



Gujarat Alkalies and Chemicals Limited

(Promoted by Govt. of Gujarat)

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

Phone : +91-0265-6111000, 7119000 Fax : +91-0265-6111012

Website : www.gacl.com CIN NO : L24110GJ1973PLC002247

Ref. : SEC/SE/2024/

28th December, 2024

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

Sub. : Disclosure of information under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Shareholders Agreement among Gujarat Alkalies and Chemicals Limited (GACL), Aditya Birla Renewables Limited (ABRen) and Special Purpose Vehicle (SPV) Company i.e. Aditya Birla Renewables SPV 4 Limited & Power Consumption Agreement between GACL and SPV Company.

Pursuant to Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has executed today i.e. on 28.12.2024, Shareholders Agreement amongst Gujarat Alkalies and Chemicals Limited (GACL), Aditya Birla Renewables Limited (ABRen) and Special Purpose Vehicle (SPV) Company i.e. Aditya Birla Renewables SPV 4 Limited & Power Consumption Agreement between GACL and SPV for setting up 62.7 MW Renewable Hybrid Power Project in Gujarat for 100% captive power usage by GACL.

The details as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed herewith.

We request you to kindly take note of the above.

Thanking you,

Yours faithfully,
for GUJARAT ALKALIES AND CHEMICALS LIMITED

(S S BHATT)
COMPANY SECRETARY &
CHIEF GENERAL MANAGER (LEGAL, CC & CSR)

encl : as above

E-mail : cosec@gacl.co.in



Dahej Complex : P.O. Dahej - 392130. Tal. Vagra, Dist. Bharuch (Gujarat) INDIA
Phone : +91-02641-613200/613256

Annexure

Information as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Sr. No.	Particulars	Details
a)	Name(s) of parties with whom the agreement is entered	<p>Shareholders Agreement among:</p> <p>a) Gujarat Alkalies and Chemicals Limited ("GACL" or "the Company");</p> <p>b) Aditya Birla Renewables Limited ("ABRen"); and</p> <p>c) Aditya Birla Renewables SPV 4 Limited (SPV Company)</p> <p>Power Consumption Agreement between:</p> <p>a) Gujarat Alkalies and Chemicals Limited ("GACL" or "the Company"); and</p> <p>b) Aditya Birla Renewables SPV 4 Limited</p>
b)	Purpose of entering into the agreement	To avail renewable power by setting up 62.7 MW Renewable Hybrid Power Project for 100% captive power consumption by GACL from Aditya Birla Renewables SPV 4 Limited.
c)	Shareholding, if any, in the entity with whom the agreement is executed	ABRen, along with its 6 nominees, holds 100% of the Equity Share Capital of Aditya Birla Renewables SPV 4 Limited as on the date of execution of Shareholders Agreement. GACL shall acquire 26% of equity capital of Aditya Birla Renewables SPV 4 Limited in due course and ABRen shall continue to hold 74% of the equity capital of the Aditya Birla Renewables SPV 4 Limited. Both the shareholders shall maintain their proportionate shareholding in future in SPV.
d)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>Both ABRen and GACL shall continue to maintain their shareholdings of 74% and 26% each respectively in the Aditya Birla Renewables SPV 4 Limited.</p> <p>GACL shall avail 100% power from SPV.</p> <p>Power Consumption Agreement shall be valid for 25 years unless terminated earlier.</p>

		<p>Shareholders Agreement shall be valid till terminated by either party for the reasons provided therein.</p> <p>Reserved matters requiring affirmative votes by both the shareholders in certain important matters relating to Aditya Birla Renewables SPV 4 Limited.</p>
e)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Aditya Birla Renewables SPV 4 Limited is promoted by ABRen. GACL and ABRen are not related parties.
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	N.A.
g)	In case of issuance of shares to the parties, details of issue price, class of shares issued	ABRen has promoted Aditya Birla Renewables SPV 4 Limited and is holding 100% equity shares at present along with its nominees. As per the shareholders agreement, GACL shall acquire and hold 26% of equity share capital of SPV at face value of Rs.10/- each in due course.
h)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	GACL will be entitled to appoint its Nominee Director on the Board of the SPV Company which is unlisted public limited company.
i)	<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>(i) Name of parties to the agreement; (ii) Nature of the agreement; (iii) Date of execution of the agreement; (iv) Details of amendment and impact thereof or reasons of termination and impact thereof</p>	Not Applicable
