



Gujarat Alkalies and Chemicals Limited

(Promoted by Govt. of Gujarat)

Regd. Office & Works : P. O. Ranoli - 391 350 - Dist. Vadodara (Gujarat) INDIA
Phone : +91-265-6111000, 7119000 Fax : +91-265-6111012
Website : www.gacl.com CIN NO : L24110GJ1973PLC002247

Ref. : SEC/SE/2022/

28th June, 2022

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

Reg.: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

In terms of Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated June 6, 2022 together with the Explanatory Statement seeking approval of the Members of the Company on the following items of special business by means of electronic voting (remote e-voting) by way of Postal Ballot through remote e-voting in compliance with the Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 3/2022 dated May 5, 2022 (“MCA Circulars”):

- 1) To appoint Smt. Shridevi Shukla (DIN: 02028225) as an Independent Director of the Company w.e.f. 12th May, 2022 for a term of five (05) consecutive years i.e. upto 11th May, 2027, not liable to retire by rotation;
- 2) To approve transactions with Related Parties;
- 3) To appoint Shri Milind Torawane, IAS (DIN: 03632394) as a Managing Director of the Company for Interim Period.

This Postal Ballot Notice is being sent though electronic mode to those Members whose E-mail address are registered with the Company or R&T Agent or Depository Participants and whose names appear in the Register of Shareholders/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, June 24, 2022 (“cut-off date”)**.

Cont.... 2



GUJARAT ALKALIES AND CHEMICALS LIMITED

: 2 :

The remote e-voting period commences on **Friday, July 1, 2022 (9:00 a.m. IST)** and ends on **Saturday, July 30, 2022 (5:00 p.m. IST)**. The remote e-voting shall not be allowed beyond the said date and time.

The results of Postal Ballot shall be declared on or before **Tuesday, August 2, 2022**. The Results along with the Scrutinizer's report, will be displayed on Notice Board at the Registered Office of the Company, on the Company's website at **www.gacl.com**, websites of Stock Exchanges at **www.bseindia.com** and **www.nseindia.com** and on the website of CDSL at **www.evotingindia.com**. The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. Saturday, July 30, 2022.

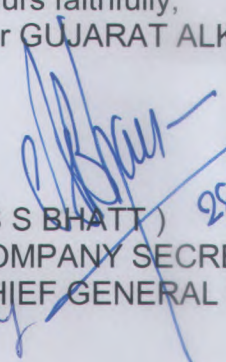
The Postal Ballot Notice will also be available on the Company's website at **www.gacl.com**, websites of Stock Exchanges at **www.bseindia.com** and **www.nseindia.com** and on the website of CDSL at **www.evotingindia.com**.

We request you to kindly take note of the above.

Thanking you,

Yours faithfully,

For GUJARAT ALKALIES AND CHEMICALS LTD.


(S S BHATT) 25/6/2022
COMPANY SECRETARY &
CHIEF GENERAL MANAGER (LEGAL & CC)

Encl. as above.



Gujarat Alkalies and Chemicals Limited

(An ISO Certified Company)

(Promoted by Govt. of Gujarat)

Regd. Office: P.O.: Ranoli - 391 350, Dist. Vadodara, Gujarat, India

Tel.: 0265-6111000, 7119000

Fax: 0265-6111012

E-mail: cosec@gacl.co.in | **CIN:** L24110GJ1973PLC002247 | **Website:** www.gacl.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Shareholder(s),

GUJARAT ALKALIES AND CHEMICALS LIMITED

NOTICE IS HEREBY given pursuant to and in compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") and further read with General Circulars No.14/2020 dated April 8, 2020 and No.17/2020 dated April 13, 2020 and other relevant circulars, including No.22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No.39/2020 dated December 31, 2020, No.10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021 and No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"); Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard issued by the Institute of Company Secretaries of India ("**ICSI**") on General Meetings ("**SS-2**") and other applicable laws, Rules, Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time) ("**applicable laws**"), that the Resolutions as set out in this Notice are proposed to be passed by the Shareholders of Gujarat Alkalies and Chemicals Limited ("**Company**") through Postal Ballot by way of remote electronic voting ("**e-voting**") process.

The proposed Resolutions and Explanatory Statement setting out material facts, as required in terms of Section 102 of the Act read with the Rules, the MCA & SEBI Circulars and SEBI Listing Regulations, are appended below seeking consent of the Shareholders of the Company through remote e-voting.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA & SEBI Circulars, the Company is sending this Postal Ballot Notice in electronic form and has extended the remote e-voting facility for its Shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The Company has appointed Central Depository Services (India) Limited ("**CDSL**") for facilitating remote e-voting to enable the Shareholders to cast their votes electronically. As per the circulars issued by the MCA and SEBI from time to time, the hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company has appointed Mr. Niraj Trivedi, Practicing Company Secretary, 218-221, Saffron Complex, Fatehgunj, Vadodara - 390002 (Gujarat), as the Scrutinizer for conducting the Postal Ballot through e-voting process in a true, fair and transparent manner. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5:00 p.m. IST, Saturday, July 30, 2022**.

In accordance with the provisions of the MCA Circulars, the Company has made arrangement for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the Notes to this Postal Ballot Notice.

After completion of scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman of the Company or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before **Tuesday, August 2, 2022**. The Results along with the Scrutinizer's report, will be displayed on Notice Board at the Registered Office of the Company, communicated to the Stock Exchanges at their websites www.bseindia.com and www.nseindia.com and will also be uploaded on the Company's website at www.gacl.com and on the website of CDSL at www.evotingindia.com. The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. **Saturday, July 30, 2022**.

SPECIAL BUSINESS:

1. APPOINTMENT OF SMT. SHRIDEVI SHUKLA (DIN: 02028225) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (**"the Act"**) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Smt. Shridevi Shukla (DIN: 02028225) who was appointed as an additional director (Independent Director) of the Company by the Board of Directors of the Company w.e.f. 12th May, 2022 pursuant to the Provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Shareholder pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Smt. Shridevi Shukla 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 of five (05) consecutive years effective from 12th May, 2022 i.e. upto 11th May, 2027."

2. TO APPROVE TRANSACTIONS WITH RELATED PARTIES.

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended till date, and the Company's Policy on Related Party Transaction(s), approval of the Members be and is hereby accorded to the Company to enter into contract(s) / arrangement(s) / transaction(s), including any modifications, alterations or amendments thereto (**"Related Party Transactions"** or **"RPTs"**) between the following Related Parties in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations read with Regulation 2(1)(zc), on such terms and conditions as the Board of Directors may deem fit, provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company:

Sr. No	Details of contract / arrangement	Name of the Related Party	Name(s) of the interested Director(s)/ Key Managerial Personnel (KMP)	Nature of Relationship	Principal terms and conditions	Amount not exceeding (₹ in Crore) on per annum basis
(1)	(2)	(3)	(4)	(5)	(6)	(6)
Agreement between the Subsidiary (i.e. GACL-NALCO Alkalies & Chemicals Private Limited) and its Related Party(i.e. National Aluminium Company Limited)						
1	Caustic Soda Supply Agreement	GACL-NALCO Alkalies & Chemicals Pvt. Ltd. (GNAL) and National Aluminium Company Limited (NALCO)	N.A.^	N.A.^	Supply of Caustic Soda by GNAL to NALCO as per the JV Agreement	750.00

[^] Related Parties and Related Party Transaction in terms of provisions of Regulations 2(1)(zb) and 2(1)(zc) of the SEBI Listing Regulations respectively. GACL is only a confirming party to the Contract / Arrangement.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers conferred on it by or under this resolution to any Committee of Directors and / or Managing Director of the Company and to do all such acts and take steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

3. APPOINTMENT OF SHRI MILIND TORAWANE, IAS (DIN: 03632394) AS THE MANAGING DIRECTOR OF THE COMPANY FOR INTERIM PERIOD.

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

"RESOLVED THAT approval of Shareholders for appointment of Shri Milind Torawane, IAS (DIN : 03632394) as a Non Rotational Government Director w.e.f. 28th May, 2022 i.e. the date on which he took over the charge as the Managing Director of the Company upto 23rd June, 2022 (**"Interim Period"**) pursuant to the Order No. AIS/42-2011/858932/G dated 27th May, 2022 of the Government of Gujarat, General Administration Department, until further orders, be and is hereby accorded."

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(78), 196, 197, 203 read with 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 Shareholders of the Company, be and is hereby accorded to the appointment of Shri Milind Torawane, IAS (DIN: 03632394) as Managing Director of the Company in absence of Shri Harshad R Patel, IAS (DIN: 08101424) during the Interim Period, as per the terms and conditions of the Government of Gujarat relating to his remuneration and perquisites payable during his tenure 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 Shareholders be and is hereby accorded and the Board of Directors of the Company be and is hereby authorized to agree, to any revision/increase, variation, modification or amendment as may be decided from time to time and as conveyed by the Government of Gujarat in the terms and condition of appointment from time to time 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 under Sections 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 Milind Torawane, IAS, Managing Director of the Company, be and is hereby delegated and authorized to exercise substantial powers of management and shall also be responsible for management of day to day affairs of the Company subject to the superintendence, direction and control of the Board of Directors during the Interim Period and authorised to sub-delegate such power as may be deemed fit by him, and that he 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.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or its delegated authority be and is/are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

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

**Sd/-
SANJAY S. BHATT
Company Secretary
& Chief General Manager (Legal & CC)**

Place : Gandhinagar
Date : 6th June, 2022

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts in respect of Item Nos. 1 to 3 as set out in this Notice is annexed hereto.
The relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of the Company Secretaries of India in respect of Directors seeking appointment are also annexed to this Notice.
2. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA & SEBI Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Gujarati daily newspaper circulating in Gujarat (in vernacular language, i.e. Gujarati).
3. The Postal Ballot Notice is sent to the Shareholders who already have their email address registered with the Company/Depositories and whose names appear in the Register of Shareholders/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on **Friday, June 24, 2022 (“cut-off date”)**, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No.20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022.
4. A person who is not a Shareholder as on the **cut-off date**, should treat this Postal Ballot Notice for information purposes only. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.gacl.com and at the websites of the Stock Exchanges i.e. at www.bseindia.com and www.nseindia.com on which the Equity Shares of the Company are listed and at the website of CDSL at www.evotingindia.com.
5. The Shareholders of the Company whose names appear in the Register of Shareholders/List of Beneficial Owners as received from Depositories i.e., NSDL/CDSL as on the **cut-off date** (including those Shareholders who may not have received this Postal Ballot Notice due to non-registration of the email address with the Company/Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
6. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Shareholders of the Company. The Company has appointed CDSL for facilitating remote e-voting to enable the Shareholders to cast their votes electronically.
7. The Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Shareholders for the Postal Ballot in accordance with the requirements specified under the MCA & SEBI Circulars. Accordingly, the communication of the assent or dissent of the Shareholders would take place through the remote e-voting system only.
8. Shareholders holding shares in physical form are requested to update/register their PAN, Nomination, Contact Details i.e. Postal address with PIN Code, Mobile number, E-mail address, Bank Account details and Specimen Signature by providing form ISR-1, ISR-2, ISR-3 and form SH-13 complete in all respects along with other required documents as prescribed in these forms by any one of the following mode:-
 - (i) Sending hard copy of the said forms along with required documents to our RTA, Link Intime India Private Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Unit: Gujarat Alkalies and Chemicals Limited; or
 - (ii) In person verification (IPV) of the said forms and required documents at the local office of our RTA, Link Intime India Private Limited at B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radha Krishna Char Rasta, Akota, Vadodara – 390 020; or
 - (iii) Through electronic mode, by downloading the said forms and filling the same with e-sign. The required documents should be uploaded at the website of the RTA of the Company at <https://web.linkintime.co.in/KYC/index.html>. Procedure for uploading the documents is available at the said link.
9. The remote e-voting period commences on **Friday, July 1, 2022 (9:00 a.m. IST)** and ends on **Saturday, July 30, 2022 (5:00 p.m. IST)**. The remote e-voting shall not be allowed beyond the said date and time. During this period, the Shareholders of the Company holding shares in physical form or in dematerialised form, as on the **cut-off date**, being **Friday, June 24, 2022** may cast their votes by electronic means in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
10. The voting rights of the Shareholders shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the **cut-off date**.
11. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent to cosec@gacl.co.in.

12. The instructions for e-voting for the Shareholders are as under:

- (i) The e-voting period commences on **Friday, July 1, 2022 (9:00 a.m. IST)** and ends on **Saturday, July 30, 2022 (5:00 p.m. IST)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date**, may cast their vote(s) electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, he / she shall not be allowed to change it subsequently or cast vote again.
- (ii) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / website of Depositories / Depository Participants in order to increase efficiency of the voting process.
- (iii) Individual demat account holders will be able to cast their vote without having to register with the e-voting service provider(ESP), thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs in order to access e-voting facility.

Login method for Individual Shareholders holding shares in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his/her vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 3. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company's name “Gujarat Alkalies and Chemicals Limited” or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period. 4. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 5. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Shareholder' section. 6. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 7. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site. After successful authentication, you will be able to see e-Voting feature. 3. Click on Company's name "Gujarat Alkalies and Chemicals Limited" or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430

(iv) Login method for e-voting for Shareholders holding securities in physical mode and shareholders other than individual shareholders holding securities in Demat form.

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on "Shareholders" module.
- 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification 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 e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user, follow the steps given below:

For Shareholders holding shares in physical mode and Shareholders other than Individual Shareholders holding shares in Demat mode	
PAN	Enter your 10 digit alpha-numeric "PAN" issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the Shareholder id / folio number in the Dividend Bank details field.

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, shareholders holding shares in demat mode 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 shareholders 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 for 220615005 for Gujarat Alkalies and Chemicals Limited for which you choose to vote.
- 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) **Facility for Non – Individual Shareholders and Custodians – For e-voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User 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.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cosec@gacl.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(v) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- a. For Physical Shareholders:- Please provide necessary details like Folio No., Name of Shareholder(s), scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by sending E-mail to vadodara@linkintime.co.in.
- b. For Demat Shareholders:- Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. For Individual Demat Shareholders:- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')

Item No. 1

As recommended by the Nomination-cum-Remuneration Committee, the Board of Directors has approved to appoint Smt. Shridevi Shukla (DIN: 02028225) as an Additional Director (Independent Director) of the Company effective from 12th May 2022, not liable to retire by rotation, for a term of five (5) consecutive years i.e. upto 11th May, 2027, subject to approval of the Shareholders of the Company.

The Company has received from Smt. Shridevi Shukla (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act, (iii) A declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations.

The Company has also received Notice under Section 160 of the Act from a Shareholder proposing the candidature of Smt. Shridevi Shukla for the office of a Director of the Company.

Smt. Shridevi Shukla has done B.A in Economics. She has wide administrative and corporate experience. Prior to her retirement, she held various senior level positions in Government of Gujarat in various Departments viz., Industries and Mines, Finance, Science and Technology and General Administration etc. Subsequent to her retirement, she was appointed as Officer on Special Duty (Industries and Mines) and Appellate Authority (Mines), Industries and Mines Department from September, 2010 to February, 2014. Thereafter, she was appointed as State Information Commissioner, Gujarat Information Commission from May, 2014 to February, 2015.

She also holds directorships in the companies like Gujarat State Petronet Limited, GSPL India Gasnet Limited, GSPL India Transco Limited and Gujarat State Investment Limited.

The details as required pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards as applicable is given in the Annexure-I forming part of this Notice. The terms and conditions of appointment of Independent Director applicable to Smt. Shridevi Shukla are available on the Website of the Company at www.gacl.com.

Smt. Shridevi Shukla meets the skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company like Leadership, Corporate Governance, Management, Finance, Legal Compliances & Risk Management, Human Resources, Production, Supply Chain, Quality Assurance, Research and Development.

In the opinion of the Board and based on the declarations of independence submitted by Smt. Shridevi Shukla, she is a person of integrity and independent of the management, and fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and SEBI Listing Regulations. Smt. Shridevi Shukla's association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

Pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, it is proposed to seek approval of the Shareholders for appointment of Smt. Shridevi Shukla as an Independent Director of the Company for a term of five (5) consecutive years effective from 12th May, 2022. She will not be liable to retire by rotation.

In terms of the SEBI Listing Regulations, effective from January 1, 2022, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier and that the appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. As the period of three months would conclude before the AGM in 2022, the Board recommends the passing of the Special Resolution at Item No. 1 of the accompanying Postal Ballot Notice, for the approval of the Members.

Except Smt. Shridevi Shukla and her relatives, 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. 1 of the Notice.

Item No. 2

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

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

Pursuant to the JV Agreement, NALCO will purchase prescribed quantity of the caustic soda lye produced in the Caustic Soda Plant of GNAL. Accordingly, GNAL, subsidiary of the Company and its related party NALCO has entered into Caustic Soda Supply Agreement where the Company (GACL) is only a confirming party to the contract / arrangement.

Further, the definition of "Related Party Transaction" under the Regulation 2(1)(zc) of the SEBI Listing Regulations has been amended to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023; regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract"

In view of the above amendments, the transactions between Subsidiary (i.e. GNAL) and its related party i.e. NALCO shall also come within the purview of Related Party Transaction of GACL in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations even though GACL is only a confirming party to that transaction and therefore, transactions under the Caustic Soda Supply Agreement between GNAL and NALCO would be considered as "Related Party Transaction" for GACL.

As per Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) shall require prior approval of the shareholders through resolution.

All Material Related Party Transactions shall require approval of the shareholders through ordinary resolution and no related Party shall vote to approve such resolution/s whether the entity is a related party to the particular transaction or not.

In view of the above, approval of the Shareholders is being sought for transactions between GNAL and NALCO, the related parties in terms of Regulation 2(1)(zb) read with Regulation 2(1)(zc) of the SEBI Listing Regulation because the transactions when entered into under the caustic soda supply agreement between GNAL and NALCO may likely to exceed the threshold limits stipulated under the applicable laws in future. Therefore, the Audit Committee and the Board of Directors of the Company at their Meetings held on 23rd May 2022 and 24th May 2022 respectively approved the transactions between the Related Parties, subject to approval of the Members of the Company, by way of Ordinary Resolution for the limits mentioned under caustic soda supply agreement.

Details of information to be provided to the Members for consideration of Related Party Transaction under the Companies Act, SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated November 22, 2021 are enclosed in Annexure II.

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

None of the Directors / Key Managerial Personnel of the Company and their relatives, is / are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 2 of the Notice.

Item No. 3

The Government of Gujarat (GoG) in exercise of the powers vested in it under the Articles 11 and 14-A of the Articles of Association of the Company has vide its Order No. AIS/42-2011/858932/G dated 27th May, 2022 ("GoG Order") communicated to the Company that Shri Milind Torawane, IAS (DIN : 03632394) would hold additional charge of the post of Managing Director of the Company, w.e.f. 28th May, 2022 i.e. the date on which he took over the charge as the Managing Director of the Company upto 23rd June, 2022, or until any further orders ("Interim Period"), in absence of Shri Harshad R Patel, IAS (DIN : 08101424), the Managing Director of the Company, being on sanctioned leaves. Thus, he is nominated as Government Director on the Board of the Company for the Interim Period. On completion of the said Interim Period, Shri Milind Torawane, IAS would be relieved from the Additional Charge of Managing Director of the Company and Shri Harshad R Patel, IAS would resume the powers of the Managing Director of the Company. The Office of Shri Harshad R Patel, IAS as Managing Director of the Company would continue as Managing Director of the Company during the said Interim Period.

In pursuance of the provisions of Section 203 of the Act, GoG Order and as recommended by the Nomination-cum-Remuneration Committee, the Board of Directors of the Company had in its Meeting held on 6th June, 2022 unanimously appointed Shri Milind Torawane, IAS as Managing Director of the Company for the Interim Period i.e. w.e.f. 28th May 2022 till 23rd June 2022. As recommended by the Nomination-cum-Remuneration Committee at its Meeting held on 6th June, 2022, the Board of Directors of the Company at its Meeting held on 6th June, 2022, has noted, approved and confirmed the appointment of Shri Milind Torawane, IAS as Managing Director of the Company on such remuneration, perquisites, terms and conditions as may be conveyed by the Government of Gujarat, subject to the approval of Shareholders of the Company.

The remuneration as may be fixed by the Government of Gujarat from time to time in accordance with the Article of Association of the Company and the same shall be within the limits prescribed under the Companies Act, 2013. 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 Milind Torawane, IAS as Managing Director of the Company. He shall be paid such remuneration 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 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 Companies Act, 2013.

This may be treated as a written memorandum setting out terms and conditions of appointment of Shri Milind Torawane, IAS as Managing Director as per Section 190 of the Act.

Shri Milind Torawane is an IAS Officer of 2000 batch. He has done Bachelor of Engineering (Electronic & TeleCommunication) and Masters in Public Administration at the Maxwell School of Syracuse University, USA. He is presently Secretary (Economic Affairs) to Government, Finance Department, Government of Gujarat. He also has been given Additional Charge of the post of Chief Commissioner of State Tax, Ahmedabad. He has held various important positions in the Government of Gujarat (GoG) like Municipal Commissioner-Surat Municipal Corporation, Secretary-Housing & Nirmal Gujarat, Additional Chief Executive-Gujarat Urban Development Mission, Managing Director-Diamond Research & Mercantile City Limited etc. He had also served as the Managing Director of Gujarat Urban Development Company Limited. He had served as Managing Director of the Company (GACL) from 01.12.2020 to 06.02.2022. At present, he is the Managing Director of Gujarat State Investment Limited.

Apart from the above, he also holds directorships in Gujarat Mineral Development Corporation Limited, Gujarat Gas Limited, GSPC LNG Limited, Gujarat Urja Vikas Nigam Limited, Gujarat State Electricity Corporation Limited, Gujarat State Financial Services Limited.

Shri Milind Torawane, IAS was awarded the best District Development Officer [District - Narmada (Rajpipla)] in the year 2004-05. He was also declared the best Collector and District Magistrate in the year 2007-08 and 2009-10 by the Government of Gujarat. The details as required pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards as applicable is given in the Annexure-I forming part of this Notice.

The Company has received Notice in writing under Section 160 of the Act from a Shareholder proposing candidature of Shri Milind Torawane, IAS for the office of Director. The Board considers that Shri Milind Torawane's continued association would be of immense benefit to the Company and it is desirable to avail the services of Shri Milind Torawane, IAS as Managing Director.

In terms of provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Act read with Schedule V of the Act, the appointment of Shri Milind Torawane, IAS as Managing Director of the Company and payment of remuneration, is subject to the approval of Shareholders in General Meeting. Further, as per the SEBI Listing Regulations, effective from January 1, 2022, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier. As the period of three months would conclude before the AGM in 2022, the Board recommends the passing of the Ordinary Resolution at Item No. 3 of the accompanying Postal Ballot Notice, for the approval of the Members.

Except Shri Milind Torawane, IAS and his relatives, 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. 3 of the Notice.

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

**Sd/-
SANJAY S. BHATT
Company Secretary
& Chief General Manager (Legal & CC)**

Place : Gandhinagar
Date : 6th June, 2022

ANNEXURE - I

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

Name of Director	Smt. Shridevi Shukla*	Shri Milind Torawane, IAS*
DIN	02028225	03632394
Date of Birth	28.08.1952	30.08.1972
Date of first appointment on the Board	12.05.2022	28.05.2022
Terms and Conditions of Appointment	As provided in the Explanatory Statement to the Notice.	As provided in the Explanatory Statement to the Notice.
Details of Remuneration	Smt. Shridevi Shukla shall not draw any remuneration from Company except sitting fees and out of pocket expenses for attending Board and Committee Meetings.	Shri Milind Torawane, IAS shall be paid such remuneration/charge allowance as may be conveyed by the Government of Gujarat from time to time, within the overall limits prescribed under the Companies Act.
No. of Shares held in GACL either by self or any beneficial basis for any other person	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	No relationship with other Directors / Key Managerial Personnel.	No relationship with other Directors / Key Managerial Personnel.
Qualifications	- B.A in Economics	- IAS - Bachelor of Engineering (Electronic & Tele Communication) - Masters in Public Administration from Maxwell School of Syracuse University, USA
Nature of Expertise/ Experience	<p>Smt. Shridevi Shukla has done B.A in Economics. She has wide administrative and corporate experience. Prior to her retirement, she held various senior level positions in Government of Gujarat in various Departments viz., Industries and Mines, Finance, Science and Technology and General Administration etc. Subsequent to her retirement, she was appointed as Officer on Special Duty (Industries and Mines) and Appellate Authority (Mines), Industries and Mines Department from September, 2010 to February, 2014. Thereafter, she was appointed as State Information Commissioner, Gujarat Information Commission from May, 2014 to February, 2015.</p> <p>She also holds directorships in the companies like Gujarat State Petronet Limited, GSPL India Gasnet Limited, GSPL India Transco Limited and Gujarat State Investment Limited.</p>	<p>Shri Milind Torawane is an IAS Officer of 2000 batch. He has done Bachelor of Engineering (Electronic & TeleCommunication) and Masters in Public Administration at the Maxwell School of Syracuse University, USA. He is presently Secretary (Economic Affairs) to Government, Finance Department, Government of Gujarat. He also has been given Additional Charge of the post of Chief Commissioner of State Tax, Ahmedabad. He has held various important positions in Government of Gujarat (GoG) like Municipal Commissioner-Surat Municipal Corporation, Secretary-Housing & Nirmal Gujarat, Additional Chief Executive-Gujarat Urban Development Mission, Managing Director-Diamond Research & Mercantile City Limited etc. He had also served as the Managing Director of Gujarat Urban Development Company Limited. He had served as Managing Director of the Company (GACL) from</p>

			<p>01.12.2020 to 06.02.2022. At present, he is the Managing Director of Gujarat State Investment Limited.</p> <p>Apart from the above, he also holds directorships in Gujarat Mineral Development Corporation Limited, Gujarat Gas Limited, GSPC LNG Limited, Gujarat Urja Vikas Nigam Limited, Gujarat State Electricity Corporation Limited, Gujarat State Financial Services Limited.</p> <p>Shri Milind Torawane, IAS was awarded the best District Development Officer (District - Narmada (Rajpipla)) in the year 2004-05. He was also declared the best Collector and District Magistrate in the year 2007-08 and 2009-10 by the Government of Gujarat.</p>
Names of other Companies in which Directorship is held	<p>1 Gujarat State Petronet Limited</p> <p>2 GSPL India Gasnet Limited</p> <p>3 GSPL India Transco Limited</p> <p>4 Gujarat State Investment Limited</p>	<p>1 Gujarat State Investment Limited</p> <p>2 Gujarat Mineral Development Corporation Limited</p> <p>3 Gujarat Gas Limited</p> <p>4 GSPC LNG Limited</p> <p>5 Gujarat State Electricity Corporation Limited</p> <p>6 Gujarat Urja Vikas Nigam Limited</p> <p>7 Gujarat State Financial Services Ltd</p>	
Names of the Committees of the Board of Companies in which Membership/ Chairmanship is held	<p>Gujarat State Petronet Limited</p> <p>1 Stakeholders Relationship Committee – Member</p> <p>Gujarat Alkalies and Chemicals Limited</p> <p>1 Audit Committee – Member</p> <p>2 Nomination – cum – Remuneration Committee – Member</p> <p>3 Corporate Social Responsibility Committee – Member</p> <p>4 Project Committee- Member</p> <p>5 Corporate Environment Responsibility Committee – Member</p> <p>6 Personnel Committee – Member</p> <p>GSPL India Gasnet Limited</p> <p>1 Audit Committee – Member</p> <p>2 Nomination and Remuneration Committee – Member</p> <p>GSPL India Transco Limited</p> <p>1 Audit Committee – Member</p> <p>2 Nomination and Remuneration Committee – Member</p> <p>Gujarat State Investment Limited</p> <p>1 Audit Committee – Member</p> <p>2 Nomination and Remuneration Committee – Chairperson</p> <p>3 Corporate Social Responsibility Committee – Member</p>	<p>Gujarat Mineral Development Corporation Limited</p> <p>1 Audit Committee – Member</p> <p>2 Nomination and Remuneration Committee – Member</p> <p>3 Stakeholders' Relationship Committee – Member</p> <p>4 Corporate Social Responsibility Committee – Member</p> <p>Gujarat Gas Limited</p> <p>1 Audit Committee – Member</p> <p>2 Stakeholders' Relationship Committee – Member</p> <p>3 Risk Management Committee – Chairman</p> <p>4 Project Committee – Chairman</p> <p>Gujarat State Investments Limited</p> <p>1 Nomination and Remuneration Committee – Member</p> <p>2 Corporate Social Responsibility Committee – Member</p>	

No. of Meetings of the Board attended during the Financial Year since their respective date of appointment (2022- 2023)	2		1
Listed entities from which the person has resigned in the past three years	N.A.	-	Gujarat Alkalies and Chemicals Limited - Gujarat Industries Power Company Limited

*The details of directorship of Smt. Shridevi Shukla and Shri Milind Torawane, IAS in other companies and chairmanship/ Membership in Committees of other Companies are as on date of this Notice i.e. 6th June, 2022.

Annexure - II

1.	Information under the Companies Act, 2013 read with the Companies (Meeting of the Board and its Powers) Rules, 2014	
a.	the name of the related party and nature of relationship	GNAL is a Joint Venture Company between Gujarat Alkalies and Chemicals Ltd. ("GACL") and National Aluminium Company Limited ("NALCO") incorporated pursuant to the Joint Venture-cum-Shareholders Agreement dated June 23, 2015 entered into between GACL and NALCO ("JV Agreement"). NALCO holds 40% equity share capital in GNAL as a Joint Venture Partner and GNAL is an Associate of NALCO.
b.	name of the director or key managerial personnel who is related, if any;	N.A.^
c.	the nature, duration of the contract and particulars of the contract or arrangement	Caustic Soda Supply Agreement between GNAL and NALCO are long-term contract of 26 years.
d.	the material terms of the contract or arrangement including the value, if any	As stated in the Resolution and Explanatory Statement.
e.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The Pricing Mechanisms are defined under such Agreement and is at arm's length basis.
f.	any other information relevant or important for the Shareholders to take a decision on the proposed transaction.	The contract(s)/ arrangement(s) /transactions(s) under the aforesaid Caustic Soda Supply Agreement between GNAL & NALCO are pursuant to the JV Agreement, Memorandum & Articles of Association of GNAL and in terms of Regulations 23 read with Regulation 2(1)(zb) & 2(1)(zc) of the SEBI Listing Regulations. The contract(s)/ arrangement(s)/ transactions(s) entered into/ to be entered into between GNAL & NALCO is/are in the ordinary course of business and at arm's length.
2.	Information pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated November 22, 2021	
a)	A summary of the information provided by the management of the listed entity to the audit committee as specified in point 4 of the Circular	Following information were provided for review of the Audit Committee for approval of proposed RPTs: a. Type, material terms and particulars of the proposed transaction; b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise); c. Tenure of the proposed transaction (particular tenure shall be specified); d. Value of the proposed transaction; e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);

		<p>f. Justification as to why the RPT is in the interest of the listed entity;</p> <p>g. A copy of the valuation or other external party report, if any such report has been relied upon;</p> <p>h. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.</p>
b)	Justification for why the proposed transaction is in the interest of the listed entity	As above
c)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)	No
d)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Pricing mechanism (which is market derived) and other terms and conditions agreed upon between GNAL and NALCO are fair and at arm's length basis and are forming part of the caustic soda supply agreement.
e)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Value of proposed RPTs under caustic soda supply agreement in terms of % of turnover of GNAL: More than 10%
f)	Any other information that may be relevant	As above.

^ Related Party Transaction in terms of provisions of Regulation 2(1)(zc) read with Regulation 2(1)(zb) of the SEBI Listing Regulations. GACL is only a confirming party to the Contract / Arrangement.