



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/2023/

1st September, 2023

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

Reg.: 50th Annual Report of the Company for the Financial Year 2022-23 together with the Notice of 50th Annual General Meeting of the Company scheduled to be held on 26th September, 2023.

We submit herewith the 50th Annual Report of the Company for the Financial Year 2022-23 together with the Notice of 50th Annual General Meeting of the Company scheduled to be held on Tuesday, the 26th September, 2023 at 11.30 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM).

The said Annual Report together with the Notice is also available on the Website of the Company at www.gacl.com

A copy of 50th Annual Report is being emailed to all the Shareholders of the Company whose e-mail IDs are registered with the Company or R&T Agent or DPs.

Kindly take the above on record.

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

NOTICE

NOTICE IS HEREBY given that the Fiftieth (50th) Annual General Meeting of the Shareholders of **GUJARAT ALKALIES AND CHEMICALS LIMITED (GACL)** will be held on Tuesday, the 26th day of September, 2023 at 11:30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the (i) Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon; (ii) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Report of Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolutions** :
 - (i) **“RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
 - (ii) **“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2023 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT as recommended by the Board of Directors of the Company, a dividend at the rate of Rs.23.55 per Equity Share (@235.50%) of Rs.10/- each fully paid-up, be and is hereby declared for the Financial Year ended 31st March, 2023 and the same be paid out of the profits of the Company.”
3. To appoint a Director in place of Shri J P Gupta, IAS (DIN: 01952821) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri J P Gupta, IAS (DIN: 01952821), who retires by rotation at this Annual General Meeting, be and is hereby reappointed as a Director of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to provision of Sections 13, 61 and 64 of the Companies Act, 2013 (“act”) read with the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Act and in accordance with the provisions of Memorandum of Association and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to reclassify and increase the authorized share capital of the Company as below :

- (i) The existing Authorized Share Capital i.e. Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.100,00,00,000 (Rupees One Hundred Crore Only) and 50,00,000 (Fifty Lakhs) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each aggregating to Rs. 50,00,00,000 (Rupees Fifty Crore Only) be and is hereby reclassified to Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.150,00,00,000 (Rupees One Hundred Fifty Crore Only), after cancelling the existing unissued Cumulative Redeemable Preference Share capital comprising of 50,00,000 (Fifty Lakhs) Cumulative Redeemable Preference Shares of Rs.100/- each.
- (ii) The said existing reclassified Authorized Share Capital be and is hereby increased to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores Only) divided into 25,00,00,000 (Twenty-Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.250,00,00,000 (Rupees Two Hundred Fifty Crore Only).”

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby replaced with the following new Clause V:

- V. The Authorized Share Capital of the Company is Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores Only) divided into 25,00,00,000 (Twenty Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.250,00,00,000 (Rupees Two Hundred Fifty Crore Only) with power to increase, sub-divide, split and/or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to issue any part of the capital, original or



increased and to attach thereto respectively, such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and by the terms of issue.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite forms/documents with Registrar of Companies and to settle any question that may arise in relation thereto in order to give effect to the above resolution.”

5. To amend Authorised Share Capital clause of the Articles of Association of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to alter and substitute the existing Clause 3 of the Articles of Association of the Company with following new Clause 3:

3. The Authorised Share Capital of the Company shall be as stated in Clause V of Memorandum of Association from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Managing Director and /or Company Secretary of the Company be and

are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite forms/documents with Registrar of Companies and to settle any question that may arise in relation thereto in order to give effect to the above resolution.”

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

“**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration as approved by the Board of Directors and set out in the statement annexed to the Notice, to be paid to M/s. Y. S Thakar & Co., Cost Accountants, Vadodara (Firm Registration No. 000318), the Cost Auditors appointed by the Board of Directors, on recommendation(s) of the Audit Committee to conduct the audit of Cost Records of the Company for the Financial Year ending March 31, 2024 be and is hereby ratified.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Sd/-
SANJAY S. BHATT**
Company Secretary

& Chief General Manager (Legal, CC & CSR)

Place : Gandhinagar

Date : 8th August, 2023

ANNEXURE TO THE NOTICE OF THE 50TH ANNUAL GENERAL MEETING

STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement set out all the material facts relating to Special Business mentioned in the Notice :

Item Nos. 4 & 5

Presently, the Authorised Capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.100,00,00,000 (Rupees One Hundred Crore Only) and 50,00,000 (Fifty Lakhs) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each aggregating to Rs. 50,00,00,000 (Rupees Fifty Crore Only).

Pursuant to the Guidelines on Dividend Distribution and Capital Restructuring of State Public Sector Undertakings (SPSUs) Issued by the Government of Gujarat, the Company proposes to amend its Share Capital Clause specified in Memorandum of Association of the Company by reclassifying the Preference Share Capital component of Authorized Share Capital by shifting the unissued part of Preference Share capital as mentioned above into Equity Share Capital which will be reflected in Clause V of Memorandum of Association of the Company as mentioned in the Resolution.

The Company also proposes to Increase the Authorized Share Capital of the Company from Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores Only). The said reclassification and increase of the share capital will also require consequential amendment to the capital clause i.e. the Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company.

Pursuant to Sections 13 and 14 of the Companies Act, 2013 ('the Act'), the said reclassification of the Authorized Share Capital and the consequent alteration of Capital Clause of the Memorandum and Articles of Association of the Company, requires approval of the Members of the Company by way of a Special Resolution. Accordingly, the approval of the Members is sought to reclassify and increase the Authorized Share Capital as well as consequential alteration of the Capital Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company.

A draft copy of the modified Memorandum and Articles of Association of the Company is available for inspection electronically by the Members of the Company from the date of circulation of this Notice upto the date of the AGM.

Members seeking to inspect such documents may send an e-mail to cosec@gacl.co.in.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, interested or concerned financially or otherwise, in these resolutions at Item Nos. 4 & 5.

The Board recommends the Special Resolutions at Item Nos. 4 & 5 of the Notice for approval of members.

Item No. 6

The Board of Directors at its Meeting held on 08.08.2023 have, on the recommendation of the Audit Committee at its Meeting held on 08.08.2023 subject to any other approval, approved the appointment of M/s. Y. S Thakar & Co., Cost Accountants, Vadodara (Firm Registration No. 000318) as Cost Auditors of the Company to conduct the Audit of the Cost Records of the Company for the Financial Year ending March 31, 2024 at a remuneration of Rs.3,19,000/- plus applicable GST.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. Y. S Thakar & Co. Cost Auditor, as recommended by the Audit Committee and approved by the Board is required to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2024 by passing Ordinary Resolution as set out at Item No. 6 of the Notice.

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 Resolution.

The Board recommends the Resolution at Item No. 6 of the Notice for approval by the Members.

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

**Sd/-
SANJAY S. BHATT**

Company Secretary
& Chief General Manager (Legal, CC & CSR)

Place : Gandhinagar

Date : 8th August, 2023



NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 in relation to “Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In accordance with the aforementioned MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the 50th AGM of the Company is being held through VC /OAVM. The deemed venue for the AGM shall be Registered Office of the Company.
2. **A Member entitled to attend and vote at the Annual General Meeting (“the meeting”) is also entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member of the Company. Since, this AGM is being held pursuant to the MCA Circulars, through VC/OAVM, Physical attendance of Members have been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013, at cosec@gacl.co.in.
3. In compliance with the MCA Circulars and SEBI’s Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 & January 05, 2023, Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/Depositories. Members may note that the Notice along with Annual Report 2022-23 has been uploaded on the website of the Company at www.gacl.com and on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of CDSL at www.evotingindia.com.
4. Members attending AGM through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Act.
5. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of business under Item Nos. 4 to 6 is annexed to the Notice.

The particulars of qualification, experience and other Directorships etc. of the Director proposed to be appointed / reappointed are given in the Annexure - I forming part of this Notice.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 20th September, 2023 to Tuesday, 26th September, 2023 (both days inclusive).
8. The dividend on equity shares, if declared at the AGM, will be paid on or after Saturday, 30th September, 2023 to the Members, whose names appear in the Register of Members / list of Beneficial Owners as on 19th September, 2023 i.e. the date prior to the commencement of book closure. Dividend Warrants/ Demand Drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.
9. (a) Members holding shares in electronic form may note that their bank details as may be furnished to the Company by respective Depositories will only be considered for remittance of dividend through NECS/ECS or through Dividend Warrants. Beneficial Owners holding Shares in demat form are requested to get in touch with their Depository Participants (DP) to update / correct their NECS/ ECS details to avoid any rejections and also give instructions regarding change of address, if any, to their DPs. It is requested to attach a photocopy of a cancelled cheque with your instructions to your DP.
- (b) The Company has appointed Link Intime India Pvt. Ltd. as Registrar and Share-Transfer Agent (R&T Agent). Members are requested to send all future correspondence to the Link Intime India Pvt. Ltd. at B-102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara 390020. Members holding shares in physical mode are requested to notify immediately any change in their addresses, the Bank mandate or Bank details along with required forms viz. Forms ISR-1, ISR-2, ISR-3 / SH-13 and supporting documents to the R&T Agent of the Company.
- (c) Shareholders holding shares in physical form are requested to update/register their PAN, Nomination, Contact Details i.e. Postal address with PIN, Mobile number, E-mail address, Bank Account details and Specimen Signature by providing form ISR-1, ISR-2, ISR-3 / form SH-13 complete in all respects along with other required documents

as prescribed in these forms. These forms are available on the website of the Company at www.gacl.com – Investors – Other Disclosure – Update / Register Email, PAN, KYC, Nomination & Download Forms and also available on the website of Share Transfer Agent viz. <https://www.linkintime.co.in> - Resource – Downloads General -Format of KYC. The said forms can be submitted 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 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 and filling the said forms 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 is available at the said link.

Shareholders holding shares in dematerialized mode are also requested to update/register their KYC details including email address with the Depository Participants (DP).

10. The Shareholders are advised to encash their dividend warrants within validity period. Thereafter, the payment of unencashed dividend warrants shall be made only after receipt of final list of unclaimed dividend warrants and reconciliation of Dividend Account from Bank. The payment of unclaimed dividend will be made by electronic bank transfer or in case of failure/rejection, by issuing banker's cheque or Demand Draft incorporating the bank accounts details of security holder after receipt of required forms and supporting documents as mentioned in above notes by the Shareholder and verification thereof by the R & T Agent of the Company.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 1st April, 2020 and Company is required to deduct tax at source on payment of dividend at the prescribed rates. The Shareholders are requested to refer the Finance Act, 2020 and amendments thereof for prescribed rates for various categories of shareholders. Shareholders may submit their forms for non deduction of tax at source (TDS) viz. 15G/15H/10F and other relevant documents with RTA of the Company at <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by 5th September, 2023.

For any query shareholder can send E-mail to vadodara@linkintime.co.in.

11. (a) Pursuant to the provisions of Section 124(5) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended (hereinafter referred to as "IEPF Rules"), the Company has transferred the unclaimed dividend under Section 124 (5) of the Act to Investor Education and Protection Fund (IEPF) as detailed below:

Financial Year	Date of			
	Declaration of Dividend	Transferred to Un-paid Dividend A/c.	Transferred to IEPF	Amount Transferred (Rs.)
2014-15	18.09.2015	20.10.2015	11.11.2022	19,53,306.00

- (b) Attention of the Members is drawn to the provisions of Section 124 (6) of the Act which requires the Company to transfer all Shares in respect of which dividend has not been paid or claimed for seven (07) consecutive years or more to IEPF Authority.

In accordance with the aforesaid provision of the Act read with the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 25,996 Equity Shares of 388 Shareholders of the Company in respect of which dividend declared for the Financial Year 2014-15 has remained unclaimed or unpaid for a period of seven (07) consecutive years or more through Corporate Actions to the Demat Account of IEPF Authority.

- (c) The Members who have not encashed dividend warrant(s) for the years 2015-16, 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22 are requested to claim payment immediately by registering the PAN, KYC details and nomination with Company's R&T Agent, Link Intime India Pvt. Ltd. at the modes specified above. After seven years, unclaimed dividend shall be transferred to the Investor Education and Protection Fund. Pursuant to provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the details of unclaimed dividend amount lying with the Company as on 31.03.2022 has been uploaded on the Company's website (www.gacl.com) and also filed with the Ministry of Corporate Affairs.

12. Any person, whose unclaimed dividend or shares have been transferred to the IEPF Authority may claim back the same by making an application in Form IEPF 5 to the IEPF Authority, which is available on Website of IEPF Authority at www.iepf.gov.in.
13. As on 31.03.2023, Share Certificates for 369 shares of 12 shareholders / allottees (returned undelivered by Post) are lying in Unclaimed Shares Suspense



Account with the Stock Holding Corporation of India Ltd. (SHCIL), Vadodara in Demat form. As per SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and SEBI Circular No. PR No.: 51/2018 dated 3rd December, 2018 transfer of shares in physical mode were allowed up to 31.03.2019 and w.e.f. 01.04.2019, transfer of shares of Listed Company can only be affected in the dematerialized form.

14. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders are entitled to make nomination in respect of the shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13 (which is available on the Company's Website : www.gacl.com) to the R&T Agent, Link Intime India Pvt. Ltd. at the address given above.
15. **Members who have not registered their E-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
16. Members who would like to seek any information on any matter to be placed at AGM with regard to Audited Annual Accounts or any other proposed Resolution(s) during the Meeting or would like to express their views, may register themselves as a speaker by sending their request from their registered E-mail address mentioning their name, DPID/Client ID/Folio number, PAN, Mobile Number at cosec@gacl.co.in on or before 15th September, 2023. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Members who do not wish to speak during the AGM but have queries may send their queries in advance on or before 15th September, 2023 mentioning their name, Demat Account Number/ Folio Number, e-mail ID, Mobile Number at cosec@gacl.co.in. The Company will reply to these queries suitably.

Inspection of documents:

All documents referred to in this Notice and Statement u/s. 102 of the Act will be available for inspection electronically by the Members of the Company from the date of circulation of this Notice upto the date of the AGM. Members seeking to inspect such documents may send an e-mail to cosec@gacl.co.in.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Company / R&T Agent.
18. **Procedure for Remote E-Voting, Attending the AGM through Video Conference/Other Audio Visual Means (VC/OAVM) and E-Voting facility during the AGM.**

A. E-Voting facility:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the

Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular on e-Voting facility provided by Listed Entities dated December 9, 2020 and the General Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January, 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 the Company is providing facility for voting by electronic means ("e-Voting") and the business in respect of all Shareholders' Resolutions may be transacted through such e-Voting. The facility is provided to the Shareholders to exercise their rights to vote by electronic means from a place other than the venue of AGM ("remote e-Voting") as well as e-Voting system on the date of AGM through e-Voting services provided by Central Depository Services (India) Limited (CDSL).

The Members who would have already cast their votes by remote e-Voting prior to the AGM date may attend the meeting through VC/OAVM but shall not be entitled to cast their votes again.

- II. The Company has fixed Tuesday, 19th September, 2023 as a cut-off date to record the entitlement of the Shareholders to cast their votes electronically by remote e-Voting as well as by e-Voting system on the date of AGM.
- III. The remote e-Voting period commences on Friday, 22nd September, 2023 (09:00 a.m.) and ends on Monday, 25th September, 2023 (05:00 p.m.). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date, i.e. 19th September, 2023 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting after 5.00 p.m. on 25th September, 2023. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- IV. Any person, who become Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Tuesday, 19th September, 2023 may obtain USER ID and password by following e-Voting instructions which is part of Notice and the same is also placed in e-Voting Section of CDSL Website i.e. www.cdslindia.com / www.evotingindia.com and Company's Website i.e. www.gacl.com. For further guidance, Members are requested to send their query by E-mail at helpdesk.evoting@cdslindia.com.
- V. 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, Individual shareholders holding securities in demat

mode are allowed to vote through their demat account maintained with Depositories / Websites of Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

B. PROCEDURE FOR REMOTE E-VOTING AND FOR JOINING AGM THROUGH VC/OAVM – FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Type of shareholders	Login Method
<p>A. Individual Shareholders holding securities in demat mode with CDSL</p>	<p>a) Users already registered for CDSL’s Easi / Easiest facility may follow the following procedure :</p> <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/myeasinew/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 e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting of vote during the remote e-Voting period or joining AGM through VC / OAVM & voting during the AGM. 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/myeasinew/Registration/EasiRegistration <p>b) User may directly access the e-Voting module of CDSL as per the following procedure :</p> <p>The user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin.</p> <p>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.</p>
<p>B. Individual Shareholders holding securities in demat mode with NSDL</p>	<p>a) Users already registered for NSDL’s IDeAS facility may follow the following procedure :</p> <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. 3) A new screen will open. You will have to enter your User ID and Password. 4) After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5) Click on company’s name “Gujarat Alkalies and Chemicals Limited” or e-Voting service provider’s name. <p>On clicking any of the links, you will be re-directed to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining AGM through VC/OAVM & voting during the AGM.</p>

	<p>b) Users not registered for NSDL’s IDeAS facility may follow the following procedure :</p> <ol style="list-style-type: none"> 1) Option to register is available at https://eservices.nsd.com 2) Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) After successful registration, please follow steps given under Sr. No. B(a) above to cast your vote. <p>c) User may directly access the e-Voting module of NSDL as per the following procedure :</p> <ol style="list-style-type: none"> 1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 2) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3) 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. 4) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5) Click on Company’s name “Gujarat Alkalies and Chemicals Limited” or e-Voting service provider’s name. On clicking any of the links, you will be redirected to e-Voting page of CDSL’s website for casting your vote during the remote e-Voting period or joining AGM through VC/OAVM & voting during the AGM.
<p>C. Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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. 3) Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein, you can see e-Voting features. 4) Click on Company’s name “Gujarat Alkalies and Chemicals Limited” or e-Voting service provider’s name and you will be re-directed to the e-Voting service provider’s Website for casting your vote during the e-Voting period or joining AGM through VC/OAVM & voting during the AGM.

Important note: Members 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	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 5533
Individual Shareholders holding Securities in Demat mode with NSDL	Members 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

C. PROCEDURE FOR REMOTE E-VOTING AND FOR JOINING AGM THROUGH VC/OAVM – FOR (i) SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT FORM; AND (ii) PHYSICAL SHAREHOLDERS.

- 1) The Shareholders should log on to the e-Voting Website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now, enter your User ID :

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification Code as displayed and Click on Login.
 - 5) 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.
 - 6) If you are a first-time user, follow the steps given below:

	For Members holding shares in Demat Form other than individual
Permanent Account Number (PAN)	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Shareholders holding shares in demat as well as physical form). Members who have not updated their PAN with the Company/Depository Participant are requested to use the 10 Digits Sequence Number. The Sequence Number is communicated by e-mail indicated in the PAN field 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. If both the details (i.e. Dividend Bank Details and Date of Birth) are not registered with the Company or Depository, please enter the Member ID / Folio No. in the Dividend Bank details field mentioned in instruction (3) hereinabove.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For Members holding shares in physical form, the details can be used only for e-Voting on the Resolutions contained in this Notice.
- 10) Click on the EVSN 230817018 for GUJARAT ALKALIES AND CHEMICALS LIMITED for which you choose to vote.
- 11) 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 by you. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.
- 17) **Additional facility for Non – Individual Shareholders and Custodians – Remote e-Voting only:**
 - 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 will be created using the Admn. 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.**

You can also update your mobile number and e-mail ID records with R&T Agent/Company (for physical shares) and with Depository Participants (for Demat Shares) before cut-off date i.e.19.09.2023, for e-Voting.

In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (FAQs) and e-Voting manual available at www.evotingindia.com under 'Help Section' or write an E-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai : 400 013 or you may send an E-mail to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

D. Instructions for Shareholders for E-Voting during the AGM:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned in Points "A", "B" and "C" above for e-Voting.
2. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
3. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders participating in the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 19th September, 2023.
6. Mr. Niraj Trivedi, Practicing Company Secretary, 218-221, Saffron Complex, Fatehgunj, Vadodara: 390 002 (Gujarat) has been appointed as Scrutinizer to scrutinize the remote e-Voting process as well as the e-Voting system on the date of the AGM.
7. The result of the voting will be announced by the Chairman of the meeting within stipulated time as per the Scrutinizer's Report to be submitted to the Chairman. The results of voting will be communicated to the stock exchanges and will be placed on the CDSL's Website (under "Notices – Results section") i.e. www.evotingindia.com; on the Website of the Company i.e. www.gacl.com and also on the notice board of the Company.

E. Process for those Members whose E-mail IDs / Mobile No. are not registered:

- i. For Members holding shares in Physical mode - please provide necessary details like Folio No., Name of Members by E-mail to vadodara@linkintime.co.in.
- ii. Members holding shares in Demat mode can get their E-mail ID / Mobile No. registered, which is mandatory while e-Voting and joining AGM through VC/OAVM, by contacting their respective Depository Participant.

F. Instructions for Members joining the AGM through VC/OAVM :

1. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. The link for VC/OAVM to attend AGM will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned at Sr. No. "A", "B" and "C" above for e-Voting.
3. Members are encouraged to join the Meeting through Laptops for better experience.

4. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Contact Details

Company	: Gujarat Alkalies and Chemicals Limited P.O. : Ranoli - 391 350 DIST. : VADODARA (GUJARAT) Phone: (0265) 6111369, Extn. 453 / 255 E-mail : cosec@gacl.co.in
Registrar & Share Transfer Agent	: Link Intime India Private Limited (Unit : GACL) B -102 & 103, Shangrila Complex, 1 st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, VADODARA : 390 020 (GUJARAT) Phone: (0265) 6136000 E-mail : vadodara@linkintime.co.in
e-Voting Agency	: Central Depository Services (India) Limited E-mail : helpdesk.evoting@cdslindia.com Phone: 1800 22 55 33
Scrutinizer	: Mr. Niraj Trivedi Practicing Company Secretary 218-221, Saffron Complex, Fatehgunj, VADODARA : 390 002 (GUJARAT) E-mail: csneerajtrivedi@gmail.com



ANNEXURE - I

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

Name of Director	Shri J P Gupta, IAS		
DIN	01952821		
Date of Birth	01.07.1965		
Date of first appointment on the Board	15.12.2021		
Terms and Conditions of Appointment	Shri J P Gupta, IAS shall be liable to retire by rotation under the Companies Act, 2013.		
Details of Remuneration	Shri J P Gupta, IAS shall not draw any remuneration from Company except sitting fees and out of pocket expenses for attending Board and Committee Meetings.		
No. of Shares held in GACL either by self or any beneficial basis for any other person	NIL		
Relationship with other Directors / Key Managerial Personnel	No relationship with other Directors / Key Managerial Personnel.		
Qualifications	IAS, M. Tech from IIT, New Delhi		
Nature of Expertise in specific functional areas/ Experience	Shri J. P. Gupta is a senior IAS officer, with distinguished academic background of being alumni Jodhpur University and M. Tech from IIT New Delhi. Shri Gupta joined the Indian Administrative Service in 1991. He has wide experience of various departments such as Land Revenue, Urban Development, Transport, Education Department and Commercial Tax, Government of Gujarat. He has also served in the state PSUs like Gujarat Water Infrastructure Limited, Gujarat State Civil Supplies Corporation Limited, Gujarat Medical Services Corporation Limited, Gujarat State Investment Limited, Gujarat Urban Development Company Limited etc. Presently, he is Principal Secretary, Finance Department, Government of Gujarat. In addition to his responsibility as Additional Chief Secretary (Finance Department), he is also Managing Director of Gujarat State Financial Services Limited, Chairman of Gujarat State Investment Limited and Director in other Companies.		
Names of other Companies in which Directorship is held	1 Gujarat Narmada Valley Fertilizers & Chemicals Limited 2 Gujarat State Petronet Limited 3 Gujarat State Fertilizers & Chemicals Limited 4 Gujarat State Petroleum Corporation Limited 5 Sardar Sarovar Narmada Nigam Limited 6 Gujarat Metro Rail Corporation (GMRC) Limited 7 Gujarat State Investment Limited 8 Gujarat State Financial Services Limited 9 Gujarat International Finance Tec-City Company Limited		
	Name of the Company	Name of the Committee of Board	Position as a Chairman / Member
Names of the Committees of the Board of Companies in which Membership/ Chairmanship is held	Gujarat Alkalies and Chemicals Limited	Corporate Social Responsibility Committee	Member
		Corporate Environment Responsibility (CER) Committee	Member
		Project Committee	Member
	Gujarat Narmada Valley Fertilizers & Chemicals Limited	Audit Committee	Member
		Project Committee	Member

	Name of the Company	Name of the Committee of Board	Position as a Chairman / Member
	Gujarat State Petronet Limited	Audit Committee	Member
		Project Committee	Member
	Gujarat State Fertilizers & Chemicals Limited	Finance Cum Audit Committee	Member
		Risk Management Committee	Member
		Corporate Social Responsibility Committee	Member
	Gujarat State Petroleum Corporation Limited	Audit Committee	Member
		Project Committee	Member
		Committee for Financial Restructuring	Member
		Committee for Onshore Block	Member
	Gujarat State Financial Services Limited	Human Resource Committee	Member
		Audit Committee	Member
		Corporate Social Responsibility Committee	Member
	Gujarat State Investments Limited	Finance Committee	Member
		Audit Committee	Member
	Gujarat Metro Rail Corporation Limited	CSR Committee	Member
Audit Committee		Chairman	
Listed entities from which the person has resigned in the past three years	N.A.	Corporate Social Responsibility Committee	Chairman

For details regarding the number of meetings of the Board / Committees attended by the above Director during the year and remuneration drawn / sitting fees received, please refer to the Board's Report and the Corporate Governance Report forming part of this Annual Report.