



# Gujarat Alkalies and Chemicals Limited

(Promoted by Govt. of Gujarat)

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

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

Website : www.gacl.com CIN : L24110GJ1973PLC002247

## 42<sup>ND</sup> ANNUAL GENERAL MEETING HELD ON 18<sup>TH</sup> SEPTEMBER, 2015 Declaration of Results of e-Voting and Voting by Poll.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the Shareholders of the Company were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of AGM through electronic voting (e-Voting) services provided by Central Depository Services (India) Ltd. (CDSL) during the period commencing from 15<sup>th</sup> September, 2015 (9.00 a.m.) to 17<sup>th</sup> September, 2015 (5.00 p.m.) and voting by Poll at the venue of AGM.

The Board of Directors had appointed M/s. Samdani Kabra & Associates, Practicing Company Secretaries, as the Scrutinizer for e-Voting and Voting by Poll. The Scrutinizer have carried out the scrutiny of both the electronic votes and physical votes and submitted their report dated 19<sup>th</sup> September, 2015.

The consolidated results as per the Scrutinizer's Report dated 19<sup>th</sup> September, 2015 is as follows :

Reso. No.	Resolutions	No. & % votes in favour	No. & % votes against	No. of votes invalid/abstained
<b>ORDINARY BUSINESS :</b>				
1	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2015 including Balance Sheet as at 31 <sup>st</sup> March, 2015, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution).	39939180 (99.99483%)	20659 (0.0517%)	1586254
2	Declaration of Dividend of Rs.4.50 per share (45%) on 7,34,36,928 Equity Shares of Rs.10/- each for the Financial Year ended on 31 <sup>st</sup> March, 2015 (Ordinary Resolution).	41536466 (99.9995%)	216 (0.0005%)	9411
3	Ratification of the appointment of M/s. Deloitte Haskins & Sells as a Statutory Auditors (Ordinary Resolution).	41536379 (99.9995%)	216 (0.0005%)	9498
<b>SPECIAL BUSINESS :</b>				
4	Appointment of Dr. J N Singh, IAS (DIN 00955107) as a Director of the Company, liable to retire by rotation (Ordinary Resolution).	39957326 (96.1999%)	1578413 (3.8001%)	10354
5	Re-appointment of Shri J N Godbole (DIN 00056830) as an Independent Director of the Company to hold office for a term of five years from the conclusion of 42 <sup>nd</sup> Annual General Meeting (AGM) till the conclusion of 47 <sup>th</sup> AGM (Special Resolution).	41336230 (99.5179%)	200239 (0.4821%)	9624
6	Appointment of Dr. Rajiv I Modi (DIN 01394558) as an Independent Director of the Company to hold office for a term of five years effective from 1 <sup>st</sup> October, 2014 (Ordinary Resolution).	41536050 (99.9990%)	419 (0.0010%)	9624
7	Appointment of Ms. Pallavi S Shroff (DIN 00013580) as an Independent of the Company to hold office for a term of five years effective from 1 <sup>st</sup> October, 2014 (Ordinary Resolution).	39156823 (96.1250%)	1578510 (3.8750%)	9524

Janak\e-voting\declaration of e-voting results



Dahej Complex: P. O. Dahej - 392130, Tal. Vagra, Dist. Bharuch (Gujarat) INDIA.  
Phone: +91-2641-256315 / 6 / 7, Fax: +91-2641-256220.



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

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

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Reso. No.	Resolutions	No. & % votes in favour	No. & % votes against	No. of votes invalid/abstained
8	Appointment of Shri A M Tiwari, IAS (DIN 02986260) as Non Rotational Government Director and Managing Director of the Company from 29.08.2014. until further orders by the Government of Gujarat and to approve the remuneration and allowances / perquisites paid / to be paid to him (Ordinary Resolution).	41326848 (99.4953%)	209621 (0.5047%)	9624
9	Ratification and approval of the remuneration of M/s. R K Patel & Co., Cost Accountants as Cost Auditors of the Company for the Financial Year ending on 31 <sup>st</sup> March, 2016 (Ordinary Resolution).	41536153 (99.9992%)	316 (0.0008%)	9624

Based on the consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice o 42<sup>nd</sup> Annual General Meeting have been duly approved by the Shareholders with requisite-majority.

Date : 19.09.2015



For GUJARAT ALKALIES AND CHEMICALS LIMITED

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

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**GUJARAT ALKALIES AND CHEMICALS LIMITED**  
**PO. : PETROCHEMICALS : 391 346**  
**DIST. : VADODARA**

**DETAILS OF VOTING RESULTS OF THE 42<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY  
PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT**

Sr. No.	Description	Particulars
A.	Date of Annual General Meeting	Friday, the 18 <sup>th</sup> September, 2015
B.	Book Closure Date	Friday, the 4 <sup>th</sup> September, 2015 to Friday, the 18 <sup>th</sup> September, 2015 (both days inclusive).
C.	Total no. of Shareholders on 11 <sup>th</sup> September, 2015, i.e. cut-off date for e-Voting purpose.	51,715
D.	No. of Shareholders present in the Meeting either in person or through proxy	
	<b>Shareholders</b>	<b>Present in person</b>
	Promoter and Promoter Group	07
	Public	625
	Total	625
		<b>Present through Proxy</b>
		07
		03
		10
		<b>Total</b>
		07
		628
		635
E.	No. of Shareholders who attended the Meeting through video conferencing:	No video conferencing facility was arranged.



GUJARAT ALKALIES AND CHEMICALS LIMITED

DATE OF ANNUAL GENERAL MEETING:

18-SEPT.-2015

DETAILS OF THE AGENDA AND VOTING RESULTS :

THE MODE OF VOTING FOR ALL RESOLUTIONS WAS E-VOTING AND VOTING THROUGH POLL.

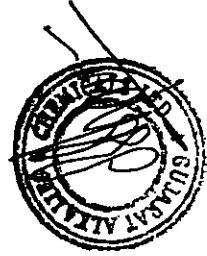
RESOLUTION NO. 1 – ORDINARY RESOLUTION

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 including Balance Sheet as at 31<sup>st</sup> March, 2015, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Promoter / Public	No. of Shares held	No. of votes Polled	% of votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
<b>MODE OF VOTING (E-VOTING AND PHYSICAL POLL)</b>							
Promoter and Promoter Group	33986310	33986310	100.00	33986310	0	100.00	0.00
Public – Institutional holders	25690408	5818431	22.65	5797988	20443	99.65	0.35
Public – Others	13760210	155098	1.13	154882	216	99.86	0.14
<b>Total (A)</b>	<b>73436928</b>	<b>39959839</b>	<b>54.41</b>	<b>39939180</b>	<b>20659</b>	<b>99.95</b>	<b>0.05</b>

NOTE : 1. The aforesaid Resolution was passed with requisite majority.

2. Votes casted for 1586254 Shares were invalid / voted neither in favour nor against the resolution.



**GUJARAT ALKALIES AND CHEMICALS LIMITED**

**RESOLUTION NO. 2 – ORDINARY RESOLUTION**

**DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015.**

Promoter / Public	No. of Shares held	No. of votes Polled	% of votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3 = \frac{(2/1) \times 100}{\text{shares}}$	4	5	$6 = \frac{(4/2) \times 100}{\text{votes polled}}$	$7 = \frac{(5/2) \times 100}{\text{votes polled}}$
MODE OF VOTING (E-VOTING AND PHYSICAL POLL)							
Promoter and Promoter Group	33986310	33986310	100.00	33986310	0	100.00	0.00
Public – Institutional holders	25690408	7395186	28.79	7395186	0	100.00	0.00
Public – Others	13760210	155186	1.13	154970	216	99.86	0.14
<b>Total (A)</b>	<b>73436928</b>	<b>41538682</b>	<b>56.56</b>	<b>41536466</b>	<b>216</b>	<b>100.00</b>	<b>0.00</b>

NOTE : 1. The aforesaid Resolution was passed with requisite majority.

2. Votes casted for 9411 Shares were invalid / voted neither in favour nor against the resolution.



GUJARAT ALKALIES AND CHEMICALS LIMITED

RESOLUTION NO. 3 – ORDINARY RESOLUTION

RATIFICATION OF THE APPOINTMENT OF M/S. DELOITTE HASKINS & SELLS AS A STATUTORY AUDITORS

Promoter / Public	No. of Shares held	No. of votes Polled	% of votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
MODE OF VOTING (E-VOTING AND PHYSICAL POLL)							
Promoter and Promoter Group	33986310	33986310	100.00	33986310	0	100.00	0.00
Public -- Institutional holders	25690408	7395186	28.79	7395186	0	100.00	0.00
Public – Others	13760210	155099	1.13	154883	216	99.86	0.14
<b>Total (A)</b>	<b>73436928</b>	<b>41536595</b>	<b>56.56</b>	<b>41536379</b>	<b>216</b>	<b>100.00</b>	<b>0.00</b>

NOTE : 1. The aforesaid Resolution was passed with requisite majority.

2. Votes casted for 9498 Shares were Invalid / voted neither in favour nor against the resolution.



**RESOLUTION NO. 4 - ORDINARY RESOLUTION**

**APPOINTMENT OF DR. J N SINGH, IAS (DIN : 00955107) AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION**

Promoter / Public	No. of Shares held	No. of votes Polled	% of votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3 = \frac{(2/1) \times 100}{\text{shares}}$	4	5	$6 = \frac{(4/2) \times 100}{\text{votes polled}}$	$7 = \frac{(5/2) \times 100}{\text{votes polled}}$
MODE OF VOTING (E-VOTING AND PHYSICAL POLL)							
Promoter and Promoter Group	33986310	33986310	100.00	33986310	0	100.00	0.00
Public - Institutional holders	25690408	7395186	28.79	5817192	1577994	78.66	21.34
Public - Others	13760210	155099	1.13	153824	419	99.18	0.27
<b>Total (A)</b>	<b>73436928</b>	<b>41536595</b>	<b>56.56</b>	<b>39957326</b>	<b>1578413</b>	<b>96.20</b>	<b>3.80</b>

NOTE : 1. The aforesaid Resolution was passed with requisite majority.

2. Votes casted for 10354 Shares were Invalid / voted neither in favour nor against the resolution.



GUJARAT ALKALIES AND CHEMICALS LIMITED

RESOLUTION NO. 5 – SPECIAL RESOLUTION

RE-APPOINTMENT OF SHRI J N GODBOLE (DIN 00056630) AS AN INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD OFFICE FOR A TERM OF FIVE YEARS

Promoter / Public	No. of Shares held	No. of votes Polled	% of votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3-(2/1)*100$	4	5	$6-(4/2)*100$	$7-(5/2)*100$
MODE OF VOTING (E-VOTING AND PHYSICAL POLL)							
Promoter and Promoter Group	33986310	33986310	100.00	33986310	0	100.00	0.00
Public – Institutional holders	25690408	7395186	28.79	7195466	199720	97.30	2.70
Public – Others	13760210	155099	1.13	154454	519	99.58	0.33
<b>Total (A)</b>	<b>73436928</b>	<b>41536595</b>	<b>56.56</b>	<b>41336230</b>	<b>200239</b>	<b>99.52</b>	<b>0.48</b>

NOTE : 1. The aforesaid Resolution was passed with requisite majority.

2. Votes casted for 9624 Shares were Invalid / voted neither in favour nor against the resolution.





GUJARAT ALKALIES AND CHEMICALS LIMITED

RESOLUTION NO. 6 – ORDINARY RESOLUTION

APPOINTMENT OF DR. RAJIV I MODI (DIN 01394558) AS AN INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD OFFICE FOR A TERM OF FIVE YEARS EFFECTIVE FROM 1<sup>ST</sup> OCTOBER, 2014

Promoter / Public	No. of Shares held	No. of votes Polled	% of votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3 = (2/1) * 100$	4	5	$6 = (4/2) * 100$	$7 = (5/2) * 100$
MODE OF VOTING: (E-VOTING AND PHYSICAL POLL)							
Promoter and Promoter Group	33986310	33986310	100.00	33986310	0	100.00	0.00
Public -- Institutional holders	25690408	7395186	28.79	7395186	0	100.00	0.00
Public.- Others	13760210	155099	1.13	154554	419	99.65	0.27
<b>Total (A)</b>	<b>73436928</b>	<b>41536595</b>	<b>56.56</b>	<b>41536050</b>	<b>419</b>	<b>100.00</b>	<b>0.00</b>

NOTE : 1. The aforesaid Resolution was passed with requisite majority.

2. Votes casted for 9624 Shares were Invalid / voted neither in favour nor against the resolution.



**GUJARAT ALKALIES AND CHEMICALS LIMITED**

**RESOLUTION NO. 7 – ORDINARY RESOLUTION**

**APPOINTMENT OF MS. PALLAVI S SHROFF (DIN 00013580) AS AN INDEPENDENT OF THE COMPANY TO HOLD OFFICE FOR A TERM OF FIVE YEARS EFFECTIVE FROM 1<sup>ST</sup> OCTOBER, 2014**

Promoter / Public	No. of Shares held	No. of votes Polled	% of votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3 = \frac{(2/1) \times 100}{\text{shares}}$	4	5	$6 = \frac{(4/2) \times 100}{\text{votes}}$	$7 = \frac{(5/2) \times 100}{\text{votes}}$
MODE OF VOTING: (E-VOTING AND PHYSICAL POLL)							
Promoter and Promoter Group	33986310	33986310	100.00	33986310	0	100.00	0.00
Public – Institutional holders	25690408	6594050	25.67	5016056	1577994	76.07	23.93
Public – Others	13760210	154973	1.13	154457	516	99.67	0.33
<b>Total (A)</b>	<b>73436928</b>	<b>40735333</b>	<b>55.47</b>	<b>39156823</b>	<b>1578510</b>	<b>96.12</b>	<b>3.88</b>

NOTE : 1. The aforesaid Resolution was passed with requisite majority.

2. Votes casted for 810760 Shares were Invalid / voted neither in favour nor against the resolution.



GUJARAT ALKALIES AND CHEMICALS LIMITED

RESOLUTION NO. 8 – ORDINARY RESOLUTION

APPOINTMENT OF SHRI A M TIWARI, IAS (DIN 02986260) AS NON ROTATIONAL GOVERNMENT DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FROM 29.08.2014 UNTIL FURTHER ORDERS BY THE GOVERNMENT OF GUJARAT AND TO APPROVE THE REMUNERATION AND ALLOWANCES / PERQUISITES PAID / TO BE PAID TO HIM

Promoter / Public	No. of Shares held	No. of votes Polled	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
MODE OF VOTING (E-VOTING AND PHYSICAL POLL)							
Promoter and Promoter Group	33986310	33986310	100.00	33986310	0	100.00	0.00
Public – Institutional holders	25690408	7395186	28.79	7185981	209205	97.17	2.83
Public – Others	13760210	154973	1.13	154557	416	99.73	0.27
<b>Total (A)</b>	<b>73436928</b>	<b>41536469</b>	<b>56.56</b>	<b>41326848</b>	<b>209621</b>	<b>99.50</b>	<b>0.50</b>

NOTE : 1. The aforesaid Resolution was passed with requisite majority.

2. Votes casted for 9624 Shares were invalid / voted neither in favour nor against the resolution.



GUJARAT ALKALIES AND CHEMICALS LIMITED

RESOLUTION NO. 9 – ORDINARY RESOLUTION

RATIFICATION AND APPROVAL OF THE REMUNERATION OF M/S. R K PATEL & CO., COST ACCOUNTANTS AS COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING ON 31<sup>ST</sup> MARCH, 2016

Promoter / Public	No. of Shares held	No. of votes Polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3 = \frac{(2/1) \times 100}{\text{shares}}$	4	5	$6 = \frac{(4/2) \times 100}{\text{votes polled}}$	$7 = \frac{(5/2) \times 100}{\text{votes polled}}$
<b>MODE OF VOTING (E-VOTING AND PHYSICAL POLL)</b>							
Promoter and Promoter Group	33986310	33986310	100.00	33986310	0	100.00	0.00
Public -- Institutional holders	25690408	7395186	28.79	7395186	0	100.00	0.00
Public – Others	13760210	154973	1.13	154657	316	99.80	0.20
<b>Total (A)</b>	<b>73436928</b>	<b>41536469</b>	<b>56.56</b>	<b>41536153</b>	<b>316</b>	<b>100.00</b>	<b>0.00</b>

NOTE : 1. The aforesaid Resolution was passed with requisite majority.

2. Votes casted for 9624 Shares were Invalid / voted neither in favour nor against the resolution.



**Consolidated Report of Scrutinizer**

To,  
The Chairman of  
42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
Gujarat Alkalies and Chemicals Limited  
held on the 18<sup>th</sup> day of September, 2015 at 3:00 p.m.  
at P.O. Petrochemicals- 391346, Dist. Vadodara.

**Scrutinizer's Report on Poll including Voting by Electronic Means in respect of passing of the resolutions contained in the Notice dated August 06, 2015.**

Dear Sir,

I, Suresh Kumar Kabra, Partner, Samdani Kabra & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of Gujarat Alkalies and Chemicals Limited (the Company), for the purpose of scrutinizing the poll taken on the below mentioned resolution(s), including the remote e-voting process at the 42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Gujarat Alkalies and Chemicals Limited, held on Friday, 18<sup>th</sup> September, 2015 at 03:00 p.m.

The Management of the company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made there under and (ii) Listing Agreement with the Stock Exchange, relating to the Poll including remote e-voting. My responsibility as a Scrutinizer is restricted to give a consolidated report on the votes cast by the members for the resolutions contained in the Notice dated 06<sup>th</sup> August, 2015, based upon:

- a) the report generated from the e-voting platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and;
- b) the scrutiny of the Physical Polling papers received at the 42<sup>nd</sup> Annual General Meeting.

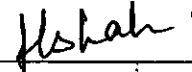
1. I, submit my report as under:

- 1.1 After declaration of the poll by the Chairman, three ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- 1.2 The locked ballot boxes were subsequently opened by me in the presence of two witnesses namely Ms. Hirali Shah residing at 01, Shrinath Duplex, Near Nutan



Vidhyalaya, Chanakyapuri, New Sama Road, Vadodara – 390 020 and Ms. Megha Jagirdar residing at 6-Shrihari Residency, Opp. Yash Complex, Gotri, Vadodara – 390 021 and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting were unblocked on 18<sup>th</sup> September, 2015 around 04:45 p.m. in the presence of above mentioned witnesses who are not in the employment of the Company.

The witnesses have signed below in confirmation of the ballot boxes being unlocked in their presence and also in confirmation of the remote votes being unblocked in their presence.

  
 \_\_\_\_\_  
 Ms. H. Shah

  
 \_\_\_\_\_  
 Ms. Megha Jagirdar

- 1.3 The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
2. The results of the scrutiny of the above Poll voting including voting by electronic means in respect of passing of resolutions contained in notice dated 06<sup>th</sup> August, 2015 is as under:

2.1 **Resolution No.1:**

**To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 including Balance Sheet as at 31<sup>st</sup> March, 2015, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.**

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	100	13123	0.0328%
Remote e-voting	218	39926057	99.9155%
<b>Total</b>	<b>318</b>	<b>39939180</b>	<b>99.9483%</b>

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	1	100	0.0003%
Remote e-voting	3	20559	0.0514%
<b>Total</b>	<b>4</b>	<b>20659</b>	<b>0.0517%</b>



(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of shares
Poll	81	9493*
Remote e-voting	2	1576761**
<b>Total</b>	<b>83</b>	<b>1586254</b>

\* 3 shareholders holding 134 shares have neither voted in favour nor voted against.

\*\* 2 shareholders holding 1576761 shares have neither voted in favour nor voted against.

2.2 **Resolution No.2:**

To declare dividend on Equity Shares for the Financial Year ended 31st March, 2015.

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	101	13205	0.0318%
Remote e-voting	221	41523261	99.9677%
<b>Total</b>	<b>322</b>	<b>41536466</b>	<b>99.9995%</b>

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	1	100	0.0002%
Remote e-voting	2	116	0.0003%
<b>Total</b>	<b>3</b>	<b>216</b>	<b>0.0005%</b>

(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	80	9411*
Remote e-voting	0	0
<b>Total</b>	<b>80</b>	<b>9411</b>

\* 2 shareholders holding 52 shares have neither voted in favour nor voted against.



2.3. Resolution No.3

To ratify appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara (Firm Registration No.:117364W) as an Independent Auditors of the Company and to hold office from the conclusion of this 42<sup>nd</sup> AGM till the conclusion of 43<sup>rd</sup> AGM. Board of Directors is authorized to fix the remuneration payable to the Auditors for the Financial Year ending on March 31, 2016 based on recommendation of the Audit Committee.

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	100	13218	0.0318%
Remote e-voting	220	41523161	99.9677%
<b>Total</b>	<b>320</b>	<b>41536379</b>	<b>99.9995%</b>

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	0	0	0
Remote e-voting	3	216	0.0005%
<b>Total</b>	<b>3</b>	<b>216</b>	<b>0.0005%</b>

(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	82	9498*
Remote e-voting	0	0
<b>Total</b>	<b>82</b>	<b>9498</b>

\* 4 shareholders holding 139 shares have neither voted in favour nor voted against.





2.4. **Resolution No.4:**

To appoint a Director, Dr. J N Singh, IAS (DIN: 00955107) who was appointed as Director in casual vacancy caused due to resignation of Dr. Hasmukh Adhia, whose term expires at this AGM, offers himself for appointment as Director of the Company, liable to retire by rotation.

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	95	12359	0.0298%
Remote e-voting	185	39944967	96.1701%
<b>Total</b>	<b>280</b>	<b>39957326</b>	<b>96.1999%</b>

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	2	3	0
Remote e-voting	38	1578410	3.8001
<b>Total</b>	<b>40</b>	<b>1578413</b>	<b>3.8001</b>

(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	85	10354*
Remote e-voting	0	0
<b>Total</b>	<b>85</b>	<b>10354</b>

\* 7 shareholders holding 995 shares have neither voted in favour nor voted against.



2.5. Resolution No.5:

Re-appointment of Shri J. N. Godbole (DIN: 00056830) as an Independent Director for a term of five years from the conclusion of 42<sup>nd</sup> AGM till the conclusion of 47<sup>th</sup> AGM and shall not be liable to retire by rotation.

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	95	12889	0.0310%
Remote e-voting	216	41323341	99.4869%
<b>Total</b>	<b>311</b>	<b>41336230</b>	<b>99.5179%</b>

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	3	203	0.0005%
Remote e-voting	7	200036	0.4816%
<b>Total</b>	<b>10</b>	<b>200239</b>	<b>0.4821%</b>

(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	84	9624*
Remote e-voting	0	0
<b>Total</b>	<b>84</b>	<b>9624</b>

\* 6 shareholders holding 265 shares have neither voted in favour nor voted against.

2.6. Resolution No.6:

Appointment of Dr. Rajiv Modi (DIN: 01394558) as an Independent Director for a term of five years w. e. f 1<sup>st</sup> October, 2014 and shall not be liable to retire by rotation.



(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		96	13089	0.0315%
Remote e-voting		219	41522961	99.9675%
<b>Total</b>		<b>315</b>	<b>41536050</b>	<b>99.9990%</b>

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		2	3	0
Remote e-voting		4	416	0.0010%
<b>Total</b>		<b>6</b>	<b>419</b>	<b>0.0010%</b>

(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	84	9624*
Remote e-voting	0	0
<b>Total</b>	<b>84</b>	<b>9624</b>

\* 6 shareholders holding 265 shares have neither voted in favour nor voted against.

2.7. **Resolution No.7:**

**Appointment of Ms. Pallavi Shroff (DIN: 00013580) as Woman Independent Director for a term of five years w. e. f 1<sup>st</sup> October, 2014 and shall not be liable to retire by rotation.**

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		97	12892	0.0316%
Remote e-voting		185	39143931	96.0933%
<b>Total</b>		<b>282</b>	<b>39156823</b>	<b>96.1250%</b>



(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		1	200	0.0005%
Remote e-voting		37	1578310	3.8745%
<b>Total</b>		<b>38</b>	<b>1578510</b>	<b>3.8750%</b>

(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	84	9624*
Remote e-voting	1	801136**
<b>Total</b>	<b>85</b>	<b>810760</b>

\* 6 shareholders holding 265 shares have neither voted in favour nor voted against.

\*\* 1 shareholder holding 801136 shares has neither voted in favour nor voted against.

2.8. Resolution No.8:

Appointment of Shri A M Tiwari (DIN: 02986260) as the non-rotational Government Director and the Managing Director from 29<sup>th</sup> August, 2014 including approval of his remuneration until further orders received by the Government of Gujarat and shall not be liable to retire by rotation.

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		98	13092	0.0315%
Remote e-voting		214	41313756	99.4638%
<b>Total</b>		<b>312</b>	<b>41326848</b>	<b>99.4953%</b>

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll		0	0	0
Remote e-voting		9	209621	0.5047%
<b>Total</b>		<b>9</b>	<b>209621</b>	<b>0.5047%</b>



(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	84	9624*
Remote e-voting	0	0
<b>Total</b>	<b>84</b>	<b>9624</b>

\* 6 shareholders holding 265 shares have neither voted in favour nor voted against.

2.9. **Resolution No.9:**

**Ratification and approval of fees payable to M/s. R K Patel & Co., Cost Accountants, Vadodara (Firm Registration No. 14115) as Cost Auditors of the Company at a total fees of Rs. 4,95,000/- plus service tax as applicable for the Financial Year ending March 31, 2016.**

(i) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll	97		12892	0.0310%
Remote e-voting	221		41523261	99.9682%
<b>Total</b>	<b>318</b>		<b>41536153</b>	<b>99.9992%</b>

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number Members voted	of who	Number of Votes cast by them	% of the total number of valid votes cast
Poll	1		200	0.0005%
Remote e-voting	2		116	0.0003%
<b>Total</b>	<b>3</b>		<b>316</b>	<b>0.0008%</b>

(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	84	9624*
Remote e-voting	0	0
<b>Total</b>	<b>84</b>	<b>9624</b>

\* 6 shareholders holding 265 shares have neither voted in favour nor voted against.

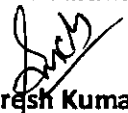
Note: Figures in percentage have been rounded off to 4 decimal points.



3. All the resolutions are passed with requisite majority.
4. The electronic data along with the poll papers and all the other relevant records relating to e-voting and the Poll papers received are under my safe custody and will be handed over to the Chairman / Managing Director duly authorized by the Board for preserving safely after the Chairman signs the minutes.

Thanking you,

Yours Faithfully,

  
Suresh Kumar Kabra  
Partner  
Samdani Kabra & Asso.  
Company Secretaries  
CP # 9927



Date : September 19, 2015  
Place : Vadodara

Countersigned by:  
For Gujarat Alkalies and Chemicals Limited

  
17/9/2015  
Managing Director/Company Secretary