



Gujarat Alkalies and Chemicals Limited

(Promoted by Govt. of Gujarat)

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

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

Website : www.gacl.com CIN NO : L24110GJ1973PLC002247

Ref. : SEC/SE/2018/

28th September, 2018

The General Manager Corporate Relations Department BSE Ltd. 1 st Floor, New Trading Ring Phiroze Jeejeebhoy Towers Dalal Street MUMBAI : 400 001 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 Company Code No. : GUJALKALI
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Dear Sir,

Sub.: Proceedings of the 45th Annual General Meeting of the Members of the Company held on Friday, the 28th September, 2018 and issuance of Press Release.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith proceedings of the 45th Annual General Meeting of the Members of the Company held at 11.30 a.m. on Friday, the 28th September, 2018 in the premises of the Company, P.O. : Petrochemicals: 391 346, Dist. : Vadodara.

ATTENDANCE OF DIRECTORS :

1.	Dr. J N Singh, IAS	-	Chairman
2.	Shri J N Godbole	-	Independent Director Chairman – Audit Committee Chairman – Nomination-cum-Remuneration Committee
3.	Dr. Rajiv I Modi	-	Independent Director
4.	Smt. Vasuben Trivedi	-	Independent Director
5.	Shri P K Gera, IAS	-	Managing Director

IN ATTENDANCE :

➤ Shri S S Bhatt, Company Secretary & GM (Legal & CC).

MEMBERS PRESENT :

➤ Members Present (in Person) - 190
➤ Members Present (through Proxy) - 006



Dahej Complex : P. O. Dahej - 392130, Tal. Vagra, Dist. Bharuch (Gujarat) INDIA.

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The Chairman confirmed the presence of requisite quorum for the meeting and called the Meeting in order.

The Members were informed that the Proxy Register and Register of Shareholding were kept open for inspection during the Meeting.

The Chairman introduced the Directors present at the meeting and also welcomed all the Members present at the 45th Annual General Meeting of the Company.

Thereafter, the Notice convening the 45th Annual General Meeting along with the Statement as required under Section 102 of the Companies Act, 2013 and the Board's Report, Report on Corporate Governance and Management Discussion & Analysis Report having been received by the Members, were taken as read with the permission of the Members present and the Chairman requested Shri S S Bhatt, Company Secretary & GM (Legal & CC) to read the Auditor's Report and Secretarial Audit Report.

The Company Secretary & GM (Legal & CC) informed to the Members that there was no qualification / modified opinion or adverse remark in the Statutory Auditors' Reports dated 24th May, 2018 and the Secretarial Audit Report dated 3rd August, 2018 and the same were taken as read with the permission of the Members present.

The Chairman then delivered his speech to the Members wherein he touched upon the various aspects such as the Economic Outlook, Gujarat – A Role Model for others, GACL's Operational Performance, Financial Performance including Dividend, Market position, Cost Control Measures, Expansion and new Projects including GNAL – A JV Company, Research & Development, Renewable Energy, Safety & Environment, Corporate Governance, Corporate Social Responsibility, Human Resources, Implementation of ERP-SAP, acknowledgements etc. to the Members.

Thereafter, the Company Secretary & GM (Legal & CC) stated that the Company has provided e-Voting facility to its Members for passing of the Resolutions as contained in the Notice. The Company Secretary & GM (Legal & CC) then stated that the facility of remote e-Voting commenced on 25th September, 2018 at 9.00 AM and concluded on 27th September, 2018 at 5.00 PM.

It was also stated that, the facility of voting through ballot papers was also provided by the Company during the Annual General Meeting to the Members who were present and who did not cast their votes by remote e-Voting.

The Members were informed that the votes cast by remote e-Voting and votes cast by ballot papers shall be counted by the Scrutinizer and the combine results shall be declared within prescribed time. The Members were further informed that the report of Scrutinizer shall be placed on the Company's website as well as on CDSL's website and the voting results shall also be filed with the BSE Ltd. and the National Stock Exchange of India Ltd. These resolutions shall be deemed to have been passed at this Annual General Meeting upon declaration of results.



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The Company Secretary & GM (Legal & CC) informed to the Members that the following Resolutions were put to vote by e-Voting and ballot.

Item No.	Resolutions
Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2018, the Consolidated Financial Statements for the said Financial Year and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution) .
2.	To declare a Dividend of Rs.6.50 per share (65%) on 7,34,36,928 Equity Shares of Rs.10/- each for the Financial Year ended 31 st March, 2018 (Ordinary Resolution) .
3.	To appoint a Director in place of Shri M K Das, IAS (DIN 06530792), who retires by rotation at this Meeting and being eligible, offers himself for reappointment (Ordinary Resolution) .
Special Business	
4.	To appoint Shri Arvind Agarwal, IAS (DIN 00122921) as a Director of the Company, liable to retire by rotation (Ordinary Resolution) .
5.	To appoint Smt. Vasuben Trivedi (DIN 08181467) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five years, effective from 3 rd August, 2018 (Ordinary Resolution) .
6.	To ratify and approve the remuneration of M/s. R K Patel & Co., Cost Accountants in Practice (Firm Registration No. : 14115) as Cost Auditors of the Company for the Financial Year ending on 31 st March, 2019 (Ordinary Resolution) .

The Chairman then invited the Members to ask questions, comments & observations on the Accounts / Annual Report for the Financial Year 2017-18.

The Members in general, congratulated the Management on the overall performance of the Company. The Members raised questions on the working and financials of the Company. The questions so raised were satisfactorily replied by the Managing Director of the Company.

