due compliance with statutory requirements for the protection of environment. In Vadodara Complex, green belt has been developed and maintained in 28 acres of land having about 27,800 trees of various varieties. The Company has also developed and maintained about 30000 sq. mtrs. green area including lawn gardens in the Plant area.

A recharge Bore Well has been constructed for harvesting rainwater to effectively recharge ground water table and raising the ground water level.

In the Dahej Complex of the Company, a large area has been covered by development and maintenance of green belt, landscaping, Flora & Fauna, rainwater harvesting and natural ponds. The Company has undertaken water conservation by channelizing cooling tower blow down, treated sewage and drip irrigation. Nearly 33,275 nos. of trees planted and 40,356 sq. mtrs. Garden developed till 31.03.2015 at Dahej Complex.

The canteen and garden waste is being converted into organic manure through in-house vermi-composting facility on regular basis at both the complexes.

The product, Carbon Tetrachloride (CTC) comes under Ozone Depletion Substance (ODS) Rules, (2000) as per the guidelines of Montreal Protocol framed by Government of India. Under these Rules, production of CTC for non-feed stock application has been phased out while production of CTC only for feed stock application is continued.

A step further to its environment preservation philosophy and commitments, the Company is seriously exploring possibility of achieving Zero Liquid Discharge (ZLD) status for its liquid effluent stream.

CORPORATE SOCIAL RESPONSIBILITY

Your Company, during the year under review, has continued to fulfil its Corporate Social Responsibilities to enhance Human Development Index (HDI) by undertaking various thematic activities in various areas. Promoting inclusive growth has been a priority area for GACL from both a social and business perspective. The Company strives to make a difference to its customers, to the society and to the nation's development directly through its products and services, as well as through its development initiatives and community outreach.

Your Company always comes forward with relevant aid to the society at large; one of such initiative has taken up to provide underground drainage network and sewage treatment plant facility for entire Dahej Village which is in a close proximity of our Dahej Complex. Such an initiative by the Company was in

line with our State Government's coveted dream of 'NIRMAL GUJARAT'. In line with the same, during The Vadodara International Art and Culture Festival (VadFest 2015), your Company has also contributed to 'Art & Culture Foundation', Vadodara towards sponsoring 10,000 students playing drums for 'Swachchhata Ahwan' (Awakening the Nation) for Cleanliness.

Education and education related promotional activities are closely monitored by your Company. Many such activities were taken up by the Company by providing financial assistance for providing school bag kits with necessary stationery items during Kanya Kelavani & Shala Praveshotsav – 2014 to the schools children of Tal. Kaprada Dist. Valsad and at Naswadi Dist. Vadodara. Moreover, the Company has also sponsored lunch for graduating students and their parents during the 3rd Convocation Ceremony of Pandit Deendayal Petroleum University (PDU) and has also extended financial assistance to Indian Institute of Technology, Gandhinagar (IITGN) towards sponsoring Blithchron'15 - the Annual Cultural Festival organized by the Student of the institute. The Company has provided Multimedia System (MMS) for Schools of surrounding area of our Baroda Complex through Society for Village Development in Petrochemicals Area (SVADES) and has sponsored the English language training for 100 Officials of Vadodara Police force; an initiative of Society for Creation of Opportunity through Proficiency in English (SCOPE).

The Company has taken initiative for the noble cause of helping children with learning difficulties such as Dyslexia, Dyscalculia and Dysgraphia by extending financial assistance to Osmosis Centre and Education Games Library Trust, Bharuch. Similarly, the Company sponsored food during "Navrachana Vishesh Kreed Mahotsav": National level Basketball Tournament for Mentally Challenged Young Sports persons, organized by Navrachana Education Society (NES). The Company has also contributed Teesari Aankh Network News (TNN) – Vadodara towards organizing Navratri Garba Mahotsav-2014 for specially abled children.

Efforts to uphold the cultural legacy were also embarked upon to preserve our cultural heritage. The Company has extended financial assistance to Komal Nishad Charitable Trust for organizing festivals of Indian classical music featured internationally reputed artists.

With a view to provide nutritive and hygienic Mid Day Meal to about 1 lac children of Government Schools and Government Aided Schools of Vadodara District, in Financial Year 2014-15 also the Company has supported the project - implemented and monitored by "The Akshaya Patra Foundation".

Your Company has also taken care of promoting sports and related activities by supporting Vadodara Badminton Lovers Association, Vadodara (VBLA) towards first badminton tournament - 'VBLA Senior Team Doubles Championship'. Supported Hockey Gujarat towards organizing 4th Sub Junior



Hockey National Tournament 2014 - Men and extended financial assistance to The Table Tennis Association of Baroda (TTAB) towards sponsoring Advance Table Tennis Coaching Camp 2014 and also co-sponsored its Inter District Table Tennis Championships - 2014. The Company has also supported Baroda District Basketball Association by sponsoring Gujarat State Youth Basketball Championship 2014.

HUMAN RESOURCES DEVELOPMENT

Employees are the primary assets for any organization. The Company comprehends this assessment. We believe in enriching every individual working with us and it has become an integral part of our work culture. We believe in, 'practice makes perfect' and to increase the efficiency level of the employees; we plan regular trainings and development programmes. In the Financial Year 2014-15, the Company conducted 103 training programmes for our employees.

For the smooth operation of any organization, it is crucial to have harmonious Industrial Relations. The Company has made insistent efforts in achieving harmonious industrial relations in its true sense.

AWARDS AND RECOGNITIONS

The Company is a proud recipient of Safety Awards – 2013 – "SURAKSHA PURASKAR" awarded by National Safety Council of India for developing and implementing very effective management systems and procedures in October, 2014 for its Vadodara Complex.

INFORMATION TECHNOLOGY

GACL considers the effective use of Information Technology (IT) and business analytics to be essential in raising productivity and achieving excellence in its business operations.

GACL believes that IT is an important enabler for integration of all activities, ensuring transaction efficiency, integrity, transparency and control. The Company has implanted its IT initiatives to corroborate its vision and business plan.

The Company has Enterprise Resource Planning (ERP) in place, which is backbone for its information base. The Vadodara and Dahej Complexes of the Company are connected through reliable WAN with solution implemented to get almost 100% uptime. A Decision Support System (DSS) is also implemented in addition to ERP, which helps top management in taking strategic and timely business decisions. Management has adopted a total transparent system of business with optimal use of the state of art technologies and IT tools. It also provides information required by its business partners through website.

The Company has its own mail server to achieve fast and reliable messaging solutions. Information about Company is available on its website: www.gacl.com.

NEW INITIATIVE

In a first of its kind endeavor, GACL has begun transporting Caustic Soda Lye (CSL) and other value added liquid products from its Dahej Plant through a specially constructed pipeline to the Dahej Railway yard. The products then will be loaded into Rail containers at the yard, for onward transportation to the destined consumers, pan-India. The 1.6 kilometer long pipeline is an investment towards meeting the long distance logistic requirements of various consumers for optimizing logistic cost.

This step will increase GACL's presence on pan-India basis at competitive prices. The new pipeline infrastructure will also reduce the transfer time of liquid products into rail cargo, which will bring down overall costs and results into simplification of the entire process of safe loading of various liquid products.

In order to balance Western market, we have taken some initiatives and explored market in Eastern part of India and accordingly, we have successfully executed supplies to M/s. NALCO and M/s. SESA GOA, Orissa, through Rail racks.

We have also successfully executed supplies of Caustic Soda Lye to Nagpur (Maharashtra) through Rail racks, where we have established our new Consignment Centre. This step has strengthened our position in that far distant market, where transportation cost is a major constraint.

We have also explored another logistic option i.e. Sea route and accordingly, all arrangements have been made to store required quantum of CSL at the storage tank of GCPTCL, Dahej (hired by us for such transactions) and successfully dispatched to M/s. NALCO, Orissa by ship through Sea route.

CAUTIONARY STATEMENT

The Company assumes no responsibility in respect of forward looking statements, expectations and assumptions herein which may undergo changes in future on the basis of subsequent development, information, or unforeseen circumstances or force majeure events. This shall not be considered as investment guidance or advise or invitation. The readers are advised to make their own independent assessment and judgement.

For and on behalf of the Board

**Sd/-
(A.M. Tiwari)
Managing Director**

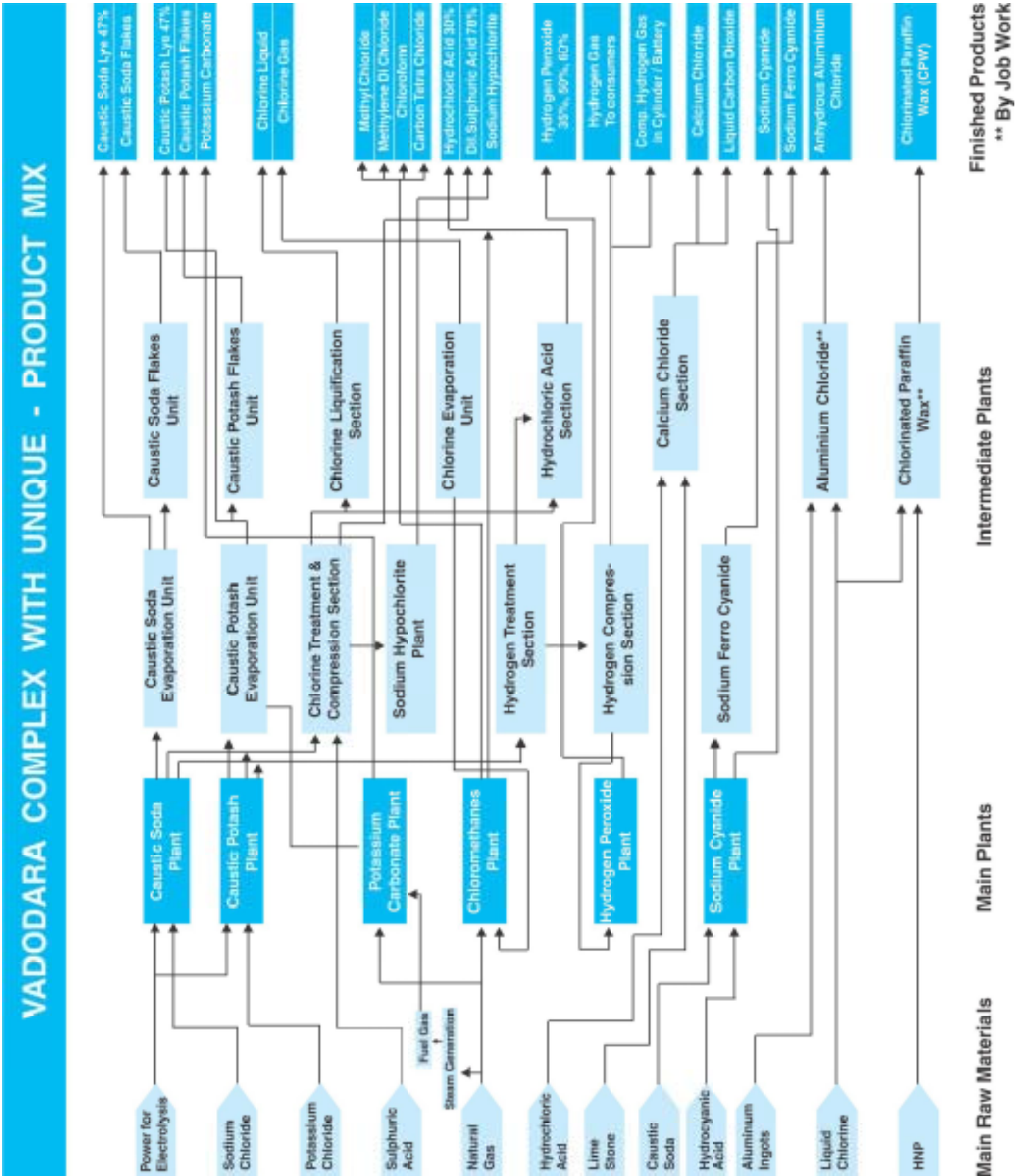
**Sd/-
(Dr. J.N. Singh)
Director**

Place: Gandhinagar
Date : 6th August, 2015



QUANTITATIVE DATA FOR TEN YEARS :

PARTICULARS	UNIT	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
PRODUCTION :											
CAUSTIC SODA LYE	MT	383834	379846	364733	383690	415124	414094	378276	398499	354266	310470
CAUSTIC SODA FLAKES	MT	124531	134593	137958	143809	166705	169594	137012	151761	135061	134346
CAUSTIC SODA PRILLS	MT	9237	17406	14976	16747	20822	18204	18902	13760	15118	11629
CHLORINE GAS / LIQUID	MT	353295	348380	333206	354942	382713	380236	346027	363911	325893	286995
HYDROCHLORIC ACID (30%)	MT	338211	326429	303920	273522	293329	313810	325379	331295	322009	303674
CAUSTIC POTASH LYE	MT	20915	18728	15906	23722	23596	21121	17206	17153	19008	18858
POTASSIUM CARBONATE	MT	5912	7001	6476	10553	11945	11002	6297	6546	9925	11046
CAUSTIC POTASH FLAKES	MT	13025	10234	7867	11891	11841	10315	10900	9940	9598	7066
CHLOROMETHANES	MT	38530	37888	34417	36026	35626	34558	31773	30914	27268	26166
SODIUM CYANIDE	MT	1549	1898	1844	2644	2635	2802	2039	2271	2457	2318
PHOSPHORIC ACID (85%)	MT	25732	25075	24125	23191	23645	21386	24160	28286	25928	24730
HYDROGEN PEROXIDE (100%)	MT	38127	29039	31329	27465	26304	26804	24359	17393	13126	13225
ALUMINIUM CHLORIDE	MT	29573	29189	23823	25542	27249	19891	18464	10558	9366	7638
CALCIUM CHLORIDE	MT	6889	9169	8204	8822	8789	8762	6768	6621	4266	6105
POLY ALUMINIUM CHLORIDE	MT	30022	27792	25903	28638	28972	22786	18714	13564	5226	-
CHLORINATED PARAFFIN WAX	MT	7860	8004	8577	7862	6943	7780	4833	4381	906	-
CHLORO TOLUENE PRODUCTS	MT	6570	6154	4821	4107	1649	91	-	-	-	-
STABLE BLEACHING POWDER	MT	8999	9006	6456	3304	139	-	-	-	-	-
SODIUM CHLORATE	MT	4977	22	-	-	-	-	-	-	-	-
POWER GENERATION	MU KWH	199.82	354.68	475.33	633.14	730.82	783.37	651.28	703.62	737.42	722.34
POWER GENERATION - WIND FARM	MU KWH	207.63	173.79	184.54	164.13	153.58	128.59	46.37	4.94	-	-
SALES :											
CAUSTIC SODA LYE	MT	237720	222274	193874	211060	215028	211977	209965	218923	192536	154755
CAUSTIC SODA FLAKES	MT	125811	136076	135119	144648	165938	169356	138172	151576	135094	133316
CAUSTIC SODA PRILLS	MT	9764	16828	15481	16553	20617	18194	19059	13942	14759	11540
CHLORINE GAS / LIQUID	MT	268066	265875	257897	283552	305886	296665	259057	272446	237476	207788
HYDROCHLORIC ACID (30%)	MT	301045	291099	270689	230671	251508	273983	291302	298472	284021	270564
CAUSTIC POTASH LYE	MT	3637	2886	3420	3419	2613	2161	1916	2409	1710	2904
POTASSIUM CARBONATE	MT	6414	6379	7250	10061	12196	10550	6524	6512	9634	11126
CAUSTIC POTASH FLAKES	MT	13104	10041	8401	11677	11747	10170	11384	9554	9603	6937
CHLOROMETHANES	MT	39990	39360	32401	34916	35377	34719	32663	30174	27184	26143
SODIUM CYANIDE	MT	1448	1854	1911	2407	2648	2637	1994	2270	2458	2361
PHOSPHORIC ACID (85%)	MT	27228	24312	25656	22491	24051	21633	21690	29015	27019	22963
HYDROGEN PEROXIDE (100%)	MT	37735	28932	31018	27824	25871	26981	24382	20433	13269	13455
ALUMINIUM CHLORIDE	MT	29988	29095	25114	23607	25966	22455	16618	10953	9225	7758
CALCIUM CHLORIDE	MT	7376	8799	8995	8300	8809	8398	6802	7080	5622	9357
POLY ALUMINIUM CHLORIDE	MT	29647	28394	26530	30013	31345	23956	22701	14598	5251	-
CHLORINATED PARAFFIN WAX	MT	8410	7501	8611	7783	7158	7800	4603	4502	764	-
HYDROCHLORIC ACID - CP	MT	13193	13595	14559	12837	11682	12912	8225	7493	1546	-
BENZYL CHLORIDE	MT	2698	2447	2067	1718	1172	91	-	-	-	-
BENZYL DEHYDE	MT	968	744	547	366	178	-	-	-	-	-
BENZYL ALCOHOL	MT	3062	2704	2626	1455	165	-	-	-	-	-
HCL FROM HBC	MT	11701	12024	7164	2772	1797	-	-	-	-	-
SODIUM CHLORATE	MT	4879	-	-	-	-	-	-	-	-	-
STABLE BLEACHING POWDER	MT	8998	8984	6476	3131	74	-	-	-	-	-
POWER TO GRID	MU KWH	5.91	13.26	33.90	28.64	34.13	44.99	7.60	4.13	54.16	179.35
SALES VOLUME (EXCL. INTER-UNIT)	Rs./Cr.	1931.81	1882.85	1794.31	1698.22	1423.17	1278.08	1386.82	1133.63	1044.84	944.10

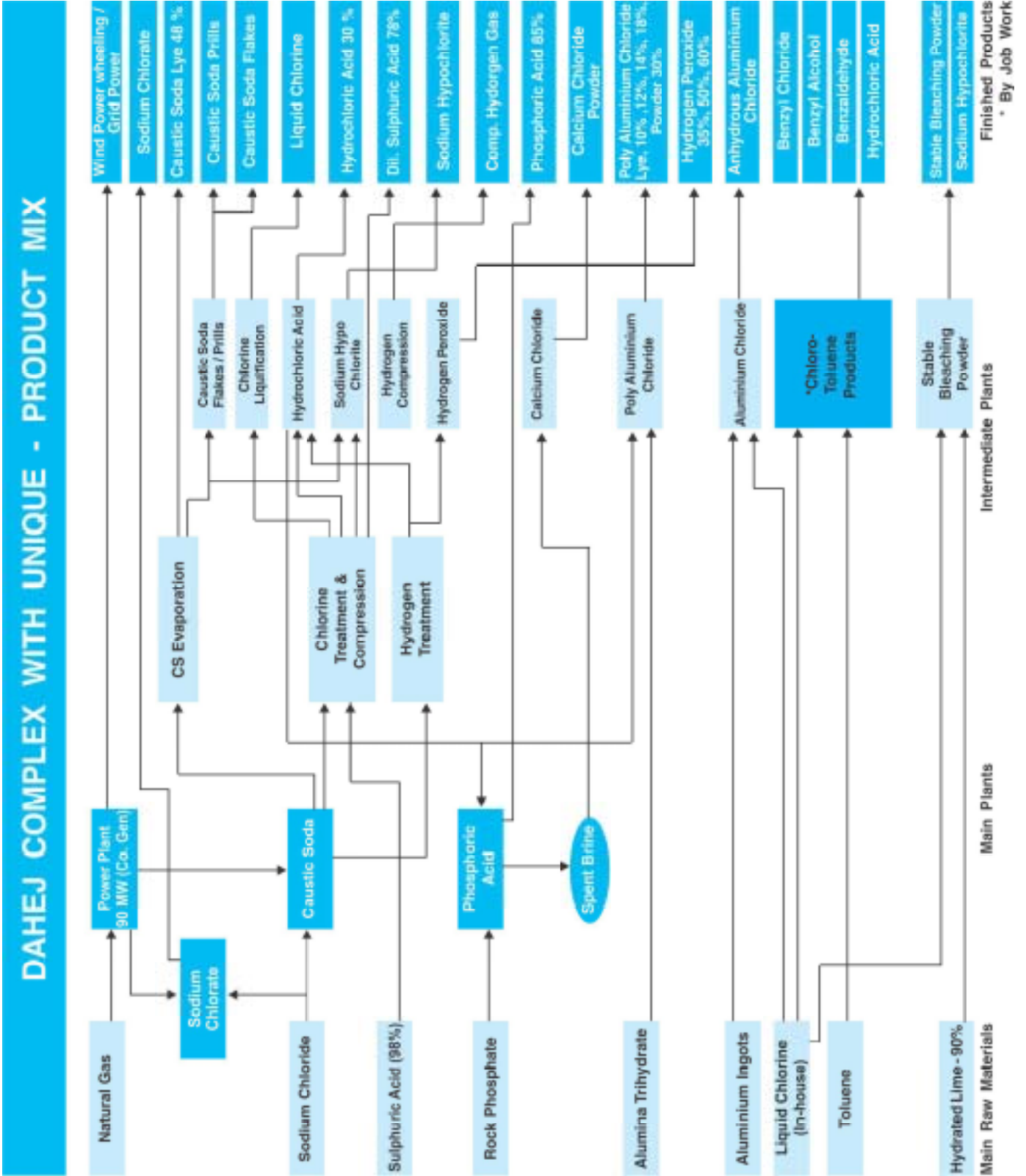


Finished Products
** By Job Work

Intermediate Plants

Main Plants

Main Raw Materials





FINANCIAL HIGHLIGHTS OF TEN YEARS

PARTICULARS	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
OPERATING RESULTS [Rs. in Lakhs]										
GROSS INCOME	1,99,707	1,92,632	1,83,330	1,72,274	1,44,669	1,33,371	1,44,810	1,20,586	1,08,698	97,713
GROSS PROFIT	32,287	40,373	51,402	41,129	28,127	29,019	40,191	39,884	39,880	41,252
FINANCE COSTS	933	635	834	2,053	2,117	1,748	2,459	2,532	3,773	3,936
DEPRECIATION AND AMORTIZATION EXPENSE	9,806	15,065	15,152	15,115	13,312	12,155	10,943	9,896	8,732	7,847
PROFIT/(LOSS) BEFORE INVESTMENT ALLOWANCE RESERVE & TAXATION	21,548	24,673	35,416	23,961	12,698	15,116	26,789	27,456	27,375	29,469
PROVISION FOR IMPAIRMENT OF ASSET	-	-	-	-	-	-	471	-	-	-
PRIOR PERIOD ADJUSTMENTS (NET)	-	18	14	20	(13)	488	188	(95)	26	(1)
OTHER EXCEPTIONAL ITEM	-	-	1,719	1,599	-	-	-	-	-	-
PROFIT/(LOSS) BEFORE TAX	21,548	24,655	33,683	22,342	12,711	14,628	26,130	27,551	27,349	29,468
PROVISION FOR TAXATION :										
- CURRENT INCOME TAX-MAT	4,333	-	-	-	2,387	2,370	2,885	-	-	-
- DEFERRED INCOME TAX	(1,195)	1,358	882	1,139	(307)	3,848	3,980	1,788	809	2,866
- PROVISION FOR TAXATION INCLUDING WEALTH TAX	-	6,730	10,238	5,842	-	-	-	3,312	7,849	6,666
- UNDER FRINGE BENEFIT TAX	-	-	-	-	-	-	38	43	35	139
- MAT CREDIT ENTITLEMENT	(4,333)	-	-	-	(799)	(2,369)	-	-	-	-
- EXCESS PROVISION FOR INCOME TAX OF EARLIER YEARS WRITTEN BACK	(43)	(1,935)	(972)	-	-	(6,405)	-	-	-	-
PROFIT/(LOSS) AFTER TAX	22,786	18,502	23,535	15,361	11,430	17,184	19,227	22,408	18,656	19,797
DIVIDEND	3,304	2,937	2,570	2,203	2,203	2,203	2,203	2,570	1,836	1,469
TAX ON DIVIDEND	673	499	437	357	357	366	374	437	279	206
RETAINED EARNINGS/(LOSS)	18,809	15,066	20,528	12,801	8,870	14,615	16,650	19,401	16,541	18,122
SOURCES AND APPLICATION OF FUNDS [Rs. in Lakhs]										
SOURCE OF FUNDS :										
SHARE CAPITAL	7,344	7,344	7,344	7,344	7,344	7,344	7,344	7,344	7,344	7,344
RESERVES & SURPLUS	2,06,324	1,89,029	1,73,963	1,53,435	1,40,634	1,31,764	1,17,149	1,00,499	81,504	64,964
BORROWINGS (NET)	9,490	15,589	21,065	31,144	35,216	32,324	33,523	31,547	40,062	47,260
OTHER LONG TERM LIABILITIES	-	-	1,781	1,628	857	-	-	-	-	-
LONG TERM PROVISIONS	5,534	4,936	4,275	2,672	2,710	-	-	-	-	-
DEFERRED TAX (NET)	31,657	33,632	33,471	32,589	31,450	31,757	27,909	23,928	22,141	21,332
TOTAL FUNDS EMPLOYED	2,60,349	2,50,530	2,41,899	2,28,812	2,18,211	2,03,189	1,85,925	1,63,318	1,51,051	1,40,900
APPLICATION OF FUNDS :										
FIXED ASSETS (GROSS)	3,64,001	3,44,305	3,42,157	3,17,665	2,98,149	2,87,996	2,58,220	2,26,049	2,03,253	1,87,648
DEPRECIATION	1,91,683	1,79,825	1,65,716	1,53,390	1,41,260	1,27,100	1,09,518	99,668	89,923	81,314
FIXED ASSETS (NET)	1,72,318	1,64,480	1,76,441	1,64,275	1,56,889	1,60,896	1,48,702	1,26,381	1,13,330	1,06,334
INVESTMENTS	19,314	18,184	17,233	16,108	15,620	14,051	11,728	12,051	12,232	12,249
LONG TERM LOANS AND ADVANCES	23,605	18,388	3,436	10,763	9,968	-	-	-	-	-
OTHER NON-CURRENT ASSETS	1,545	2,126	4,158	2,742	2,231	-	-	-	-	-
CURRENT ASSETS (NET)	43,567	47,352	40,631	34,924	33,503	28,242	21,806	20,952	22,561	20,349
MISC. EXP. TO BE WRITTEN OFF	-	-	-	-	-	-	3,689	3,934	2,928	1,968
TOTAL FUNDS APPLIED	2,60,349	2,50,530	2,41,899	2,28,812	2,18,211	2,03,189	1,85,925	1,63,318	1,51,051	1,40,900
DEBT EQUITY RATIO	0.05 : 1	0.08 : 1	0.12 : 1	0.20 : 1	0.24 : 1	0.24 : 1	0.28 : 1	0.30 : 1	0.47 : 1	0.67 : 1
AMOUNT PER EQUITY SHARE OF RS.10/- [in Rs.]										
EARNING PER SHARE	31	25	32	21	15	23	26	30	25	27
SALES PER SHARE	263	256	244	231	194	174	189	154	142	160
DIVIDEND	4.50	4.00	3.50	3.00	3.00	3.00	3.00	3.50	2.50	2.00
BOOK VALUE	286	263	242	214	197	185	164	141	117	96
MARKET PRICE :										
HIGH	237	222	217	167	146	156	204	275	255	168
LOW	155	141	115	119	106	59	53	112	107	120



CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance in accordance with the provisions contained in Clause 49 of the Listing Agreement is set out below:

A. MANDATORY REQUIREMENTS

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

At GACL, the Corporate Governance philosophy stems from the belief that good and sound Corporate Governance practices are necessary for sustainable business that aims at generating long-term value for all stakeholders. As a value-driven organization, it has adopted a transparent, ethical and robust Governance framework, which helps enhance efficiency as an important catalyst in driving business growth across parameters and boost stakeholders' confidence. Our Corporate Governance principles are fairness, transparency, ethical processes and good practices. The Core values of the organization include Safety & Environment, Quality, Trust, Social Responsibility, Leadership and Excellence.

GACL recognizes the importance of transparency and integrity in dealings at all levels. The Company believes that the goodwill resulting from implementing a code of business ethics will, in perpetuity, translate into economic gains. Stakeholders rate the companies that are managed properly and also have better Corporate Governance, which ensures the optimum use of the human, physical and financial resources of an enterprise. We have integrated ethics into our corporate culture and we concentrate on putting appropriate Corporate Governance mechanisms in place.

The Company has inter-twined the ethical and social elements with its operating philosophy business model. The Corporate Social Responsibility of the Company is the unmistakable deliberate inclusion of public interest into corporate decision making and honoring the Mother Nature besides the interests of the other stakeholders. The Company achieves its objective of being socially responsible through sustainable business practices, by meeting or exceeding the expectations of all its stakeholders, including neighbouring villages.

2. BOARD OF DIRECTORS:

2.1. COMPOSITION OF THE BOARD :

The Board of Directors comprises of total seven(7) Directors as on 31st March, 2015. The Managing Director is an Executive and Non-Independent Director, all other Directors are Non-Executive Directors, of which, four(4) Directors are Independent Directors including one Woman Director.

The Brief Profile of the existing Directors is as under:

Dr. J N Singh, IAS, Non-Executive Director : Dr. J N Singh, IAS is Additional Chief Secretary, Finance Department, Government of Gujarat and is holding additional charge of the post Additional Chief Secretary to Government, General Administration Department (Personnel). He has served largely in Infrastructure & Finance Sectors, having Industrial Infrastructure, Power, Telecom, information Technology, Highways, Water etc. He has a wide and varied experience in various Departments of Government of Gujarat and Government of India. He was Jt. Managing Director of GIDC, Member of Gujarat Electricity Board and Managing Director of Sardar Sarovar Narmada Nigam Ltd. He was Director (Marketing) of GACL during the period from 22.04.1995 to 01.09.1995.

Dr. Sukh Dev, Independent Director : Dr. Sukh Dev is a veteran scientist. He has been honored with the "PADMA BHUSHAN" award by the Government of India in the field of Science and Engineering. He has fifty-four patents registered in his name covering a range of products and processes in the fields of drugs, aroma chemicals, pesticides etc. His wide ranging researches have made significant contribution in the field of Organic Chemistry. He has authored various research publications, books and articles.

Shri J N Godbole, Independent Director : Shri J. N. Godbole is having 37 years of wide active experience which includes 5 years in SSI Sector as Production In-charge and 27 years in IDBI in various positions and departments such as Project Financing, Rehabilitation, Business Development etc. For 5 years, he was in Sabah, Malaysia as Advisor for a mega Pulp and Paper/Timber complex (\$ 0.7 Billion) and Project Coordinator for mega gas utilization project of USD 1 Billion. He was the Executive Director of IDBI for 6 years during this period, he was Chairman of CDR Empowered Group, which was instrumental in preventing formation of NPA in the Banking Sector. At the time of retirement, he functioned as Chairman and Managing Director of IDBI.

Dr. Rajiv I Modi, Independent Director : Dr. Rajiv I. Modi is a Ph. D in Biological Science from the University of Michigan, USA and B.Tech in Chemical Engineering from IIT, Bombay. He is the Chairman and Managing Director of Cadila Pharmaceuticals Ltd, Ahmedabad. Dr. Modi had led a delegation to Japan to promote Vibrant Gujarat Investors meet. He has been actively associated with the Gujarat Chamber of Commerce and Industry and the Confederation of Indian Industry (CII). He is Chairman of CII-National Committee on Pharmaceuticals.

Ms. Pallavi Shroff, Woman Independent Director : Ms. Pallavi Shroff, MMS serves as a Managing Partner of M/s. Shardul Amarchand Mangaldas & Co. a leading legal firm of India. Ms. Shroff serves as an Independent Director of Maruti Suzuki Ltd., Apollo Tyres Ltd., PTL Enterprises Ltd. & Trident Limited. A Lawyer by profession, she has vast

experience of 34 years as a leading litigation practitioner and has been recognized by international publications for her leading practice in arbitration and dispute resolution. As a Member of several high powered committees appointed by Government of India, she has been closely associated with the formulation of several important commercial statutes. Ms. Shroff's areas of expertise includes corporate and commercial laws, anti-dumping, arbitration and dispute resolution, competition and antitrust. She holds degrees of BA, MMS and Bachelor of Law.

Shri A M Tiwari, IAS, Managing Director : Shri A M Tiwari is a Senior IAS Officer of 1985 batch having experience of three decades in Education, Tribal and Rural Development, Mines and Geology, Transport and Administration. He had a stint as the Executive Director of SWA-Shakti Project in the Department of Women and Child Development in the Ministry of HRD, Government of India. He holds the additional charge of the post of Chief Executive Officer, Gujarat CSR Authority, Ahmedabad. He was also the Managing Director of Gujarat Narmada Valley Fertilizers & Chemicals Ltd.

Appointment of Independent Directors

During the year, appointments of Independent Directors were made in accordance with the provisions of the Companies Act, 2013 read with the Rules framed there under and the Listing Agreements. Pursuant to the same, the Letters of Appointment to the Independent Directors were issued by the Company. The Terms and Conditions of the appointment of the Independent Directors are available on the website of the Company (*web link: http://www.gacl.com/public_html/new/pdf/toa_director.pdf*).

Familiarization Programme

The Company has formulated policy for the Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programmes from time to time. The said Policy is available on the website of the Company (*web link: http://www.gacl.com/public_html/new/pdf/FAMILIARIZATION_PROGRAM.pdf*).

With a view to familiarize the Independent Directors with the Company's operations, separate meetings of the Independent Directors were convened on 12th December, 2014 and 31st December, 2014 and detailed presentation covering the organisational set up, details of its promoters, shareholding pattern, details about other Directors on the Board, accreditations / recognitions received by the Company, the nature of industry in which it operates, details about its plants operations like installed capacity v/s production achieved, installed capacity of major competitors, financial highlights of Company's performance, market share of major products, export share of major products, strategic advantages and concerns etc.

Further, on appointment of an Independent Director, a formal letter of appointment is issued, which inter alia explains the role, function, duties and responsibilities of the Independent Director under the provisions of the Companies Act and other laws. Directors are also issued Introduction Kit on their appointment which covers the following:

- List of existing Board of Directors of the Company;
- Details of past and present Chairman / Chairperson;
- Details of past and present Managing Director;
- Code of Conduct for the Directors and Vigil Mechanism-cum-Whistle Blower Policy approved by the Board of Directors of the Company;
- Statement of Unaudited / Audited Financial Results of the latest period / quarter available on the date of appointment of the Independent Directors;
- Shareholding Pattern of the Company of the latest period / quarter available on the date of appointment of the Independent Directors;
- Annual Reports of the Company for the last 3 years immediately preceding the date of appointment of the Independent Directors;
- Memorandum and Articles of Association of the Company;
- Company's Product Profile / Brochure.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Nomination-cum-Remuneration Committee has formulated Policy on Nomination & Remuneration cum Board Diversity for selection, appointment and remuneration of Directors and Senior Management. The said policy also lay down criteria for performance evaluation of the Directors. The relevant extract of the Nomination & Remuneration cum Board Diversity Policy is reproduced below:

"CRITERIA FOR PERFORMANCE EVALUATION

Following are the criteria for evaluation of performance of Directors and the Board:

1. Executive Directors

The Executive Directors shall be evaluated on the basis of targets / criteria given to Executive Directors by the Board from time to time.



2. Non Executive Directors

The Non-Executive Directors shall be evaluated on the basis of the following criteria, i.e. whether they:

- (a) act objectively and constructively while exercising their duties;
- (b) exercise their responsibilities in a bona fide manner in the interest of the Company;
- (c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- (d) do not abuse their position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (e) refrain from any action that would lead to loss of his independence;
- (f) inform the Board immediately when they lose their independence;
- (g) assist the company in implementing the best corporate governance practices;
- (h) strive to attend all meetings of the Board of Directors and the Committees;
- (i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (j) strive to attend the general meetings of the Company;
- (k) keep themselves well informed about the Company and the external environment in which it operates;
- (l) do not unfairly obstruct the functioning of a proper Board or Committee of the Board;
- (m) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest;
- (n) abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines etc.
- (o) regularly update their knowledge so as to remain updated on latest amendments of the Acts / Rules / Regulations etc.

The Nomination-cum-Remuneration Committee adopted formats in the form of checklists for performance evaluation of Executive and Non-Executive Directors based on the above criteria and of the Board including Committees thereof and circulated said checklists to all the board members for their feedbacks. As per the same, the performance evaluation of the individual Director is to be done by all Directors excluding the Director being evaluated and performance evaluation of the Board and its Committees is to be done by the entire Board. Based on the same, the Board has reviewed the annual performance evaluation of the individual Directors, the Board and its Committees."

MEETING OF INDEPENDENT DIRECTORS

As per Clause 49 of the Listing Agreement and the provisions of the Companies Act, 2013, a separate meeting of the Independent Directors was held on 12th December, 2014, inter-alia, to discuss the way forward on review of performance of Non-Independent Directors, Chairperson and the Board as a whole and to assess the information flow between Management and the Board for ensuring effective participation by the Board Members.

All Independent Directors except Dr. Rajiv I Modi were present at the Meeting.

CODE OF CONDUCT

The Board of Directors of the Company on 29th December, 2005, has approved and adopted 'Code of Conduct' for the Directors as well as Senior Management Personnel of the Company.

The 'Code of Conduct' for the Directors has been amended to include the Code for Independent Directors alongwith their duties pursuant to Schedule IV of the Companies Act, 2013 by the Board at its Meeting held on 5th February, 2015.

The 'Code of Conduct for Senior Management Personnel' and the revised 'Code of Conduct for Directors' are available on the Company's Website (web links: http://www.gacl.com/public_html/new/executives.pdf and http://www.gacl.com/public_html/new/directors.pdf)

All the Board Members and the Senior Management Personnel have affirmed compliance with the 'Code of Conduct' during the Financial Year 2014-15. A Declaration by the Managing Director to this effect is provided at **Annexure 'I'** which forms part of this Report.

2.2. BRIEF RESUME OF DIRECTORS UNDER APPOINTMENT / REAPPOINTMENT:

The brief resume of all Directors on the Board for their appointment / reappointment are given in the Annexure attached with the Notice convening 42nd Annual General Meeting of the Company, forming part of this Report.

2.3. NUMBER OF BOARD MEETINGS HELD AND DATES THEREOF :

During the Financial Year 2014-15, seven (7) Board Meetings were held, i.e. on 02.04.2014, 14.05.2014, 23.07.2014, 22.08.2014, 19.09.2014, 21.10.2014 and 05.02.2015.

2.4. ATTENDANCE OF DIRECTORS AT THE BOARD MEETINGS, LAST ANNUAL GENERAL MEETING AND THEIR DIRECTORSHIPS AND COMMITTEE MEMBERSHIPS IN OTHER COMPANIES:
As on 31.03.2015

Name and Category of Directors	No. of Board Meetings of GACL attended	Attendance at last AGM of GACL held on 22.08.2014	Directorships in Companies	Audit Committee and Stakeholders' Relationship-cum-Investors' Grievance Committee	
				Membership	Chairmanship out of Membership in Column No. 5
1	2	3	4	5	6
Dr. J N Singh, IAS, Non-Executive Director (from 05.02.2015)	1	N.A.	9	4	NIL
@Shri G C Murmu, IAS, Non-Executive Director	3	No	10	3	1
^Dr. Sukh Dev, Independent Director (from 22.08.2014)	2	No	1	1	NIL
# Shri J N Godbole, Independent Director (from 22.08.2014)	7	Yes	10	10	3
Shri A M Tiwari, IAS, Managing Director (from 29.08.2014)	3	N.A.	3	2	NIL
Dr. Rajiv I Modi, Independent Director (from 01.10.2014)	NIL	N.A.	8	1	NIL
Ms. Pallavi S Shroff Woman Independent Director (from 01.10.2014)	NIL	N.A.	4	1	NIL
*Shri Atanu Chakraborty, IAS, Managing Director (up to 28.08.2014)	4	Yes	11	4	1
*Shri D J Pandian, IAS Non-Executive Director (up to 30.08.2014)	3	No	2	NIL	NIL
*Dr. Hasmukh Adhia, IAS, Non-Executive Director (up to 13.11.2014)	5	No	4	2	NIL
*Dr. Varesh Sinha, IAS (Retd.), Non-Executive Chairman (up to 02.12.2014)	6	Yes	2	NIL	NIL

@ Ceased on 01.05.2015.

^ Original date of appointment 11.06.2005 under the Old Companies Act, 1956 and appointed as Independent Director from 22.08.2014 under the new Companies Act, 2013.

Original date of appointment 04.03.2009 under the Old Companies Act, 1956 and appointed as Independent Director from 22.08.2014 under the new Companies Act, 2013.

* The particulars are taken as on the date of cessation.

Video/tele-conferencing facilities are used to facilitate the Directors to participate in the meeting who could not attend the meeting in person.



3 BOARD COMMITTEES:

3.1. The Board of Directors of the Company has constituted following Committees of Directors as on 31.03.2015 :

- (A) Audit Committee;
- (B) Stakeholders' Relationship-cum-Investors' Grievance Committee;
- (C) Nomination-cum-Remuneration Committee;
- (D) Corporate Social Responsibility Committee;
- (E) Project Committee;
- (F) Personnel Committee; and
- (G) Toll Manufacturing Committee.

3.2. COMMITTEE MINUTES

Minutes of all the Committees of the Board of Directors are prepared by the Company Secretary of the Company, approved by the Chairman of the respective Committees / Meetings, circulated to all the Members of respective Committees and also circulated in the Agenda of the subsequent Committee Meetings and Board Meetings.

(A) AUDIT COMMITTEE:

(i) BROAD TERMS OF REFERENCE

The scope of the functions and broad terms of reference of the Audit Committee are commensurate with provisions of Section 177 of the Companies Act, 2013 and the requirements prescribed by SEBI under the Listing Agreement. It includes review of the reports and performance of Internal Auditors, actions taken by concerned departments on report of internal auditors, legal cases, review of the Corporate Budget, review of the Cost Audit Report with the Cost Auditors, review of the Quarterly and Annual Financial Statements with the Statutory Auditors, to review adequacy of internal control system and procedures with the Internal Auditors, evaluation of financial controls and risk management systems including functioning of whistle blower mechanism and to recommend appointment of Statutory Auditors, Cost Auditors and Internal Auditors for approval of the Board.

(ii) COMPOSITION

As at 31.03.2015, the Audit Committee comprised of five (5) Members viz. Shri J N Godbole as the Chairman; Dr. J N Singh, IAS, Dr. Sukh Dev, Ms. Pallavi S Shroff and Shri A M Tiwari, IAS.

The Company Secretary acts as the Secretary to the Audit Committee.

(iii) MEETINGS AND ATTENDANCE

During the Financial Year 2014-15, four (4) Meetings of Audit Committee were held, i.e. on 13.05.2014, 23.07.2014, 21.10.2014 and 05.02.2015. The number of Meetings attended by each Directors are as under :

Name	No. of Meetings attended
Shri J N Godbole, Chairman	4
Dr. Sukh Dev	3
Ms. Pallavi S Shroff (from 01.10.2014)	NIL
Shri A M Tiwari, IAS (from 29.08.2014)	1
Dr. J N Singh, IAS (from 05.02.2015)	N.A.
Shri D J Pandian, IAS (upto 30.08.2014)	1
Dr. Hasmukh Adhia, IAS (upto 13.11.2014)	2

(B) NOMINATION-CUM-REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Remuneration Committee" as the "Nomination-cum-Remuneration Committee."

(i) BROAD TERMS OF REFERENCE

The role of Nomination-cum-Remuneration Committee would broadly encompasses the following :

- (1) to formulate the criteria for determining qualifications, positive attributes and independence of a director and to recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel (KMP) and other employees;
- (2) to formulate criteria for evaluation of Directors including Independent Directors and the Board;

- (3) to devise a policy on Board diversity;
- (4) to identify persons who are qualified to become Directors including Managing Director and/or Whole-Time Directors and who may be appointed in Senior Management in accordance with the criteria laid down;
- (5) to recommend to the Board, appointment and removal of Director, KMP and Senior Management; and
- (6) to review and assess the extent to which the appropriate mix of diversity, skills, experiences and expertise are represented on the Board and report to the Board from time to time.

Accordingly, to enable the Committee to execute its roles and responsibilities, the Committee has formulated Policy on "Nomination & Remuneration-cum-Board Diversity" and the said Policy is approved by the Board.

(ii) COMPOSITION

As at 31.03.2015, the Committee comprised of three (3) Members viz. Shri J N Godbole as the Chairman; Dr. J N Singh, IAS and Dr. Sukh Dev.

(iii) MEETINGS AND ATTENDANCE

During the Financial Year 2014-15, two (2) Meetings of the Committee were held i.e. on 19.09.2014 and 23.03.2015. The number of Meetings attended by each Directors are as under :

Name	No. of Meetings attended
Shri J N Godbole, Chairman (from 22.08.2014)	2
Dr. J N Singh, IAS (from 05.02.2015)	1
Dr. Sukh Dev (from 22.08.2015)	NIL
Dr. Hasmukh Adhia, IAS (up to 13.11.2014)	1

(iv) REMUNERATION POLICY

The extract from "Nomination & Remuneration-cum-Board Diversity Policy" with reference to Remuneration Policy is set out below:

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, Key Managerial Personnel (KMP) and Senior Management Personnel to the Board for their approval.

The Committee shall ensure that:

- (a) the level and composition of remuneration so determined shall be reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully;
- (b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to Directors, KMPs and Senior Management Personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

A. Managing Director / Whole-time Director(s)

Besides the above criteria, the Remuneration / compensation / commission etc to be paid to Managing Director, Whole-time Director(s) etc. shall be governed as per provisions of the Act read with Schedule V and rules made thereunder or any other enactment for the time being in force.

B. Non-Executive Independent Directors

The Non-Executive Independent Directors may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved as per the provisions of the Act.

Provided that the amount of such fees shall not exceed the amount as prescribed under the Act read with the rules made thereunder or any other enactment for the time being in force. Further, Independent Director shall not be entitled to any stock option.

The Non-Executive Independent Directors may be paid remuneration for services rendered in any other capacity, like to serve as a member of Selection Committee for recruitment of Senior Management Personnel and/or any other specific assignment given by the Company from time to time. The remuneration paid for such services shall be subject to provisions of the Act and approval of the Nomination-cum-Remuneration Committee.



Provided that the payment of remuneration for services rendered by any such Director in other capacity shall not be included in the overall ceiling prescribed under the Act read with Schedule V and rules made thereunder, if -

- the services rendered are of a professional nature; and
- in the opinion of the Committee, the Director possesses the requisite qualification for the practice of the profession.

C. KMPs / Senior Management Personnel etc.

The Remuneration to be paid to KMPs / Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any, prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

(v) DETAILS OF REMUNERATION PAID TO DIRECTORS

EXECUTIVE DIRECTORS

Pursuant to the Articles of Association of the Company, the Managing Director is nominated and appointed by the Government of Gujarat. He is being paid remuneration as per the terms and conditions prescribed by the Government and approval accorded by the Members of the Company.

Shri A M Tiwari, IAS, is appointed as the Managing Director of the Company vice Shri Atanu Chakraborty, IAS w.e.f. 29th August, 2014 till his services are withdrawn by the Government of Gujarat subject to limit of five years pursuant to provisions of Section 196 of the Companies Act, 2013.

The details of remuneration paid to the Managing Directors during the Financial Year 2014-15 are as under:

Remuneration	Shri A M Tiwari, IAS	Shri Atanu Chakraborty, IAS
Gross Salary	Rs.11,60,950.00	-
Contribution to Pension Fund & Leave salary	-	-
Perquisites / Benefits	Rs. 23,848.00	Rs.21,547.00
TOTAL.....	Rs.11,84,798.00	Rs.21,547.00

NON-EXECUTIVE DIRECTORS

The Company pays sitting fees of Rs.10,000/- (upto 31.07.2014, sitting fees was Rs.5,000/-) to Non-Executive Directors for attending each meeting of the Board or Committee thereof.

Details of sitting fees paid to Directors during the Financial Year 2014-15 :

Name	Relationship with other Directors	Business relationship with the Company, if any	Sitting Fees paid		
			For Board Meetings (Rs.)	For Committee Meetings (Rs.)	Total (Rs.)
Dr. Varesh Sinha, IAS	No	No	45,000/-	20,000/-	* 65,000/-
Shri D J Pandian, IAS	No	No	15,000/-	35,000/-	* 50,000/-
Dr. Hasmukh Adhia, IAS	No	No	35,000/-	70,000/-	*1,05,000/-
Dr. J N Singh, IAS	No	No	10,000/-	20,000/-	*30,000/-
Shri G C Murmu , IAS	No	No	25,000/-	45,000/-	**70,000/-
Dr. Sukh Dev	No	No	15,000/-	70,000/-	@85,000/-
Shri J N Godbole	No	No	55,000/-	1,45,000/-	@@2,00,000/-
Dr. Rajiv I Modi	No	No	NIL	NIL	NIL
Ms. Pallavi S Shroff	No	No	NIL	10,000/-	@@@10,000.-
TOTAL.....			2,00,000/-	4,15,000/-	6,15,000/-

* Sitting Fees deposited in Government Treasury.

** Sitting Fees deposited with Gujarat Industrial Investment Corporation Ltd. (GIIC).

@ Rs.8,500/- deducted towards TDS..

@@ Rs.20,000/- deducted towards TDS.

@@@ Rs.1,000/- deducted towards TDS.

**(C) STAKEHOLDERS' RELATIONSHIP-CUM-INVESTORS' GRIEVANCE COMMITTEE:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shares / Debentures Transfers and Investors' Grievance Committee" as the "Stakeholders' Relationship-cum-Investors' Grievance Committee."

(i) BROAD TERMS OF REFERENCE

The Committee considers and approves all securities related transactions, issue of certificates and also looks into the shareholding pattern, redressal of the Investors' complaints, reviews the redressal mechanism and recommends measures to improve the level of Investor related services.

The Board has designated Shri S S Bhatt, Company Secretary and Additional General Manager (Legal & CC) as the Compliance Officer and his contact details are:

Gujarat Alkalies and Chemicals Ltd.

P.O. : Petrochemicals : 391 346 Dist. : Vadodara

e-mail: investor_relations@gacl.co.in; cosec@gacl.co.in

(ii) COMPOSITION

As at 31.03.2015, the Committee comprised of three (3) Members viz. Dr. J N Singh, IAS, Shri G C Murmu, IAS and Shri A M Tiwari, IAS. At present, Dr. J N Singh, IAS is the Chairman of the Committee.

(iii) MEETINGS AND ATTENDANCE

During the Financial Year 2014-15, five (5) Meetings of the Committee were held, i.e. on 02.04.2014, 14.05.2014, 23.07.2014, 21.10.2014 and 05.02.2015. The number of Meetings attended by each Directors are as under :

Name	No. of Meetings attended
Shri G C Murmu, IAS	2
Shri A M Tiwari, IAS (from 29.08.2014)	2
Dr. J N Singh, IAS (from 05.02.2015)	N.A.
Shri Atanu Chakraborty, IAS (upto 28.08.2014)	3
Shri D J Pandian, IAS (upto 30.08.2014)	3
Dr. Hasmukh Adhia, IAS (upto 13.11.2014)	4

(iv) Details of Shareholders' Complaints received and resolved or pending during the Financial Year 2014-15:

Nature of complaints	Received	Satisfactorily Resolved
Non receipt of Share Certificates / Demat	NIL	NIL
Letters/Complaints from SEBI / Stock Exchanges	5	5
Non receipt of Dividend	60	60
Non Receipt of Annual Reports	13	13
Others	NIL	NIL
Total	78	78

No. of pending Share Transfer as on 31.03.2015 - NIL

(D) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Pursuant to the provisions of Section 135 read with Schedule VII of the Companies Act, 2013 and Corporate Social Responsibility Rules, 2014, the Board has constituted Corporate Social Responsibility (CSR) Committee.

(i) BROAD TERMS OF REFERENCE

- (1) to formulate and recommend to the Board a CSR Policy indicating activities proposed to be carried out;
- (2) to recommend the amount of expenditure to be incurred for CSR activities; and
- (3) to monitor periodically, the CSR Policy and its implementation.

(ii) COMPOSITION

As at 31.03.2015, the Committee comprised of three (3) Members viz. Dr. J N Singh, IAS, Shri J N Godbole and Shri A M Tiwari, IAS. At present, Dr. J N Singh, IAS is the Chairman of the Committee.



(iii) MEETINGS AND ATTENDANCE

During the Financial Year 2014-15, two (2) Meetings of the Committee were held i.e. on 09.07.2014 and 23.03.2015. The number of Meetings attended by each Directors are as under :

Name	No. of Meetings attended
Shri J N Godbole	2
Shri A M Tiwari, IAS (from 29.08.2014)	1
Dr. J N Singh, IAS (from 05.02.2015)	1
Shri Atanu Chakraborty, IAS (upto 28.08.2014)	1
Shri D J Pandian, IAS (upto 30.08.2014)	1
Dr. Hasmukh Adhia, IAS (upto 13.11.2014)	1
Dr. Varesh Sinha, IAS (upto 02.12.2014)	1

(E) PROJECT COMMITTEE :

(i) BROAD TERMS OF REFERENCE

The Committee meets as and when proposals for new projects, expansions and debottlenecking etc. are to be considered and recommends to the Board for approval and to review the progress of various projects on hand for timely implementation.

(ii) COMPOSITION

As at 31.03.2015, the Committee comprised of five (5) Members viz. Dr. Sukh Dev as the Chairman, Dr. J N Singh, IAS, Shri G C Murmu, IAS, Shri J N Godbole and Shri A M Tiwari, IAS.

During the Financial Year 2014-15, four (4) Meetings of the Committee were held on 23.07.2014, 21.10.2014, 12.12.2014 and 05.02.2015.

(F) PERSONNEL COMMITTEE:

(i) BROAD TERMS OF REFERENCE

The Committee meets as and when proposals and recommendations of the Selection Committee are to be considered for approval of appointments and promotions of Senior Executives and to make recommendations to the Board in Personnel and HR related policies / matters.

(ii) COMPOSITION

As at 31.03.2015, the Committee comprised of three (3) Members viz. Shri G C Murmu, IAS as the Chairman, Shri J N Godbole and Shri A M Tiwari, IAS. At present Shri J N Godbole is the Chairman of the Committee after resignation of Shri G C Murmu, IAS.

During the Financial Year 2014-15, four (4) Meetings of the Committee were held on 16.06.2014, 21.10.2014, 01.01.2015 and 23.03.2015.

(G) TOLL MANUFACTURING COMMITTEE:

During the year, the Board of Directors at its 346th Meeting held on 5th February, 2015 approved the constitution of new Committee of the Directors, viz., Toll Manufacturing Committee, to focus on toll manufacturing activities for manufacturing of Chlorine based products viz., Anhydrous Aluminium Chloride, Chlorinated Paraffin, Chloro-Toluenes, Benzyl Chloride, Benzyl Alcohol and Benzaldehyde.

(i) BROAD TERMS OF REFERENCE

The Scope of Committee includes consideration of selection and tendering methods for selection of new toll manufacturers; renewal of contracts with existing toll manufacturers; expansion in existing units of toll manufacturers for manufacturing of chlorine based products and consideration of proposal for establishment of Chlorine Park at Dahej. The Committee meets as and when required to consider the above business and recommends the decisions taken to the Board for its approval.

(ii) COMPOSITION

As at 31.03.2015, the Committee comprised of three (3) Members viz. Shri J N Godbole as the Chairman, Dr. Rajiv I Modi and Shri A M Tiwari, IAS.

During the Financial Year 2014-15, there was no meeting held of the Committee.

**5. SUBSIDIARY COMPANIES:**

The Company has no subsidiary company as on 31st March, 2015.

6. DISCLOSURES:

6.1. Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.

The Company does not have any related party transaction, which may have potential conflict with the interest of the Company at large.

The Board has approved a Policy on Related Party Transactions which is available on the Company's Website. (web link : http://www.gacl.com/public_html/new/policy/related_party_tran_policy-1.pdf)

6.2. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with the requirements of regulatory authorities on capital markets and no penalties/ strictures have been imposed against it during the last three years.

6.3. SEBI vide Circular No. : CIR/CFD/DIL/10/2010 dated 16.12.2010 has amended Clause 5A of the Listing Agreement to provide that Shares held physically which may have remained unclaimed by Shareholders due to insufficient / incorrect information or for any other reason should be transferred in demat mode to one folio in the name of "Unclaimed Suspense Account" with one of the Depository Participants. Accordingly, as approved by the Board at its Meeting held on 05.08.2013, the Company has opened "GACL – Unclaimed Shares Suspense Account" with Stock Holding Corporation of India Ltd., Vadodara (SHCIL) and transferred 8021 unclaimed Shares of Rs.10/- each of 262 Shareholders in that account.

Disclosure pursuant to Clause 5A of the Listing Agreement in respect of Unclaimed Share Certificates lying with SHCIL in the said Suspense Account in demat mode as on 31.03.2015 :

(F.Y. 2014-15)

Particulars	Shareholders(Nos.)	Outstanding Shares (Nos.)
At the beginning of the year	262	8,021
No. of Shareholders who approached during the year	1	12
No. of Shareholders to whom Shares are dispatched	1	12
No. of Shareholders and unclaimed Shares at the end of the year	261	8,009

The Company has endeavored to trace the current address of shareholders (whose share certificates are unclaimed) through their neighbours at registered address and by reference to telephone directory and their share certificates are released on receipt of their claim with copy of PAN Card and residence proof etc.

6.4 Whistle Blower policy and affirmation that no personnel was denied access to the Audit Committee.

The Company has formulated a Vigil Mechanism-cum-Whistle Blower Policy ("Policy") as per the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Policy is applicable to all Directors and employees of the Company.

As per the Policy, protected disclosures can be made by whistle blower to the Chairman of the Audit Committee.

It is hereby affirmed that the Company has not denied to any personnel access to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action.

7. QUARTERLY COMPLIANCE REPORT:

The Company has submitted Corporate Governance Compliance Report in the prescribed format for each quarter during the Financial Year 2014-15 to Bombay Stock Exchange Limited and National Stock Exchange of India Limited where the Company's Securities are listed, within fifteen (15) days from the close of respective quarter.


8. FINANCIAL RESULTS - 2014-15 :
(Rs. in Lakhs)

PARTICULARS	QUARTER				FOR
	I	II	III	IV	F.Y. 2014-15
Total Income	50,275	51,885	46,391	51,156	1,99,707
Total Expenses	(40,264)	(43,083)	(39,760)	(44,313)	(1,67,420)
Profit Before Interest, Depreciation And Tax	10,011	8,802	6,631	6,843	32,287
Finance Cost	(323)	(290)	(189)	(131)	(933)
Depreciation And Amortisation Expense	(2,334)	(2,476)	(2,533)	(2,463)	(9,806)
Prior Period Adjustment (Net (-) Debit/+Credit)	-	(27)	3	24	-
Other Exceptional Item	-	-	-	-	-
Profit Before Tax	7,354	6,009	3,912	4,273	21,548
Less :- Provision For Tax ((Debit) / Credit)	(1,659)	(1,141)	(1,320)	5,358	1,238
Profit After Tax	5,695	4,868	2,592	9,631	22,786
Earning Per Share (Not Annualized)	7.75	6.63	3.53	13.12	31.03

9. DISCLOSURE OF ACCOUNTING TREATMENT:

The Company has followed the applicable mandatory Accounting Standards specified under the Companies Act, 2013 in the preparation of its annual Financial Statements.

10. INSIDER TRADING:

The Company has framed a 'Code of Conduct for prevention of Insider Trading' based on SEBI (Prohibition of Insider Trading) Regulations, 1992. This Code is applicable to all Directors and Designated Employees. Trading Window would remain closed for them during the period when sensitive information is unpublished. The "Closed Period" for this purpose is seven (7) days before the date of Board Meeting and one (1) day after the Board Meeting as stipulated under above Regulations.

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors at its Meeting held on 26th May, 2015 have adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. As per the provisions of the Regulations, the Code of Practices and Procedures of Fair Disclosure of Unpublished Price Sensitive Information is available on the Website of the Company.

The Company Secretary & Additional General Manager (Legal & CC) is designated as the Compliance Officer for this purpose.

11. BOARD DISCLOSURE – RISK MANAGEMENT:

As per the SEBI Circular CIR/CFD/POLICYCELL/2/2014 dated 17th April, 2014, our Company is not falling under the top hundred listed companies by market capitalization as on 31st March, 2014 and hence, Clause 49(VI)(C) of the Listing Agreement relating to constitution of Risk Management Committee is not applicable to the Company. However, the Company has formed Internal Risk Management Committee comprising of senior executives of the Company, who reviews on periodical basis various risks associated with the business of the Company and its mitigation plans. Out of the same, report on the critical risks as identified by the Audit Committee is submitted to the Audit Committee and the Board for their review. The said reports were placed and reviewed by the Audit Committee at its meetings held on 13.05.2014, 23.07.2014, 21.10.2014 and 05.02.2015 and by the Board at its meetings held on 14.05.2014, 23.07.2014, 21.10.2014 and 05.02.2015.

12. DISCLOSURE OF MATERIAL TRANSACTIONS TO THE BOARD BY SENIOR MANAGEMENT:

The senior management personnel give disclosure on annual basis to the Board of all the material financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large. As per the disclosures received, no such transaction has taken place during the Financial Year 2014-15.

**13. GENERAL BODY MEETINGS:**

The details as to the timings, date and venue of the last three Annual General Meetings (AGM) of the Company held are as under :

Financial Year	2013-14	2012-13	2011-12
AGM No.	41 st AGM	40 th AGM	39 th AGM
Date	22.08.2014	12.09.2013	21.09.2012
Time	at 12.30 p.m.	at 01.00 p.m.	at 03.00 p.m.
Venue	In the premises of the Company at P.O. : Petrochemicals : 391 346, Dist. : Vadodara		
Special Resolutions passed	<p>In 39th and 40th AGMs, the Company has passed Special Resolution in respect of re-appointment of M/s. Prakash Chandra Jain & Company, Chartered Accountants as Statutory Auditors of the Company. In 41st AGM, the Company has passed Special Resolutions for :</p> <p>(1) Borrowing limits up to Rs.2,500 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013;</p> <p>(2) Creating charge etc. on Company's properties up to Rs.2,500 Crores pursuant to Section 180(1)(a) of the Companies Act, 2013; and</p> <p>(3) Adoption of new Articles of Association of the Company pursuant to the provisions of the Companies Act, 2013.</p>		

POSTAL BALLOT

During the Financial Year 2014-15, the Company has not passed any Resolution by Postal Ballot. At the forthcoming AGM there is no item on agenda requiring approval of shareholders by Postal Ballot.

14. MEANS OF COMMUNICATION:

Financial Results of the Company are published in the following newspapers:

Period	Date of approval by the Board	Date of Publication	Newspapers
Unaudited Financial Results for 1 st Quarter ended on 30.06.2014	23.07.2014	24.07.2014 25.07.2014	Times of India - Ahmedabad Sandesh - Vadodara Loksatta - Vadodara Business Standards - All editions
Unaudited Financial Results for 2 nd Quarter ended on 30.09.2014	21.10.2014	22.10.2014	Loksatta - Vadodara Business Standards - All editions
Unaudited Financial Results for 3 rd Quarter ended on 31.12.2014	05.02.2015	06.02.2015	Loksatta - Vadodara Business Standards - All editions
Audited Financial Results for 4 th quarter and for the year ended on 31.03.2015	26.05.2015	27.05.2015 28.05.2015	Business Standards - All editions Loksatta - Vadodara

Shareholders' Information is available on the Company's website (<http://www.gacl.com>) under "Investors" Section. Annual Report, latest Shareholding Pattern, Quarterly, Half Yearly and Annual Financial Results are available under the said section. Full Annual Report is sent to each shareholder at his/her registered address.

Official news releases, media releases and other updates are sent to the Stock Exchanges. No presentation was made to Institutional Investors or to the Analyst.

15. GENERAL SHAREHOLDERS' INFORMATION:

Detailed information in this regard is provided hereafter in the '**General Information for Members**' section which forms part of this Report.

16. CEO AND CFO CERTIFICATION:

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have issued necessary certificate pursuant to the provisions of Clause 49 of the Listing Agreement and the same is annexed and forms part of this Report.

17. The Company has complied with all the mandatory requirements of the Listing Agreement.

B. NON-MANDATORY REQUIREMENTS**CHAIRMAN OF THE BOARD:**

The Chairman of the Board is a non executive Chairman. He does not maintain Chairman's Office at the Company's expense.



ANNEXURE 'I'

Declaration by CEO regarding Compliance of 'Code of Conduct' by Directors and Senior Management Personnel of the Company

The Company has adopted 'Code of Conduct' for Directors and Senior Management Personnel of the Company as per the provisions of Clause - 49 of the Listing Agreements relating to Corporate Governance.

The Directors and Senior Management Personnel have affirmed compliance with the said code during the Financial Year 2014-15.

For **GUJARAT ALKALIES AND CHEMICALS LIMITED**

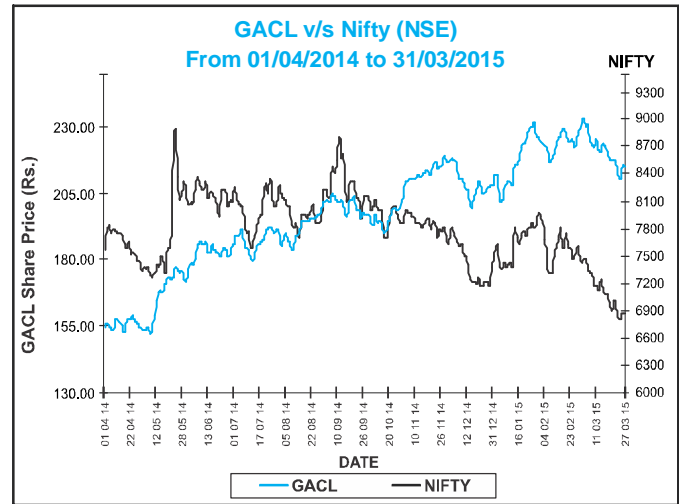
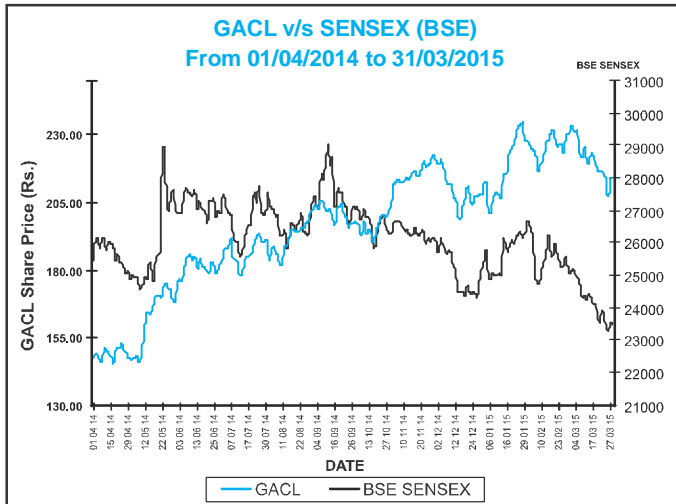
Place : VADODARA
Date : 04.05.2015

Sd/-
A M Tiwari, IAS
Managing Director & CEO

GENERAL INFORMATION FOR MEMBERS

1. **Day, Date and Time of 42nd AGM** : Friday, the 18th September, 2015 at 3.00 p.m.
2. **Venue of AGM** : In the premises of the Company at
P.O. Petrochemicals : 391 346, Dist. Vadodara
3. **Financial Year** : 2014-15
3. **Dates of Book Closure** : 04.09.2015 to 18.09.2015 (Both days inclusive)
4. **Dividend payment date** : On or after 23rd September, 2015
5. **Listing on Stock Exchanges** : **Bombay Stock Exchange Ltd.** **National Stock Exchange of India Ltd.**
Phiroze Jeejeebhoy Towers "Exchange Plaza"
Dalal Street, Fort, Bandra-Kurla Complex, Bandra (East)
Mumbai : 400 001. Mumbai : 400 051.
(Scrip Code : 530001) (Scrip Symbol : GUJALKALI)
(Scrip ID : GUJALKALI)
6. **Company's ISIN No. with NSDL & CDSL** : **INE 186A01019**
7. **No. of Employees** : 1430
8. **Stock Market Data** : Monthly high and low market price and the volume of shares traded at the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. are as follows.

Month	Bombay Stock Exchange			National Stock Exchange		
	High (Rs.)	Low (Rs.)	Volume (No. of Shares)	High (Rs.)	Low (Rs.)	Volume (No. of Shares)
April, 2014	195.60	175.20	184447	196.00	175.05	545817
May, 2014	237.00	172.00	598131	237.20	172.10	1560341
June, 2014	217.50	196.05	566430	220.35	195.20	1875703
July, 2014	217.00	182.25	645122	216.90	182.10	2257254
August, 2014	210.50	187.00	404022	210.80	186.30	1132441
September, 2014	229.80	191.00	1227809	229.90	190.15	4397317
October, 2014	205.80	186.80	239064	206.20	186.40	900907
November, 2014	207.00	187.80	289686	207.35	186.95	990686
December, 2014	195.00	163.25	296246	194.80	163.00	750800
January, 2015	200.50	174.70	1186050	200.75	174.20	1870287
February, 2015	200.00	170.80	322945	200.50	170.05	673936
March, 2015	183.20	156.05	297756	183.75	155.35	730099
Total			6257708			17685588
Average 2014-15	208.24	178.58		208.71	178.07	
Average 2013-14	184.67	156.67		185.02	157.43	



10. Shareholders holding shares in **Physical mode** should communicate to the R&T Agent of the Company at the following address, for Transfer, Transmission, Transposition, Deletion of Name, Consolidation, Sub-division, Issue of Duplicate Share Certificates, Nomination, Change of Address & Bank details etc. :

MCS SHARE TRANSFER AGENT LTD. (Unit : GACL)
10, Aaram Apartment, 12, Sampatrao Colony,
B/h. Laxmi Hall, Alkapuri,
Vadodara 390 007.
Phone : (0265) 2314757/2350490, Fax : (0265)2341639
E-mail : helpdeskbaroda@mcsregistrars.com

11. Share Transfer System :

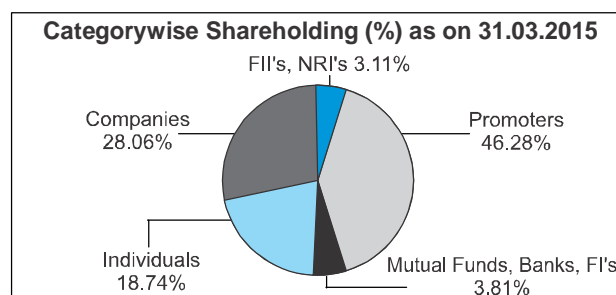
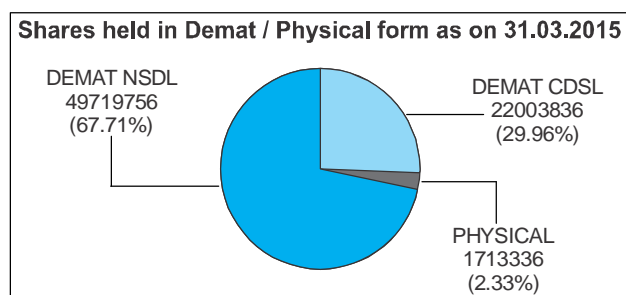
With a view to expedite the Share Transfer Procedure, the Board of Directors has delegated the powers to the Company Secretary and other Officers to consider and approve the requests received in respect of Securities related transactions upto One Thousand (1000) shares and accordingly Delegated Authorities are attending the share transfer formalities at least three times in a month, whereas such requests for more than 1000 shares and issue of duplicate share certificates in lieu of lost one are required to be considered and approved by Stakeholders' Relationship-cum-Investors' Grievance Committee of Directors. Duly transferred share certificates are normally returned within a period of 12-15 days from the date of receipt, provided all the documents are in order in all respects. The total number of shares transferred, dematerialized and rematerialized during the Financial Year 2014-15 were 1,82,355 Nos.

12. (A) Distribution of Shareholding as on 31st March, 2015.

No. of Equity Shares held	No. of Shares	% of Shareholding	No. of Shareholders	% of Shareholders
Upto 500	5351082	7.29	47614	90.92
501 to 1000	2161349	2.94	2897	5.53
1001 to 2000	1643622	2.24	1157	2.21
2001 to 3000	660527	0.90	265	0.51
3001 to 4000	501721	0.68	142	0.27
4001 to 5000	333057	0.45	71	0.14
5001 to 10000	634685	0.87	91	0.17
10001 to 50000	1895535	2.58	94	0.18
50001 to 100000	692028	0.94	11	0.02
100001 and above	59563322	81.11	25	0.05
TOTAL as on 31-3-2015	73436928	100.00	52367	100.00
TOTAL as on 31-3-2014	73436928	100.00	51341	100.00


(B) Summary of Shareholders & Shares held in Physical and Demat mode as on 31st March, 2015 :

PARTICULARS	PHYSICAL	D E M A T		TOTAL
		NSDL	CDSL	
Total Shareholders (No.)	16530	25932	9905	52367
Percentage (%)	31.57	49.52	18.91	100.00
Total Shares (No.)	1713336	49719756	22003836	73436928
Percentage (%)	2.33	67.71	29.96	100.00
		71723592 Shares - 97.67%		


(C) The Company has not issued GDRs / ADRs / Warrants or any Convertible Instruments.
12. Category of Shareholders as on 31st March, 2015 :

Category	Shareholders	Percentage (%)	Physical Holding	Electronic Holding	Total Shares	Percentage (%)
Promoters	7	0.01	00	33986310	33986310	46.28
Directors & their relatives	00	0.00	00	00	00	0.00
Mutual Funds, Banks, FI's	59	0.11	4390	2792516	2796906	3.81
Individuals	51015	97.42	1699091	12061304	13760395	18.74
Companies	697	1.33	5938	20600485	20606423	28.06
FI's, NRI's	589	1.13	3917	2282977	2286894	3.11
Total	52367	100.00	1713336	71723592	73436928	100.00

PLANT LOCATIONS :

(1) P.O Petrochemicals : 391 346
Dist. : Vadodara, GUJARAT (INDIA)

(2) Village : Dahej : 392 130
Taluka : Vagra, Dist. : Bharuch, GUJARAT (INDIA)



CERTIFICATE ON COMPLIANCE OF THE CONDITIONS OF CORPORATE GOVERNANCE

To the Members of Gujarat Alkalies and Chemicals Ltd.

We have examined the compliance of the conditions of Corporate Governance by M/s. Gujarat Alkalies and Chemicals Limited, for the Financial Year ended March 31, 2015 as stipulated in Clause 49, as amended, of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2015, no grievances are pending for a period of exceeding one month against the Company as per the records maintained by the Company and have been presented to the Stakeholders' Relationship-cum-Investors' Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Niraj Trivedi

Company Secretary

CP. No. 3123

Place : Vadodara

Date : 28th July, 2015

CERTIFICATION BY CEO AND CFO TO THE BOARD OF DIRECTORS

- a) We have reviewed the Balance Sheet and Statement of Profit and Loss and Notes on Accounts as well as the Cash Flow Statement for the year and certify that to the best of our knowledge and belief :
- these statements do not contain any materially untrue statement or omit any material fact nor contain statement that might be misleading;
 - these statements together present a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative to the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and that we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of which such internal controls, if any, of which we are aware, and the steps we have taken or proposed to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
- significant changes in internal controls over financial reporting during the year;
 - significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

(A M TIWARI, IAS)

MANAGING DIRECTOR

Sd/-

(CA. (Dr.) H. B. PATEL)

*EXECUTIVE DIRECTOR (FINANCE)
& CHIEF FINANCIAL OFFICER*

Place : Gandhinagar

Date : 26th May, 2015



INDEPENDENT AUDITORS' REPORT

To the Members of Gujarat Alkalies and Chemicals Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Gujarat Alkalies and Chemicals Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal

financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.



- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 32 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Registration No. 117364W)

Gaurav J. Shah

Partner

(Membership No.35701)

Place : Gandhinagar

Date : May 26, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of its fixed assets:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of its inventory:
- (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for the sale of goods and services and during the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits during the year within the meaning of provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of including Provident Fund, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.



- (c) Details of dues of Income Tax, Purchase Tax, Service Tax and Excise Duty which have not been deposited as on 31st March, 2015 on account of disputes are given below:

Name of the statute	Nature of the dues	Amount Involved (Rs. in Lakhs)	Forum where dispute is pending	Period to which the Amount relates
Income Tax Act, 1961	Income Tax (excluding interest)	9.50	Income Tax Appellate Tribunal, Ahmedabad	F.Y. 2010-11
		22.22	Commissioner (Appeals), Vadodara	F.Y. 2011-12
Gujarat Sales Tax, 1969	Purchase Tax, Interest & Penalty	20,431.56	Joint Commissioner of Appeals, Vadodara.	F.Y. 2000-01 to F.Y. 2005-06
The Finance Act, 1994	Service Tax (excluding interest)	242.04	CESTAT Ahmedabad	F.Y. 2005-06 to F.Y. 2013-14
		1.00	Commissioner (Appeals), Vadodara	March, 2012 to October, 2013
Central Excise Act, 1944	Excise Duty	462.11	Gujarat High Court, Ahmedabad	F.Y.1996-97
		96.18	CESTAT, Ahmedabad	F.Y. 1998-01 & F.Y. 2009-10

- (d) The Company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.
- (viii) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks and financial institution. The Company has not issued any debentures.
- (x) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks and financial institutions are not, *prima facie*, prejudicial to the interests of the Company.
- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Registration No. 117364W)

Gaurav J. Shah
Partner
(Membership No.35701)

Place : Gandhinagar
Date : May 26, 2015



Balance Sheet

as at 31st March, 2015

[Rs. in Lakhs]

Particulars	Note No.	As At 31.03.2015	As At 31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	7,343.84	7,343.84
(b) Reserves and Surplus	3	2,06,324.83	1,89,028.96
		2,13,668.67	1,96,372.80
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	9,166.67	15,178.47
(b) Deferred tax liabilities (Net)	5	31,657.45	33,631.69
(c) Long term provisions	6	5,533.82	4,935.93
		46,357.94	53,746.09
(3) Current Liabilities			
(a) Short-term borrowings	7	323.29	409.85
(b) Trade payables	8	23,096.54	18,546.13
(c) Other current liabilities	9	11,198.53	10,176.81
(d) Short-term provisions	10	4,466.65	3,896.17
		39,085.01	33,028.96
Total		2,99,111.62	2,83,147.85
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	1,65,638.93	1,61,524.52
(ii) Capital work-in-progress	11	6,679.16	2,955.19
(b) Non-current investments	12	19,085.73	17,972.28
(c) Long term loans and advances	13	23,605.29	18,387.65
(d) Other non-current assets	14	1,545.30	2,125.84
		2,16,554.41	2,02,965.48
(2) Current assets			
(a) Current investments	15	227.91	211.39
(b) Inventories	16	18,630.50	20,536.13
(c) Trade receivables	17	30,581.18	30,367.95
(d) Cash and Bank Balances	18	18,701.31	1,246.27
(e) Short-term loans and advances	19	12,565.13	27,372.69
(f) Other Current Assets	20	1,851.18	447.94
		82,557.21	80,182.37
Total		2,99,111.62	2,83,147.85
Significant Accounting Policies	1		

See accompanying notes forming part of financial statements.
As per our attached Report of even date

For **Deloitte Haskins & Sells**
Chartered Accountants
Firm Reg. No. : 117364W

Gaurav J. Shah
Partner
M. No. 35701

A. M. Tiwari, IAS
Managing Director

CA. (Dr.) H. B. Patel
Executive Director (F) &
Chief Financial Officer

For and on behalf of the Board

D.J. Pandian, IAS
Chairman

S. S. Bhatt
Company Secretary
& Addl. General Manager
(Legal, HR & CC)

Place : Gandhinagar
Date : 26/05/2015

Place : Gandhinagar
Date : 26/05/2015



Statement of Profit and Loss

for the year ended 31st March, 2015

[Rs. in Lakhs]

Particulars	Note No.	2014-15	2013-14
I. Revenue from operations	21	2,17,348.54	2,10,070.85
Less : Excise Duty		22,536.12	20,464.55
Total		1,94,812.42	1,89,606.30
II. Other Income	22	4,894.74	3,026.46
III. Total Revenue (I + II)		1,99,707.16	1,92,632.76
IV. Expenses:			
Cost of materials consumed	23	67,556.62	71,722.45
Purchase of Stock-in-Trade		613.50	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	2,504.12	(446.76)
Employee benefit expense	25	16,699.59	15,144.42
Finance costs	26	933.68	635.85
Depreciation and amortization expense	11	9,806.08	15,064.58
Other expenses	27	80,045.89	65,839.01
Total Expenses		1,78,159.48	1,67,959.55
V. Profit before exceptional and extraordinary items and tax (III - IV)		21,547.68	24,673.21
VI. Exceptional Items			
(a) Prior Period Items (Net)	28	-	17.79
VII. Profit before tax (V - VI)		21,547.68	24,655.42
VIII. Tax expense:	29		
(a) Current tax		4,333.19	6,729.64
(b) Deferred tax		(1,195.46)	1,358.06
(c) MAT Credit Entitlement		(4,333.19)	-
(d) Provision for Income Tax for Earlier years written back		(42.57)	(1,934.88)
		(1,238.03)	6,152.82
IX. Profit for the period (VII - VIII)		22,785.71	18,502.60
X. Earning per equity share (face value Rs.10/-each):	30		
(1) Basic (Rs.)		31.03	25.20
(2) Diluted (Rs.)		31.03	25.20
Significant Accounting Policies	1		

See accompanying notes forming part of financial statements.
As per our attached Report of even date

For **Deloitte Haskins & Sells**
Chartered Accountants
Firm Reg. No. : 117364W

Gaurav J. Shah
Partner
M. No. 35701

A. M. Tiwari, IAS
Managing Director

CA. (Dr.) H. B. Patel
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Chief Financial Officer

For and on behalf of the Board

D.J. Pandian, IAS
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S. S. Bhatt
Company Secretary
& Addi. General Manager
(Legal, HR & CC)

Place : Gandhinagar
Date : 26/05/2015

Place : Gandhinagar
Date : 26/05/2015



Cash Flow Statement

for the year ended 31st March, 2015

[Rs. in Lakhs]

PARTICULARS	2014-2015	2013-2014
A CASH FLOW FROM OPERATING ACTIVITIES	29,507.71	24,169.56
B CASH FLOW FROM INVESTING ACTIVITIES	(21,215.81)	(16,654.42)
C CASH FLOW FROM FINANCING ACTIVITIES	(8,836.86)	(8,963.18)
D CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	1,246.27	2,694.31
E CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	701.31	1,246.27
F TOTAL CASH FLOW DURING THE YEAR (A+B+C) OR (E-D)	(544.96)	(1,448.04)
A CASH FLOW FROM OPERATING ACTIVITIES :		
NET PROFIT / (LOSS) BEFORE TAX AND EXTRAORDINARY ITEMS	21,547.68	24,655.42
ADJUSTMENTS FOR :		
ADDITION / (DEDUCTION)		
DEPRECIATION AND AMORTIZATION EXPENSES (Includes Net Credit of Prior Period Rs.1.66 Lakhs,Previous Year Net Debit Rs. 5.97 Lakhs)	9,804.42	15,070.55
INTEREST INCOME	(2,851.40)	(1,892.48)
DIVIDEND RECEIVED	(1,093.71)	(1,055.01)
INTEREST EXPENSE	933.68	635.85
NET (PROFIT)/ LOSS ON SALE OF ASSETS	(39.88)	14.68
PROFIT ON SALE OF INVESTMENT	(841.13)	-
PROVISION FOR DOUBTFUL DEBTS/ADVANCES	40.44	29.69
PROVISION/(REVERSAL) FOR DIMINUTION IN VALUE OF INVESTMENTS	(20.62)	49.59
SUB TOTAL	5,931.80	12,852.87
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	27,479.48	37,508.29
DECREASE OR (INCREASE) IN ASSETS :		
TRADE AND OTHER RECEIVABLES	506.01	(1,362.02)
INVENTORIES	1,905.63	(2,472.93)
INCREASE / (DECREASE) IN LIABILITIES :		
TRADE PAYABLES AND OTHER LIABILITIES	5,156.23	(1,518.16)
CASH GENERATED FROM OPERATIONS BEFORE TAX	35,047.35	32,155.18
DIRECT TAXES PAID	(5,539.64)	(7,985.62)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	29,507.71	24,169.56
EXTRAORDINARY ITEMS	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES : (TOTAL : A)	29,507.71	24,169.56



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (contd.)

[Rs. in Lakhs]

PARTICULARS	2014-2015	2013-2014
B CASH FLOW FROM INVESTING ACTIVITIES :		
PURCHASE OF FIXED ASSETS	(18,782.27)	(7,647.77)
SALE OR ADJUSTMENT OF FIXED ASSETS	64.15	10.18
PURCHASE OF INVESTMENTS	(1,111.00)	(1,000.00)
SALE OF INVESTMENTS	842.78	-
BANK BALANCES NOT CONSIDERED AS CASH EQUIVALENTS		
- PLACED DURING THE YEAR	(23,000.00)	-
- MATURED DURING THE YEAR	5,000.00	-
INTEREST RECEIVED	1,450.46	1,840.99
DIVIDEND RECEIVED	1,093.71	1,055.01
PROCEEDS/ (WITHDRAWAL) FROM SHORT TERM DEPOSITS	14,500.00	(10,000.00)
OTHER CAPITAL EXPENDITURE (RECOATING & REMEMBRANING)	(1,273.64)	(912.83)
NET CASH FLOW FROM INVESTMENT ACTIVITIES - (TOTAL - B)	(21,215.81)	(16,654.42)
C CASH FLOW FROM FINANCING ACTIVITIES :		
INTEREST AND FINANCE CHARGES PAID	(949.46)	(645.04)
DIVIDEND PAID	(3,436.70)	(3,007.11)
REPAYMENT OF LONG TERM BORROWINGS	(4,364.14)	(4,199.07)
NET DECREASE IN SHORT TERM BORROWINGS	(86.56)	(1,111.96)
NET CASH FLOW FROM FINANCING ACTIVITIES - (TOTAL - C)	(8,836.86)	(8,963.18)
D CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR :		
CASH AND CHEQUES ON HAND	162.57	737.84
BALANCES WITH BANKS	1,083.70	1,956.47
NET CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR (TOTAL - D)	1,246.27	2,694.31
E CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR :		
CASH AND CHEQUES ON HAND	219.00	162.57
BALANCES WITH BANKS	482.31	1,083.70
NET CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR (TOTAL - E)	701.31	1,246.27
F TOTAL CASH FLOW DURING THE YEAR (A+B+C) OR (E-D)	(544.96)	(1,448.04)

NOTE :-

- The Cash Flow Statement has been prepared under the 'Indirect Method' set out in Accounting Standard-3 "Cash Flow Statement".
- Previous Year's figures have been regrouped/rearranged to confirm to the current years presentation, wherever necessary.

As per our attached Report of even date

For **Deloitte Haskins & Sells**
Chartered Accountants
Firm Reg. No. : 117364W

Gaurav J. Shah
Partner
M. No. 35701

A. M. Tiwari, IAS
Managing Director

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For and on behalf of the Board

D.J. Pandian, IAS
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S. S. Bhatt
Company Secretary
& Addi. General Manager
(Legal, HR & CC)

Place : Gandhinagar
Date : 26/05/2015

Place : Gandhinagar
Date : 26/05/2015

NOTE

F.Y. 2014-2015

1 - SIGNIFICANT ACCOUNTING POLICIES

(1) Accounting Convention

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. Except where otherwise stated, the accounting policies are consistently applied.

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Current assets / liabilities include the current portion of noncurrent financial assets / liabilities respectively. All other assets / liabilities are classified as noncurrent.

(2) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make assumptions, critical judgements and estimates, which it believes are reasonable under the circumstances, that affect the reported amounts of assets, liabilities and contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known or materialize.

(3) Revenue Recognition

(A) Sales

Revenue from sale of goods is recognized on accrual basis when the significant risks and rewards of ownership of goods are transferred to the customers, which generally coincides with the delivery of goods to customers. Sales are net of discounts, Sales Tax and Value Added Tax but includes handling charges and packing charges. Excise Duty collected on sales are shown by way of deduction from sales.

(B) Revenue with respect to Other Operating Income and Other Income is recognized when a reasonable certainty as to its realization exists. Income is accounted for on accrual basis, except in case of following:

- (i) Insurance and other claims are accounted when received.

- (ii) Compensation (Net) from the Multilateral Fund towards the phasing out of CTC product under Montreal Protocol is accounted when received.

- (iii) Receipts against monetisation of Certified Emission Reduction (CER) under Kyoto Protocol for Clean Development Mechanism are accounted as and when received.

(C) Other Income

- i. Dividend income is accounted for when the right to receive it is established.
- ii. Interest income is recognized using the time-proportion method, based on rates implicit in the transaction.

(4) Fixed Assets and Depreciation

(a) Fixed Assets

- (i) Tangible Assets are stated at cost of acquisition or construction less accumulated depreciation. In case of capital expenditure, such costs of acquisition or construction are capitalised upto the date the asset is ready for its intended use. Interest, commitment and other charges on borrowings directly attributable to acquisition of qualifying fixed assets up to date the asset is ready for its intended use are considered as cost of fixed asset.

Further, in respect of grass root projects, initial and pre-operative expenditure incurred prior to date the asset is ready for its intended use are also considered as cost of relevant projects.

- (ii) Cost of major civil works required as plant and machinery supports is considered as Plant and Machinery.

- (iii) In respect of plant & machinery acquired on lease, lease rent payable on such assets prior to completion of the project is capitalised.

- (iv) Other Capital Expenditure :

When heavy expenditure for sustaining plant efficiency is required to be incurred and the benefit from this expenditure is to extend for a number of years, such heavy expenditure, is treated as "Other Capital Expenditure" and shown as "Tangible Assets" and carried forward for amortisation over useful life of facilities, after facilities is ready for its intended use/completion of the job.

- (v) The Company's Contribution or Expenditure incurred in securing requirements of Utilities and Services without acquiring ownership rights on the assets so created are written off over an appropriate period.



(b) Accounting for Finance Lease

- (i) The Company is capitalising the assets acquired under finance lease at fair value/contracted price and charging depreciation on it in accordance with Accounting Standard –19 “Leases”.
- (ii) The lease rents paid/payable on these assets have been bifurcated into interest and principal and accordingly interest has been charged to revenue and principal has been reduced from the liability of lessor.
- (iii) On completion of the finance lease, the value of the said leased asset is considered as an asset of the Company, at the Gross / Net value appearing in Balance Sheet on the date of the completion of the lease.
- (iv) The Residual value payable on the termination of finance lease is accounted as Revenue Expenditure.

(c) Leasehold Land / Right of Use of Land

Cost of leasehold Land and right of use of land are amortised over the period of lease.

(d) Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:

- (i) Remembraning of Membrane cell elements – 4 years.
- (ii) Recoating of Anode & Cathode of membrane cell elements - 8 years.
- (iii) Leasehold land is amortised over the duration of the lease.

Depreciation on additions during the year is charged from the date of the asset is ready for its intended use.

Depreciation on assets disposed off / discarded during the year is charged upto the date of disposal / discarded.

(e) Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds lower of their recoverable amount or value in use. Company assesses impairment of asset at each Balance Sheet date.

(5) Investments

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

(6) Foreign Exchange Transactions

- (i) Transactions in foreign currency are recorded at the exchange rates prevailing at the time of transaction. Any difference arising on actual payment / realisation is accounted under exchange variation account.
- (ii) Other current assets & liabilities at the end of the year are being valued at the exchange rate prevailing on the date of Balance Sheet and difference arising is accounted as exchange difference and charged/credited to Statement of Profit and Loss.
- (iii) Exchange difference on long-term foreign currency monetary items:

The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are capitalised / decapitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets.

(7) Inventories

Inventories are valued at the lower of cost (weighted average basis) and the net realisable value. Cost incurred in bringing inventories to its existing location and condition are determined on following basis:

- (a) Cost of Raw materials, packing materials, stores & spares and process materials includes all cost incurred in bringing the goods to its present condition and location, including other levies, transit insurance and receiving charges.
- (b) Work-in-progress and finished goods (including finished goods in transit and Consignment Stocks) include appropriate proportion of overheads and where applicable, Excise Duty.
- (c) By-products are valued at net realisable value.
- (d) Consumable stores categorised separately are charged to Statement of Profit and Loss at the time of purchase.
- (e) Stores and spares issued to consuming departments and which are in the process of utilisation and / or remaining with them at the year end are included in the inventory at the weighted average cost.

(8) CENVAT and Value Added Tax Credit

- (i) CENVAT and VAT Credit available on the material (inputs) is adjusted against purchases.

- (ii) Cenvat and VAT Credit available on capital goods is adjusted against the cost of the capital assets.
- (iii) The CENVAT and VAT credit available on purchase of raw materials, other eligible inputs and capital goods is utilised against Excise Duty and VAT payable on clearance / sale of goods produced. The unutilised CENVAT and VAT credit is shown under the head "Loans and Advances".
- (iv) CENVAT and VAT benefits are accounted on accrual basis.

(9) Taxation

- (i) Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods.
- (ii) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal Income Tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.
- (iii) Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets.

(10) Employee Benefits

a. Short term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, Ex-gratia, Leave Travel Allowance, Reimbursement of Medical Expenses, Personal Accident Policy, Deposit Linked Insurance Policy are recognised in the period in which the employee renders the related services.

b. Post-Employment Benefits

- (i) **Defined Contribution Plan** : The Company's contribution paid/ payable during the year to Provident Fund, Superannuation Fund and

other welfare funds are considered as defined contribution plans. The Contribution paid/ payable under these plans are recognised during the period in which the employee renders the services.

- (ii) **Defined Benefit Plans** : The Gratuity scheme managed by Trust is considered as defined benefit plan. The present value of the obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

Actuarial gains and losses are recognised immediately in the Statement of Profit & Loss.

The fair value of the plan assets is reduced from the gross obligation under the defined benefit plan to recognise the obligation on net basis.

Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

c. Long term Employee Benefits

The obligation for long term employee benefits such as long term compensated absences, long service awards etc. is recognised in the same manner as in the case of defined benefit plans as mentioned in (b) (ii) above.

(11) Research and Development

The capital expenditure in respect of Research and Development activities is charged to Statement of Profit and Loss in the year in which it is incurred.

(12) Prior Period Adjustments / Exceptional items

All identifiable items of Income and Expenditure pertaining to prior period are accounted as "Prior Period Items". "Exceptional items" are accounted depending on the nature of transaction.

(13) Borrowing Cost

Borrowing Costs attributable to the acquisition and construction of qualified assets are capitalised as part of the cost of such asset upto the date when all the activities necessary to prepare that asset for its intended use are completed. Other borrowing costs are treated as revenue expenditure.

(14) Provision and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.



2 - SHARE CAPITAL

[Rs. in Lakhs]

Particulars	As At 31.03.2015	As At 31.03.2014
Equity Share Capital		
(a) Authorised :		
10,00,00,000 Equity Shares of Rs.10/- each (Previous Year 10,00,00,000 shares of Rs.10/- each)	10,000.00	10,000.00
50,00,000 Redeemable Cumulative Preference Shares of Rs.100/- each (Previous Year 50,00,000 shares of Rs.100/- each)	5,000.00	5,000.00
	15,000.00	15,000.00
(b) Issued :		
7,34,39,875 Equity Shares of Rs.10/- each (Previous Year 7,34,39,875 shares of Rs.10/- each)	7,343.99	7,343.99
(c) Subscribed & Fully Paid-up :		
7,34,36,928 Equity Shares of Rs.10/- each (Previous Year 7,34,36,928 shares of Rs.10/- each)	7,343.69	7,343.69
(d) Subscribed & Not Fully Paid-up (forefeited) :		
2,947 Equity Shares of Rs.10/- each (Previous Year 2,947 shares of Rs.10/- each)	0.15	0.15
Total	7,343.84	7,343.84

(i) Reconciliation of the number of equity shares :

Particulars	2014-15		2013-14	
	Number	(Rs. in lakhs)	Number	(Rs. in lakhs)
Shares outstanding at the beginning of the period	7,34,36,928	7,343.84	7,34,36,928	7,343.84
Shares outstanding at the end of the period	7,34,36,928	7,343.84	7,34,36,928	7,343.84

(ii) Rights, preferences and restrictions attached to shares:

The Company has one class of equity shares having a par value of Rs.10/- each. Each Shareholder is eligible for one vote per one share held. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) List of shareholders holding more than 5% of total number of shares issued by the Company:

Sr. No.	Name of Shareholder	As at 31 st March, 2015		As at 31 st March, 2014	
		No. of shares held	% of shares held	No. of shares held	% of shares held
1	Lok Prakashan Ltd.	1,60,75,325	21.89	1,60,75,325	21.89
2	Gujarat State Investment Ltd.	1,53,29,373	20.87	1,53,29,373	20.87
3	Gujarat Industrial Investment Corporation Ltd.	71,19,028	9.69	71,19,028	9.69
4	Gujarat Mineral Development Corporation Ltd.	41,45,433	5.64	41,45,433	5.64



3 - RESERVES AND SURPLUS

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
a. Capital Reserves :	0.24	0.24
b. Securities Premium Account :	23,423.18	23,423.18
c. General Reserve :		
Opening Balance	1,07,631.34	98,380.34
<i>Add :</i> Transferred from Surplus Balance in the Statement of Profit and Loss	11,393.00	9,251.00
<i>Less:</i> Depreciation (carrying value of fixed assets as on 01/04/2014, whose balance useful life as per Schedule II of the Companies Act, 2013 is Nil (Net of Deferred tax impact of Rs. 778.78 lakhs))	1,512.43	-
Closing Balance	1,17,511.91	1,07,631.34
d. Surplus in the Statement of Profit and Loss:		
Opening Balance	57,974.20	52,159.30
<i>Add :</i> Net Profit for the current year	22,785.71	18,502.60
<i>Less :</i> Appropriations :		
Proposed Dividend	3,304.66	2,937.48
Tax on Proposed Dividend	672.75	499.22
Transfer to General Reserve	11,393.00	9,251.00
Closing Balance	65,389.50	57,974.20
Total :	2,06,324.83	1,89,028.96

4 - LONG TERM BORROWINGS

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
Secured :		
Term Loans from Banks :		
External Commercial Borrowing from ICICI Bank*	4,166.67	7,988.67
External Commercial Borrowing from HDFC Bank **	5,000.00	7,189.80
Total :	9,166.67	15,178.47

* The Loan is secured by plant and machinery of 39 MW Wind Farm Project at Sinoi Site in Dist. : Kachchh, Gujarat. It has to be repaid in 12 equal half yearly installments from 29.09.2011 and carries interest rate of LIBOR plus 2.95% p.a.

** The Loan is secured by plant and machinery of 20,000 MTA Sodium Chlorate Project at Dahej, Gujarat. It has to be repaid in 10 equal half yearly installments from 14.08.2013 and carries interest rate of LIBOR plus 3.50% p.a.



5 - DEFERRED TAX LIABILITIES (NET)

The break-up of net deferred tax liability on account of timing differences as at 31st March, 2015 is as under :

[Rs. in Lakhs]

	As At 31.03.2015		As At 31.03.2014	
	Assets	Liability	Assets	Liability
Depreciation	-	32,105.40	-	33,201.11
Lease Assets	-	162.41	-	624.24
Expenditure u/s 43B of the I.T. Act	1,451.71	105.65	1,220.27	309.45
Deferred Expenses	-	1,202.82	-	1,170.55
Provision for doubtful debts	467.12	-	453.39	-
Total :	1,918.83	33,576.28	1,673.66	35,305.35
Net Deferred Tax Liability		31,657.45		33,631.69

6 - LONG TERM PROVISIONS

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
(A) Provision for Employees' Benefits		
(i) Leave Encashment	3,773.23	3,162.86
(ii) Long Service Award	40.93	53.41
(B) Provision for Other Liabilities (Refer Note no. 31)	1,719.66	1,719.66
Total :	5,533.82	4,935.93



7 - SHORT TERM BORROWINGS

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
Secured :		
Cash credit accounts with banks #	323.29	409.85
Total :	323.29	409.85

The Company has working capital facilities with various Banks carrying interest rate ranging from 10.35% to 15.00%. These facilities are secured by first charge by hypothecation of stocks and book debts and second charge over the immovable assets of the Company.

8 - TRADE PAYABLES

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
Trade Payables (Refer note below for details of dues to micro, small and medium enterprise)	23,096.54	18,546.13
Total :	23,096.54	18,546.13
Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")		
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	886.45	740.28
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the Auditors.		



9 - OTHER CURRENT LIABILITIES

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
(a) Current maturities of long term secured debts *	6,666.67	6,390.93
(b) Current maturities of finance lease obligations (from a financial institution)	0.50	0.50
(c) Interest accrued but not due on borrowings	35.51	51.29
(d) Unpaid dividends	103.80	90.88
(e) Other payables :		
(i) Other Statutory Liabilities	984.49	1,275.91
(ii) Advance received from customers	737.29	468.87
(iii) Payables for capital goods	1,705.28	1,034.94
(iv) Security Deposits / Earnest Money Deposits	964.99	863.49
Total :	11,198.53	10,176.81

* Represents repayment falling due in next twelve months :

- (i) Rs. 4,166.67 lakhs to ICICI Bank towards ECB loan secured against plant and machinery of 39 MW Wind Farm Project at Sinoi Site in Dist. : Kachchh, Gujarat carrying interest rate of LIBOR plus 2.95% p.a.
- (ii) Rs. 2,500.00 lakhs to HDFC Bank towards ECB loan secured against plant and machinery of 20,000 MTA Sodium Chlorate Project at Dahej, Gujarat carrying interest rate of LIBOR plus 3.50% p.a.

10 - SHORT TERM PROVISIONS

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
(a) Provision for Employees' Benefits		
(i) Leave Encashment	454.92	425.41
(ii) Long Service Award	34.32	34.06
(b) Others		
(i) Proposed Dividend *	3,304.66	2,937.48
(ii) Tax on Proposed Dividend	672.75	499.22
Total :	4,466.65	3,896.17

* The Board of Directors of the Company has recommended dividend of Rs. 4.50 per Share on 7,34,36,928 Equity Shares of Rs.10/- each.

11 - FIXED ASSETS

[Rs. in Lakhs]

Sr. No.	FIXED ASSETS	GROSS BLOCK (AT COST)			DEPRECIATION / AMORTIZATION			NET BLOCK			
		As at 01.04.14	Additions / Adjustment	Deductions / Adjustment	As at 31.03.15	Up to 01.04.14	For the year	Deductions / Adjustment	Up to 31.03.15	As at 31.03.15	As at 31.03.14
	TANGIBLE ASSETS :										
1	Free hold Land	102.75	-	-	102.75	-	-	-	-	102.75	102.75
2	Lease hold Land *	1,493.94	-	-	1,493.94	154.00	15.09	-	169.09	1,324.85	1,339.94
3	Buildings, Roads and Culverts	19,664.35	421.44	-	20,085.79	4,405.89	2,215.61	-	6,621.50	13,464.29	15,258.46
4	Plant and Equipment ***	3,05,818.05	14,424.43	114.21	3,20,128.27	1,65,926.13	8,290.21	107.19	1,74,109.15	1,46,019.12	1,39,891.92
	Plant and machinery under lease	3,663.43	-	113.75	3,549.68	3,166.83	13.07	108.06	3,071.84	477.84	496.60
5	Furniture, Fixtures and Equipments	1,512.28	39.35	1.12	1,550.51	910.37	239.07	0.51	1,148.93	401.58	601.91
6	Vehicles	358.94	75.45	32.96	401.43	199.66	46.99	22.01	224.64	176.79	159.28
7	Others :										
	(a) Recoating / Remembraning @	6,991.92	1,273.64	-	8,265.56	3,548.11	1,178.72	-	4,726.83	3,538.73	3,443.81
	(b) Power, Water & Services #	1,743.81	-	-	1,743.81	1,513.96	96.87	-	1,610.83	132.98	229.85
	Grand Total	3,41,349.47	16,234.31	262.04	3,57,321.74	1,79,824.95	12,095.63	237.77	1,91,682.81	1,65,638.93	1,61,524.52
	Previous Year	(3,15,445.36)	(26,090.73)	(186.62)	(3,41,349.47)	(1,64,948.09)	(15,038.62)	(161.76)	(1,79,824.95)	(1,61,524.52)	
	Expenditure on New Projects									5,627.61	2,144.42
	Capital Work-in-progress									1,051.55	810.77

Effective from 1st April, 2014, the Company has provided depreciation as per Schedule-II of The Companies Act, 2013 based on useful life of the fixed assets. Depreciation for the year includes Rs.2,291.21 lakhs (Previous Year Rs. Nil) adjusted against General Reserve towards carrying amount of assets for which remaining useful life was Nil as on 1st April, 2014. Accordingly, the depreciation for the year is lower by Rs. 5,936.17 lakhs. Depreciation and amortization for the year includes net credit of Rs.1.66 lakhs for prior period adjustment (Previous Year net debit of Rs.5.97 lakhs).

* Lease hold land amortised during Financial Year 2014-15 of Rs.15.09 lakhs (Ref. Sr. No. 4 (c) of Note No. 1).

The lease deed in respect of Plot No. 3 for the balance land admeasuring 44,032 sq. mtrs acquired at Dahej Complex having value of Rs.15.86 lacs is pending for execution.

*** The Company has adopted the provisions of Para 46A of AS 11. The Effects of Changes in Foreign Exchange Rates, accordingly, exchange differences arising on restatement/settlement of long-term foreign currency borrowings amounting to Rs. 816.78 Lakhs (Previous Year Rs.1,606.93 Lakhs) relating to acquisition of depreciable fixed assets are adjusted to the cost of the Plant and Equipment and depreciated over the remaining useful life of such assets.

@ The Gross value and depreciation /amortisation amounting to Rs.800.10 lakhs of Recoating / Remembraning is eliminated from Gross Block and Depreciation / amortisation for those assets which are fully written off till 31.03.2014. Recoating and Remembraning expenditure are amortised over a useful life of 8 years and 4 years respectively as decided by management.

The Company's contribution or expenditure towards Power, Water and Services not owned by the Company has been capitalized and is amortised over a period of eighteen years starting from 15.08.1998 being the date of start of operations.



12 - NON-CURRENT INVESTMENTS

[Rs. in Lakhs]

	Nos.	Face Value Rs.	As At 31.03.2015	As At 31.03.2014
1 Investment in Equity Instruments (Quoted) :				
a Gujarat Industries Power Company Limited	2,30,88,980	10	8,139.82	8,139.82
b Gujarat State Fertilizers and Chemicals Limited	75,00,000	2	1,500.00	1,500.00
c Gujarat Lease Financing Limited	2,50,000	10	104.68	104.68
Less : Provision for Diminution in the value of Investments			99.36	101.81
			5.32	2.87
Total - 1 (Quoted)			9,645.14	9,642.69
2 Investment in Equity Instruments (Unquoted) :				
a Gujarat Data Electronics Limited	40,000	10	4.00	4.00
Less : Provision for Diminution in the value of Investments			4.00	4.00
			-	-
b Gujarat Venture Finance Limited	1,80,000	10	18.00	18.00
c Gujarat Guardian Limited	74,25,000	10	742.50	742.50
d Gujarat State Petroleum Corporation Limited	2,15,43,200	1	1,349.99	1,349.99
e Gujarat Chemical Port Terminal Company Limited	6,13,90,000	1	613.90	613.90
f Vadodara Enviro Channel Limited	7,151	10	-	-
g Bhavnagar Energy Company Limited	4,71,60,000	10	4,716.00	3,605.00
h GSPC Gas Company Limited	40,00,000	10	2,000.00	2,000.00
Total - 2 (Unquoted)			9,440.39	8,329.39
3 Investment in Govt. Securities (Unquoted):				
a Six Year National Saving Certificate (National Saving certificates are pledged for renewal of licence)			0.20	0.20
GRAND TOTAL			19,085.73	17,972.28
Aggregate Value of Quoted Investments			9,645.14	9,642.69
Market Value of Quoted Investments			25,863.16	19,406.38
Aggregate Value of Unquoted Investments			9,440.59	8,329.59

DETAILS OF TRADE INVESTMENTS

Sr. No.	Name of the Body Corporate	Subsidiary/ Association/ Joint Venture Controlled Entity / Others	No. of Equity Shares		Quoted / Unquoted	Partly paid/ Fully paid	Extent of Holding (%)		Amount (Rs. in Lakhs)	Whether stated at cost Yes / No	If Answer of Column (12) is No - Basis of Valuation	
			31.03.15	31.03.14			(8)	(9)				(10)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(A) Investments in Equity Instruments												
1	Gujarat Industries Power Company Limited	Others	2,30,88,980	2,30,88,980	Quoted	Fully paid	15.265%	15.265%	8,139.82	Y	-	
2	Gujarat State Fertilizers and Chemicals Limited	Others	75,00,000	75,00,000	Quoted	Fully paid	1.882%	1.882%	1,500.00	Y	-	
3	Gujarat Lease Financing Limited	Others	2,50,000	2,50,000	Quoted	Fully paid	0.922%	0.922%	5.32	N	Market Value	
4	Gujarat Data Electronics Limited	Others	40,000	40,000	Unquoted	Fully paid	8.000%	8.000%	-	N	Net of diminution provision	
5	Gujarat Venture Finance Limited	Others	1,80,000	1,80,000	Unquoted	Fully paid	16.331%	16.331%	18.00	Y		
6	Gujarat Guardian Limited	Others	74,25,000	74,25,000	Unquoted	Fully paid	4.729%	4.729%	742.50	Y		
7	Gujarat State Petroleum Corporation Limited	Others	2,15,43,200	2,15,43,200	Unquoted	Fully paid	0.895%	0.895%	1,349.99	Y		
8	Gujarat Chemical Port Terminal Company Limited	Others	6,13,90,000	6,13,90,000	Unquoted	Fully paid	3.991%	3.991%	613.90	Y		
9	Vadodara Enviro Channel Limited	Others	7,151	7,151	Unquoted	Fully paid	14.286%	14.286%	-	Y		
10	Bhavnagar Energy Company Limited	Others	4,71,60,000	3,60,50,000	Unquoted	Fully paid	6.663%	6.455%	4,716.00	Y		
11	GSPC Gas Company Limited	Others	40,00,000	40,00,000	Unquoted	Fully paid	4.727%	4.727%	2,000.00	Y		
(B) Investments in Government or Trust securities												
1	Six Year National Saving Certificate	Others	-	-	Unquoted	Fully paid	-	-	0.20	Y		
Total									19,085.73			17,972.28



13 - LONG TERM LOANS AND ADVANCES

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
Unsecured - Considered Good		
(a) Capital Advances *	8,225.55	8,829.52
(b) Security Deposits	1,931.24	1,936.81
(c) Net Advance payment of Income Tax	8,105.35	6,856.33
(d) MAT Credit entitlement	4,333.19	-
(e) Other Loans and Advances :		
(i) Advances to Suppliers	998.38	742.77
Less : Provision for Doubtful Advance	(15.09)	(15.09)
	983.29	727.68
(ii) Loans to Employees	17.39	19.17
(iii) Duty Draw back receivable	2.53	17.30
(iv) Prepaid Expenses	6.75	0.84
	1,009.96	764.99
Total :	23,605.29	18,387.65

*Capital Advances includes advance payment and provision made for lease hold lands allotted pending execution of lease deeds :

- (i) Rs. 124.17 lakhs (Previous Year Rs.124.17 lakhs) penalty imposed for non-utilisation of Plot No. CH-17 recovered by GIDC from balance lying with them against surrender of part land.
- (ii) Rs.1,809.89 lakhs (Previous Year Rs.1,774.24 lakhs) towards plot No.42/1 at Dahej admeasuring 5,20,000 sq. mtrs.
- (iii) Rs.4,673.56 lakhs (Previous Year Rs.4,725.04 lakhs) towards Plot No. D-II/9 at Dahej admeasuring 10,20,900 sq. mtrs.
- (iv) Rs.945.50 lakhs (Previous Year Rs.945.39 lakhs) towards plot No. B-37 to B-44 at village Atali admeasuring 50,714.48 sq. mtrs.

14 - OTHER NON-CURRENT ASSETS

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
(i) Others		
Unsecured receivables considered good ;		
(i) Balance with Excise & Custom (Refer Note No. 31)	1,274.92	1,338.44
(ii) Others	0.13	-
	1,275.05	1,338.44
(ii) Prepaid Long Term Employee Benefits (Gratuity)	270.25	787.40
Total :	1,545.30	2,125.84

15 - CURRENT INVESTMENTS

[Rs. in Lakhs]

		Nos.	Face Value Rs.	As At 31.03.2015	As At 31.03.2014
Investment in Equity Instruments (Quoted) :					
1	IDBI Bank Ltd.	3,18,800	10	259.03	259.03
	Less :- Provision for Diminution in value of Investments			32.68	50.85
				226.35	208.18
2	Housing Development Finance Corporation Ltd.	1,18,700	2	3.16	3.16
	Less :- Sold During the Year	60,000		1.60	-
		58,700	2	1.56	3.16
3	HDFC Bank Ltd.	2,500	2	0.05	0.05
	Less :- Sold During the Year	2,500		0.05	-
		-		-	0.05
TOTAL :				227.91	211.39
Aggregate Value of Quoted Investments				227.91	211.39
Market Value of Quoted Investment				998.66	1,276.09

DETAILS OF CURRENT INVESTMENTS

Sr. No.	Name of the Body Corporate	Subsidiary/ Association/ Joint Venture Controlled Entity / Others	No . of Equity Shares		Quoted / Unquoted	Partly paid/ Fully paid	Extent of Holding (%)		Amount (Rs. in Lakhs)		Whether stated at cost Yes/No	If Answer of Column (12) is No - Basis of Valuation
			31.03.15	31.03.14			31.03.15	31.03.14	31.03.15	31.03.14		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
1	Investments in Equity Instruments IDBI Bank Ltd.	Others	3,18,800	3,18,800	Quoted	Fully paid	0.147%	0.147%	226.35	208.18	N	Market Value
2	Housing Development Finance Corporation Limited	Others	58,700	1,18,700	Quoted	Fully paid	0.004%	0.008%	1.56	3.16	Y	-
3	HDFC Bank Ltd.	Others	-	2,500	Quoted	Fully paid	0.000%	0.000%	-	0.05	Y	-
Total									227.91	211.39		



16 - INVENTORIES

[Rs. in Lakhs]

		As At 31.03.2015	As At 31.03.2014
(a) Raw Materials and Components	4,209.77		2,940.41
Goods-in-Transit	2,469.26		3,239.86
		6,679.03	6,180.27
(b) Work-in-Progress		592.24	598.96
(c) Finished Goods	4,018.82		6,408.86
Goods-in-Transit	19.21		126.57
		4,038.03	6,535.43
(d) Stores and Spares	6,979.99		6,819.30
Goods-in-Transit	4.06		4.12
		6,984.05	6,823.42
(e) Others :			
Packing Materials	271.43		318.66
Furnace Oil	17.16		13.14
Building Materials	48.56		66.25
		337.15	398.05
Total :		18,630.50	20,536.13

17 - TRADE RECEIVABLES

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
Outstanding for a period exceeding six months from the due date :		
Secured	29.16	115.84
Unsecured - Considered Good	67.32	137.07
	96.48	252.91
Unsecured Receivable - considered Doubtful *	1,779.34	1,818.67
Less : Provision for doubtful debts	1,374.29	1,333.85
	405.05	484.82
Outstanding for a period not exceeding six months from the due date :		
Secured	4,902.89	5,296.56
Unsecured - Considered Good	25,176.76	24,333.66
	30,079.65	29,630.22
Total :	30,581.18	30,367.95

*The Trade Receivables include overdue outstanding from various parties aggregating to Rs.1,450.94 lakhs, (Previous Year Rs.1,451.78 lakhs), for which the Company has taken legal steps for recovery of the outstanding dues and the management is hopeful of the recovery. However, cumulative provision of Rs.1,211.48 lakhs (Previous Year Rs.1,184.84 lakhs) exists for such doubtful debts as on 31.03.2015.

**18 - CASH AND BANK BALANCES**

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
A Cash and Cash Equivalents :		
Balances with Bank :		
Current Account	378.51	992.82
Cheques, Drafts on hand	215.23	159.47
Cash on hand	3.70	2.93
Others :		
Stamps on hand	0.07	0.17
Fixed Deposits with Banks	18,000.00	-
B Other Bank Balances :		
Unpaid Dividend	103.80	90.88
Total :	18,701.31	1,246.27

19 - SHORT TERM LOANS AND ADVANCES

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
Unsecured - Considered Good:		
Advances to Suppliers	996.08	1,271.42
Loans to Employees	111.32	145.64
Duty Drawback Receivable	61.81	117.31
Prepaid Expenses	55.58	36.13
CENVAT & VAT Credit receivable	2,567.17	2,915.84
Security Deposits	122.12	69.03
Deposit with Corporate Bodies	8,000.00	22,500.00
Other Loans and Advances	651.05	317.32
Total :	12,565.13	27,372.69

20 - OTHER CURRENT ASSETS

[Rs. in Lakhs]

	As At 31.03.2015	As At 31.03.2014
Unsecured (Considered Good)		
(i) Balance with Excise & Custom authorities	205.11	120.38
(ii) Interest Receivable	1,605.48	204.54
(iii) Prepaid Long Term Employee Benefits (Gratuity)	40.59	123.02
Total :	1,851.18	447.94



21 - REVENUE FROM OPERATIONS

[Rs. in Lakhs]

	2014-15		2013-14	
(i) SALE OF PRODUCTS				
[A] MANUFACTURING OPERATIONS				
1 Caustic Soda Lye	54,864.52		52,942.64	
2 Caustic Soda Flakes	33,406.94		37,764.30	
3 Caustic Soda Prills	2,829.04		4,994.62	
4 Chloromethanes	15,472.92		10,260.17	
5 Sodium Cyanide	2,141.37		3,506.54	
6 Caustic Potash Lye	2,715.25		2,157.69	
7 Caustic Potash Flakes	9,767.74		7,277.15	
8 Potassium Carbonate	4,990.87		5,275.07	
9 Hydrogen Peroxide (100%)	17,255.38		15,066.61	
10 Phosphoric Acid (85%)	17,419.85		15,422.74	
11 Poly Aluminium Chloride	3,230.13		3,312.20	
12 Aluminium Chloride	11,446.15		10,805.35	
13 Chlorinated Paraffin Wax	3,729.97		3,655.82	
14 Benzyl Alcohol	3,529.33		3,396.66	
15 Others	9,652.33		12,447.75	
		1,92,451.79		1,88,285.31
[B] TRADING ACTIVITY		729.21		-
[C] EXCISE DUTY		22,536.12		20,464.55
Total (i)		2,15,717.12		2,08,749.86
(ii) OTHER OPERATING REVENUE				
Sale of Scrap	779.06		312.26	
Insurance claims received	0.25		12.73	
Export Incentives	70.07		223.57	
Credit balances written back(Net)	548.43		214.78	
Other Receipts	233.61		557.65	
Total (ii)		1,631.42		1,320.99
Total :		2,17,348.54		2,10,070.85

22 - OTHER INCOME

[Rs. in Lakhs]

	2014-15	2013-14
Interest Income		
a) Deposit with Banks	1,288.59	-
b) Short Term Deposit / Inter Corporate Deposit	1,305.57	1,599.05
c) Others		
- From Non-Current Assets	162.47	228.94
- From Current Assets	94.77	64.49
Dividend Income		
a) From Non-Current Investments	1,076.04	1,026.57
b) From Current Investments	17.67	28.44
Other Non-operating Income		
a) Net Exchange rate variation	63.08	71.60
b) Rent received from assets given on operating lease	2.20	2.27
c) Profit on sale of Fixed Assets (Net)	39.88	-
d) Profit on sale of current investment	841.13	-
e) Miscellaneous Income	3.34	5.10
Total :	4,894.74	3,026.46

23 - COST OF MATERIALS CONSUMED

[Rs. in Lakhs]

	2014-15	2013-14
1 Natural Gas	20,535.57	27,679.99
2 Potassium Chloride	8,529.19	8,385.28
3 Salt	8,700.83	6,761.35
4 Rock Phosphate	5,699.02	6,330.53
5 Aluminium Ingots	9,260.46	8,256.25
6 Alumina Trihydrate Powder	1,576.39	1,431.45
7 Heavy Normal Paraffin	3,192.37	3,457.61
8 Toluene	4,368.31	4,474.23
9 Others	5,694.48	4,945.76
Total :	67,556.62	71,722.45

NOTE :
VALUE OF RAW MATERIALS CONSUMED

IMPORTED

INDIGENOUS

2014-15		2013-14	
Value Rs. in Lakhs	Percentage %	Value Rs. in Lakhs	Percentage %
15,939.98	23.59	15,893.42	22.16
51,616.64	76.41	55,829.03	77.84
67,556.62	100.00	71,722.45	100.00

24 - CHANGE IN INVENTORIES OF FINISHED GOODS AND PROCESS STOCK

[Rs. in Lakhs]

	2014-15	2013-14
Closing Stock :		
Finished Goods	4,038.03	6,535.43
Process Stock	592.24	598.96
	4,630.27	7,134.39
Less :- Opening Stock :		
Finished Goods	6,535.43	6,104.41
Process Stocks	598.96	583.22
	7,134.39	6,687.63
(Increase) / Decrease :	2,504.12	(446.76)

25 - EMPLOYEES BENEFITS EXPENSE

[Rs. in Lakhs]

	2014-15	2013-14
a) Salaries and Wages	13,151.21	12,139.85
b) Contributions to :		
(i) Provident fund	603.09	555.05
(ii) Superannuation Scheme	574.31	575.00
(iii) Gratuity Fund	820.54	289.80
c) Staff Welfare Expenses	1,550.44	1,584.72
Total :	16,699.59	15,144.42

26 - FINANCE COST

[Rs. in Lakhs]

	2014-15	2013-14
(a) Interest Expense :		
On Term Loans	726.74	526.16
On Cash Credit	6.63	2.24
Others	111.19	33.52
(b) Other Borrowing Costs :		
Bank Charges	89.12	73.93
Total :	933.68	635.85



27 - OTHER EXPENSES

[Rs. in Lakhs]

		2014-15	2013-14
Power		48,252.42	37,347.94
Fuel, Natural Gas and Water Charges		9,216.22	7,675.15
Stores and Spare-parts consumed		2,982.84	2,199.10
Repairs, Maintenance and Replacement			
Building	2.45		0.06
Plant and Machinery	2,280.96		1,851.91
Others	2,929.56		2,279.19
		5,212.97	4,131.16
Job Work / Processing Charges		3,759.85	3,258.59
Safety & Environment Expenses		153.98	119.24
Insurance		373.59	528.12
Packing Materials Consumption		5,399.73	4,760.56
Rent (includes Lease Rent and charges Rs. 194.90 lakhs Previous year Rs. 565.80 lakhs)		195.04	577.10
Rates and Taxes		42.04	40.40
Printing and Stationery		79.40	54.60
Postage and Telephone		89.09	78.28
Vehicle Running and Maintenance including Hire Charges		406.87	376.95
Directors' Fees		6.15	2.95
Auditors' Remuneration and Expenses		15.49	10.35
Membership and Subscription Fees		14.55	16.09
Brokerage and Commission		1.89	-
Travelling and Conveyance		68.41	55.45
Legal and Professional Charges		277.20	293.24
Research and Development Expenses		138.02	99.94
Loss on Sale of Fixed Assets (Net)		-	14.68
Donations & Other CSR Cost		217.83	694.47
Provision for Doubtful Debts / Advances		40.44	29.69
General Expenses		925.02	922.55
Commission on Sales		290.62	259.76
Other Marketing Expenses		2,150.59	2,137.10
Freight Outward (Net)		69.18	6.74
Difference of Excise Duty paid / (recovered)		(12.77)	95.94
Provision for Diminution of Investment		-	49.59
Difference of Excise Duty on Opening and Closing Stock of finished goods		(320.77)	3.28
Total :		80,045.89	65,839.01

Total :

Consumption value of Stores, Spare-parts :

- Imported
- Indigenous

2014-15		2013-14	
Value Rs. in Lakhs	Percentage %	Value Rs. in Lakhs	Percentage %
319.12	10.70	172.53	7.85
2,663.72	89.30	2,026.57	92.15
2,982.84	100.00	2,199.10	100.00

**28 - PRIOR PERIOD ADJUSTMENT (NET)**

[Rs. in Lakhs]

	2014-15	2013-14
EXPENDITURE :		
Administrative, General and Marketing Expenses and Depreciation	-	17.79
Net Debit / (Credit) Total :	-	17.79

29 - Tax Expense :

- (i) Deferred Tax of Rs.1,195.46 lakhs includes reversal of timing difference pertaining to claim u/s 80 IA of Income Tax Act,1961 for wind mills commissioned in earlier years.
- (ii) During the current year there is no tax liability under normal provisions of the Income Tax Act,1961 and hence the Company is required to pay the tax under MAT provisions of Income Tax Act,1961. Accordingly, the total amount paid under MAT is reflected as MAT credit entitlement.

30 - Earning per Share :

Sr. No.	Particulars	Units	2014-15	2013-14
1	Net Profit After Tax available for Equity Shareholders	Rs.	2,27,85,70,986.68	1,85,02,59,916.51
2	Number of Equity Shares of Rs.10/- each	Number	7,34,36,928	7,34,36,928
3	Basic Earning Per Share	Rs.	31.03	25.20
4	Diluted Earning Per Share	Rs.	31.03	25.20

- 31 -** In the earlier Financial Year 2012-13, the Company received a demand of Rs. 1,719.66 lakhs from the revenue authorities for excise duty, interest and penalty thereon. The same has been shown as provision for other liabilities under Long Term Provision (note no. 6). The Company has contested the demand and has paid under protest Rs. 924.23 lakhs and Rs. 333.31 lakhs (Total Rs.1,257.54 lakhs) during 2012-13 and 2013-14 respectively. The amount paid has been shown under balance with excise and custom under Other Non- Current Assets (note no. 14).

[Rs. in Lakhs]

32 - Contingent Liabilities and Commitments
(to the extent not provided for)

	As At 31.03.2015	As At 31.03.2014
(i) Contingent Liabilities :		
(a) Claims against the Company not acknowledged as debt	13,041.07	7,051.11
(b) Various pending cases before Labour court and Industrial Tribunal	Not ascertainable	Not ascertainable
(c) Disputed Purchase Tax liability (1998-99 to 2005-06)	20,431.56	20,884.60
(d) Disputed Income Tax liability (excluding interest) :		
(i) Pending Before Appellate Authorities in respect of which the Company is in appeal	12,670.00	13,165.00
(ii) Decided in Company's favour by Appellate Authorities and Department is in further appeal	8,503.00	9,165.00
	54,645.63	50,265.71
In respect of above matters, future cash outflows in respect of contingent liabilities are determinable only on receipt of judgements pending at various forums / authorities.		



[Rs. in Lakhs]

Contd..	As At 31.03.2015	As At 31.03.2014
(e) Guarantees :		
(i) Total loans outstanding under corporate guarantees aggregating to Rs. 424.65 lakhs (Previous Year Rs. 424.65 lakhs) to Housing Development Finance Corporation Limited (HDFC) for housing loans extended to employees.	7.94	25.59
(ii) Guarantees given by the Company's Bankers for various purposes are	5,738.33	4,164.29
(f) Sponsor Support Agreement executed with Bhavnagar Energy Co. Ltd. and their lenders.	Not ascertainable	Not ascertainable
Total (i)	60,391.90	54,455.59
(ii) Commitments :		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	17,373.31	7,963.41
(b) Other commitments - liability to GIDC for leasehold land at Dahej (including pending execution of lease deeds)	Not ascertainable	Not ascertainable
Total (ii)	17,373.31	7,963.41
Total :	77,765.21	62,419.00

33 - The Company's operations fall under single segment namely "Chemicals", hence no separate disclosure of segment reporting is required to be made as required under Accounting Standard -17 of Institute of Chartered Accountants of India.

34 - Employee Benefits [Accounting Standard -15 (Revised)] :

(i) Defined Contribution Plans :

An amount of Rs. 603.09 lakhs (Previous Year Rs.555.05 lakhs) contributed to Provident Fund Trust and amount of Rs. 574.31 lakhs (Previous Year Rs. 575.00 lakhs) contributed to Employees Superannuation Trust is recognised as an expense and included in "Employee Benefits Expenses" (Note 25) of Statement of Profit & Loss.

(ii) Defined Benefit Plans : - As per Actuarial Valuation as on March 31, 2015 :-

[Rs. in Lakhs]

Particulars	Gratuity	
	31.03.2015	31.03.2014
I Expense recognised in the Statement of Profit and Loss for the year ended		
1. Current Service Cost	212.87	181.65
2. Interest Cost	450.97	463.64
3. Expected Return on Plan Assets	(582.78)	(554.08)
4. Past Service Cost (Non Vested Benefit) Recognised	-	-
5. Past Service Cost (Vested Benefit) Recognised	-	-
6. Actuarial (Gain) / Loss	733.06	196.05
7. Total Expenses	814.12	287.26
II Net Assets / (Liability) recognised in the Balance Sheet as on	31.03.2015	31.03.2014
1. Present Value of Defined Benefit Obligation	6,441.15	5,637.18
2. Fair Value of Plan Assets	6,751.99	6,547.60
3. Funded Status [Surplus / (Deficit)]	(310.84)	(910.42)
Net (Asset) / Liability	(310.84)	(910.42)



		[Rs. in Lakhs]	
Particulars		Gratuity	
III	Change in Present value of Obligation during the year ended	31.03.2015	31.03.2014
1.	Present Value of Defined Benefit Obligation at the beginning of the year	5,637.18	5,151.50
2.	Current Service Cost	212.87	181.65
3.	Interest Cost	450.97	463.64
4.	Past Service Cost (Non Vested Benefit)	-	-
5.	Past Service Cost (Vested Benefit)	-	-
6.	Benefit paid	(571.25)	(338.74)
7.	Actuarial (Gain) / Loss on obligation	711.38	179.13
8.	Present Value of Defined Benefit Obligation at the end of the year	6,441.15	5,637.18
IV	Change in Fair value of Plan Assets during the year ended	31.03.2015	31.03.2014
1.	Fair Value of Plan Assets at the beginning of the year	6,547.60	5,654.32
2.	Expected Return on Plan Assets	582.78	554.08
3.	Contribution by Employer	214.54	694.86
4.	Actual Benefit Paid	(571.25)	(338.74)
5.	Actuarial Gain / (Loss) on Plan Assets	(21.68)	(16.92)
6.	Fair Value of Plan Assets at the end of the year	6,751.99	6,547.60
7.	Actuarial Gain / (Loss) to be recognised	-	-
V	Actual Return on Plan Assets	31.03.2015	31.03.2014
1.	Expected Return on Plan Assets	582.78	554.08
2.	Actuarial Gain / (Loss) on Plan Assets	(21.68)	(16.92)
3.	Actual Return on Plan Assets	561.10	537.16
VI	Balance Sheet Reconciliation	31.03.2015	31.03.2014
1.	Opening Net Liability	(910.42)	(502.82)
2.	Expenses Recognised in Profit & Loss Account	814.12	287.26
3.	Employer's Contribution	(214.54)	(694.86)
4.	Amount Recognised in Balance Sheet (Asset) / Liability	(310.84)	(910.42)

		[Rs. in Lakhs]	
Particulars		Leave Salary	
I	Expense recognised in the Statement of Profit and Loss for the year ended	31.03.2015	31.03.2014
1.	Current Service Cost	171.84	149.24
2.	Interest Cost	287.06	295.53
3.	Expected Return on Plan Assets	-	-
4.	Past Service Cost	-	-
5.	Actuarial (Gain) / Loss	713.47	184.27
6.	Total Expenses	1,172.37	629.04



[Rs. in Lakhs]

Particulars	Leave Salary	
	31.03.2015	31.03.2014
II Net Assets / (Liability) recognised in the Balance Sheet as on		
1. Present Value of Unfunded Obligations	4,228.15	3,588.27
2. Unrecognised past Service Cost	-	-
3. Fair Value of Plan Assets	-	-
4. Net Liability as at March	4,228.15	3,588.27
III Change in Present value of Obligation during the year ended		
1. Present Value of Unfunded Obligation at the beginning of the year	3,588.27	3,283.62
2. Current Service Cost	171.84	149.24
3. Interest Cost	287.06	295.53
4. Actuarial (Gain) / Loss on obligation	713.47	184.27
5. Benefit paid	(532.49)	(324.39)
6. Present Value of Defined Benefit Obligation at the end of the year	4,228.15	3,588.27

(iii) The major categories of plan assets as a percentage of total plan

Qualifying Insurance Policy

100%.

(iv) Experience Adjustments :

[Rs. in Lakhs]

Gratuity	2014-15	2013-14	2012-13	2011-12	2010-11
Present Value of Unfunded Obligations	6,441.15	5,637.18	5,151.50	5,199.74	5,003.75
Fair Value of Plan Assets	6,751.99	6,547.60	5,654.32	5,514.42	5,284.71
Funded Status [(Surplus)/Deficit]	(310.84)	(910.42)	(502.82)	(314.68)	(280.96)
Experience adjustments on Plan Liabilities	488.56	383.02	(99.63)	81.99	385.56
Experience adjustments on Plan Assets	(21.69)	(16.92)	(6.48)	(3.86)	(43.43)

[Rs. in Lakhs]

Leave Salary	2014-15	2013-14	2012-13	2011-12	2010-11
Present Value of Unfunded Obligations	4,228.15	3,588.27	3,283.62	3,228.14	3,039.03
Fair Value of Plan Assets	-	-	-	-	-
Funded Status [(Surplus)/Deficit]	4,228.15	3,588.27	3,283.62	3,228.14	3,039.03
Experience adjustments on Plan Liabilities	541.61	336.24	83.86	182.45	185.39
Experience adjustments on Plan Assets	-	-	-	-	-

(v) Actuarial assumptions :

	2014-15	2013-14
1. Discount rate	8.00% p.a.	9.00% p.a.
2. Expected return on plan assets	9.15% p.a.	9.50% p.a.
3. Salary growth rate	7.00% p.a.	7.50% p.a.

The estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The expected rate of return on Plan Assets is determined considering several applicable factors, mainly the composition of Plan Assets held, assessed risks, historical results of return on Plan Assets and the Company's policy for the Plan Assets management.



35 - In respect of expired finance leases, the minimum lease payments and present value as on 31.03.2015 amount to :

Finance Lease :-

[Rs. in Lakhs]			
	Minimum Lease payments	Future Finance charges	Present Value of Minimum Lease payments
Not later than 1 year	0.54	0.04	0.50
Later than 1 year but not later than 5 years	-	-	-
TOTAL	0.54	0.04	0.50

36 - Related Party Information :

(1) List of Related Parties :

Key Management Personnel :

Shri Atanu Chakraborty, IAS, Managing Director
(up to 28th August, 2014)

Shri A M Tiwari, IAS, Managing Director
(From 29th August, 2014)

Dr. H B Patel, Executive Director (Finance) &
Chief Financial Officer (From 14th May, 2014)

Shri S S Bhatt, Company Secretary & Additional
General Manager (Legal, HR & CC)
(From 14th May, 2014)

(2) Transactions with related parties :

Details related to parties referred to in (1) above.

[Rs. in Lakhs]			
Sr.No.	Nature of Transaction	2014-15	2013-14
01	Remuneration to Managing Directors	12.06	2.04
02	Remuneration to Chief Financial Officer	29.62	24.19
03	Remuneration to Company Secretary	19.97	15.72

37 - The break-up of payment to Auditors (net of taxes) is as under :

[Rs. in Lakhs]			
Sr. No.	Particulars	2014-2015	2013-2014
(a)	Audit Fees	13.00	5.50
(b)	Tax Audit Fees	-	2.20
(c)	Quarterly / Half Yearly Review Audit	2.00	6.27
(d)	Cash Flow Certification	-	1.65
(e)	Other Certification	-	2.00
(f)	Out of Pocket Expenses	0.09	1.00
	TOTAL	15.09	18.62



38 - Income and Expenditure in Foreign Currency :

[Rs. in Lakhs]

Sr. No.	Particulars	2014-2015	2013-2014
(a)	Earnings in Foreign Exchange - Export of Goods on F.O.B. basis	17,071.55	25,232.33
(b)	Expenditure in Foreign Currency (on accrual basis) on account of :		
(i)	Interest	726.73	983.55
(ii)	Foreign Tour Expenses	5.75	1.92
(iii)	Bank Charges & Commission	3.77	4.62
(iv)	Subscription	2.23	1.70
(v)	Commission on Exports Sales	4.77	35.20
(vi)	Lease Rent (For ISO Tank)	83.31	88.72
(vii)	Other Export Expenses	24.58	44.79

39 - Value of imports on CIF basis :

[Rs. in Lakhs]

Sr. No.	Particulars	2014-2015	2013-2014
(i)	Raw Materials	13,069.27	15,099.74
(ii)	Membranes	202.27	219.79
(iii)	Stores & Spare parts	672.35	432.11
(iv)	Capital Goods	91.83	440.14
(v)	Others	0.09	0.08

40 - The Company has not taken any derivative instrument during the year. The year end unhedged foreign currency exposures are given below :

Amount Receivable on account of export of goods and services and Advance to Suppliers :

Particulars	As on 31-03-2015			As on 31-03-2014		
		Rs. in Lakhs	Amount in FC		Rs. in Lakhs	Amount in FC
Receivable for Exports	US \$	48.83	78,120.00	US \$	788.12	13,15,398
	GBP	9.61	10,391.48	GBP	120.61	1,20,895
	EURO	-	-	EURO	22.27	26,936
Advance to Suppliers	JPY	29.82	55,75,000.00	JPY	-	-
	US \$	16.44	26,250.00	US \$	-	-
	EURO	1.31	2,214.00	EURO	-	-

Amount payable on account of import of goods, services and others :

Particulars	As on 31-03-2015			As on 31-03-2014		
		Rs. in Lakhs	Amount in FC		Rs. in Lakhs	Amount in FC
Payables for Imports	US\$	-	-	US \$	951.44	15,87,976
	EURO	25.98	38,571.00	EURO	-	-
Commission Payable on exports	US\$	4.77	7,627.20	US \$	13.62	22,726
	GBP	-	-	GBP	0.51	510

Amount payable on account of ECB Borrowings :

Particulars	As on 31-03-2015			As on 31-03-2014		
		Rs. in Lakhs	Amount in FC		Rs. in Lakhs	Amount in FC
ECB	US \$	15,868.84	2,53,90,149	US \$	21,620.69	3,60,85,610



- 41 - Borrowing cost capitalised during the year is Rs.NIL (Previous Year Rs.457.39 lakhs) for acquisition of long term assets.
- 42 - (a) Previous Year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification / disclosure.
- (b) Balances shown under Long-term borrowings, Short-term borrowings, Long term provisions, Short term provisions, Trade payables, Other current liabilities, Long term loans and advances, other non-current assets, inventories, Trade Receivables, Short term loans and advances and other current assets etc. are subject to confirmation / reconciliation, if any. The management does not expect any material difference affecting the current year's financial statements.

As per our attached Report of even date

For Deloitte Haskins & Sells
Chartered Accountants
Firm Reg. No. : 117364W

Gaurav J. Shah
Partner
M. No. 35701

Place : Gandhinagar
Date : 26/05/2015

A. M. Tiwari, IAS
Managing Director

CA. (Dr.) H. B. Patel
Executive Director (F) &
Chief Financial Officer

For and on behalf of the Board

D.J. Pandian, IAS
Chairman

S. S. Bhatt
Company Secretary
& Addi. General Manager
(Legal, HR & CC)

Place : Gandhinagar
Date : 26/05/2015



GUJARAT ALKALIES AND CHEMICALS LIMITED
(CIN : L24110GJ1973PLC002247)
ATTENDANCE SLIP

I/We _____

Folio No.	
D.P. ID	
Client ID	

hereby record my/our present at the **42nd ANNUAL GENERAL MEETING** of the Company held at **3.00 p.m. on Friday, the 18th September, 2015 in the premises of the Company at PO. : Petrochemicals : 391 346, Dist. : Vadodara.**

Signature of the Member / Proxy / Representative attending the Meeting _____

- Notes : (i) Please handover the Attendance Slip at the entrance to the place of the Meeting.
(ii) Only Members and in their absence, duly appointed proxies will be allowed for the Meeting. Please avoid bringing non-members / children to the Meeting.



GUJARAT ALKALIES AND CHEMICALS LIMITED
(CIN : L24110GJ1973PLC002247)

Regd. Office : PO. : Petrochemicals : 391 346, Dist. : Vadodara, GUJARAT (INDIA)
Phone : 0091-0265-2232681-2, Fax : 0091-0265-2231208
E-mail : investor_relations@gacl.co.in Website : www.gacl.com

FORM NO. MGT - 11
PROXY FORM

42ND ANNUAL GENERAL MEETING
Friday, the 18th September, 2015 at 3.00 p.m.

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We, being the Member(s), holding _____ shares of the above named Company, hereby appoint :

- | | | |
|-----|------------------|------------------------------------|
| (1) | Name _____ | Address _____ |
| | E-mail ID: _____ | Signature _____ or failing him/her |
| (2) | Name _____ | Address _____ |
| | E-mail ID: _____ | Signature _____ or failing him/her |
| (3) | Name _____ | Address _____ |
| | E-mail ID: _____ | Signature _____ |

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 42ND ANNUAL GENERAL MEETING of the Company to be held at 3.00 p.m. on Friday, the 18th September, 2015 in the premises of the Company at PO. : Petrochemicals : 391 346, Dist. : Vadodara and at any adjournment thereof in respect of such Resolutions as are indicated below :

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Accounts.		
2.	Declaration of Dividend on Equity Shares.		
3.	Appointment of Statutory Auditors.		
Special Business			
4.	Appointment of Dr. J N Singh, IAS as a Director of the Company, liable to retire by rotation.		
5.	Special Resolution for appointment of Shri J N Godbole as an Independent Director for five years.		
6.	Appointment of Dr. Rajiv I Modi as an Independent Director for five years.		
7.	Appointment of Ms. Pallavi S Shroff as an Independent Director for five years.		
8.	Appointment and remuneration & perquisites payable to Shri A. M. Tiwari, IAS as Managing Director.		
9.	Fixation of Remuneration of Cost Auditors.		

Signed this _____ day of _____ 2015

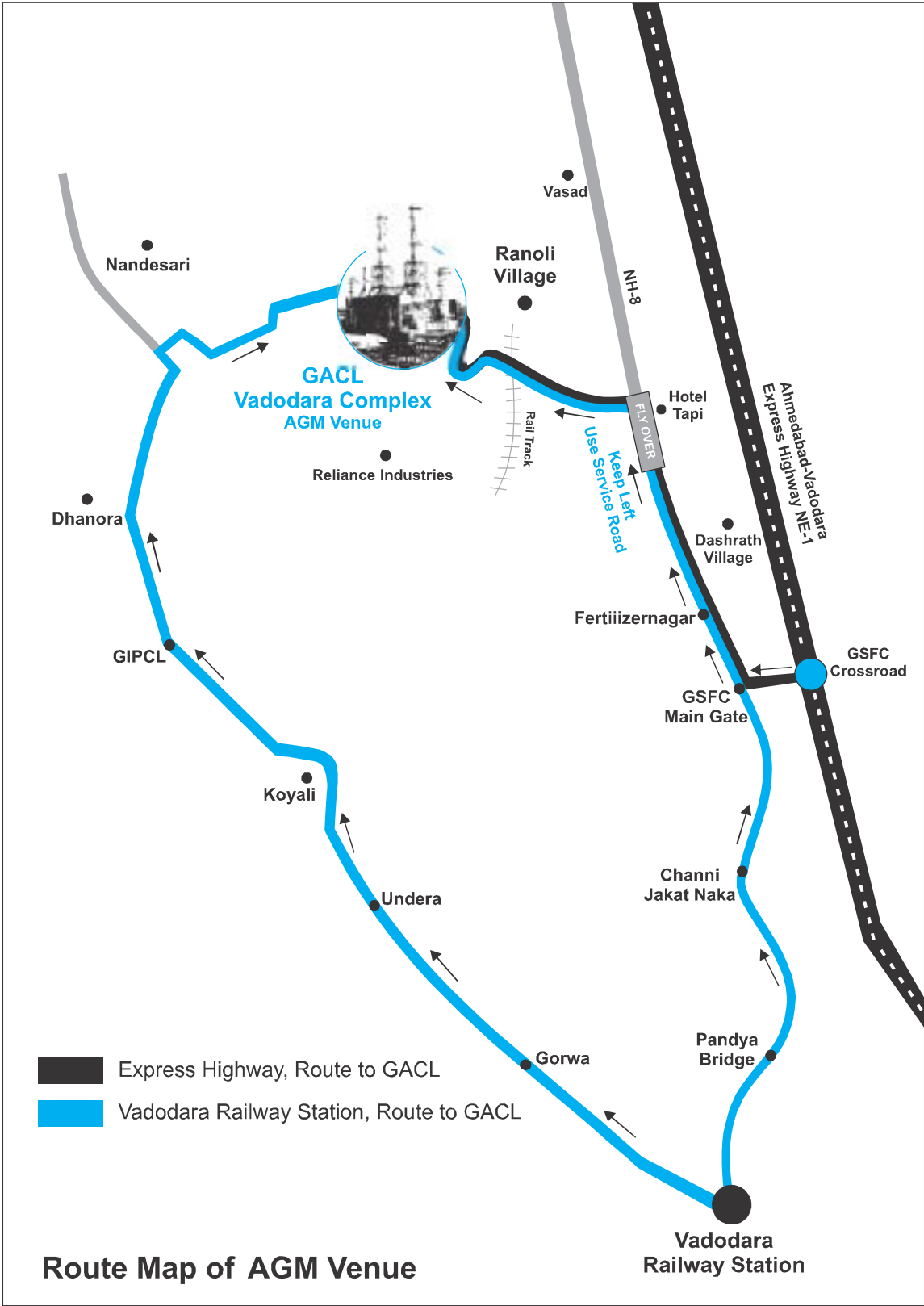
Member's Folio / DP ID - Client ID No. _____

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp
Re.1/-

- Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 42nd Annual General Meeting.
*3. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of Member(s) in above box before submission.



Express Highway, Route to GACL

Vadodara Railway Station, Route to GACL

Route Map of AGM Venue

GLOBAL FOOTPRINT

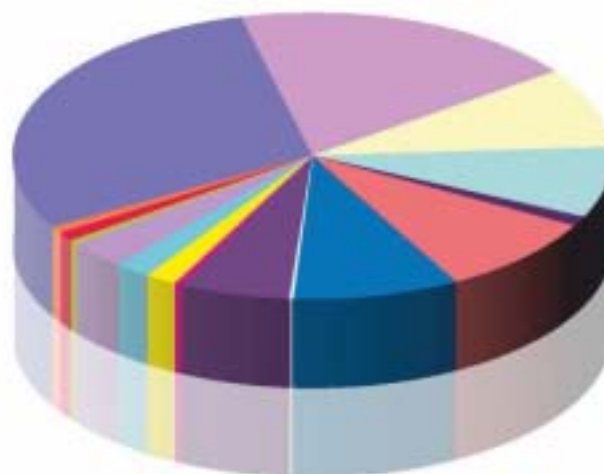


GACL has also established its presence in global markets like Europe, West Asia, South East Asia, Australia, Africa, Middle East / Far East and SAARC countries.

GROUPWISE TOTAL SALES (EXCLUDING INTER UNIT TRANSFER & EXCISE DUTY RECOVERED)

₹1931.81 crore - F.Y.2014-15 (₹1882.85 crore - F.Y.2013-14)

₹ in crores



CAUSTIC SODA GROUP - ₹ 576.31 (29.53%)	HYDROGEN PEROXIDE GROUP - ₹ 172.55 (8.93%)	POLY ALUMINUM CHLORIDE - ₹ 32.20 (1.67%)
CAUSTIC SODA FLAKES GROUP - ₹ 362.36 (18.76%)	PHOSPHORIC ACID GROUP - ₹ 174.28 (9.02%)	CHLORINATED PARAFFIN WAX - ₹ 36.93 (1.91%)
CAUSTIC POTASH LYE GROUP - ₹ 174.74 (9.05%)	POWER - ₹ 1.80 (0.09%)	CHLORO TOLUENE GROUP - ₹ 63.84 (3.30%)
CHLOROMETHANE GROUP - ₹ 154.73 (8.01%)	ALUMINUM CHLORIDE - ₹ 114.46 (5.92%)	STABLE BLEACHING POWDER - ₹ 8.61 (0.45%)
SODIUM CYANIDE GROUP - ₹ 21.66 (1.12%)	CALCIUM CHLORIDE - ₹ 8.80 (0.46%)	SODIUM CHLORATE - ₹ 19.87 (1.03%)
		OTHERS - ₹ 14.35 (0.74%)

PROMOTING INCLUSIVE GROWTH



An Active contributor in the society for Village Development in Petrochemicals Area (SVADES), GACL has provided multimedia systems for school in the surrounding area of the Baroda Complex. Similarly, the company has taken the initiative to help children with learning difficulties such as Dyslexia, Dyscalculia and Dysgraphia. GACL also facilitated English language training for hundred police officers of Vadodara Police.

GACL firmly believes in promoting higher standards of living among the community close to its area of operations. Over the years, we have been constantly involved in education and education related promotional activities. During the Kanya Kelavani & Shala Praveshotsav GACL provided school bag kits to deserving students.

QUARTERWISE NET SALES







Gujarat Alkalies and Chemicals Limited

REGD. OFFICE : P.O. PETROCHEMICALS - 391 346. DIST. VADODARA, GUJARAT, INDIA. Tel. : 0265-2232681 - 82
E-mail : cosec@gACL.co.in | Website : www.gACL.com CIN : L24110GJ1973PLC002247