



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 Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with 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 and No.20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"); 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 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 ("the 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 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 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 physical Postal Ballot form to the Company. 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 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 Company has appointed Mr. Niraj Trivedi, Practicing Company Secretary, 218 to 221, Saffron Complex, Fatehgunj, Vadodara - 390002 (Gujarat), as the Scrutinizer for conducting the Postal Ballot e-voting process in a 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, Tuesday, May 3, 2022.**

After completion of scrutiny of the votes, 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 **Thursday, May 5, 2022.** The Results along with the Scrutinizer's report, will be displayed on Notice Board at the Registered as well as Corporate Office of the Company, will be 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. Tuesday, May 3, 2022.

SPECIAL BUSINESS:

1. APPOINTMENT OF SHRI J P GUPTA, IAS (DIN: 01952821) AS DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri J. P. Gupta, IAS (DIN: 01952821) who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 15th December, 2021 and being eligible offers himself for appointment 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 Shri J. P. Gupta, IAS for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

2. APPOINTMENT AND APPROVAL OF REMUNERATION & PERQUISITES PAYABLE TO SHRI HARSHAD R PATEL, IAS (DIN: 08101424) AS THE MANAGING DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT approval of Shareholders for appointment of Shri Harshad R Patel, IAS (DIN: 08101424) as a Non Rotational Government Director with effect from 7th February, 2022 (i.e. the date on which he took over the charge), pursuant to the Order No. AIS/35.2022/05/G dated 3rd February, 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 Harshad R Patel, IAS as Managing Director of the Company vice Shri Milind Torawane, IAS, with effect from 7th February, 2022 (i.e. the date on which he took over the charge), until further orders from the Government of Gujarat, pursuant to the Order No. AIS/35.2022/05/G dated 3rd February, 2022 of Government of Gujarat, General Administration Department, subject to the limit of five (05) years and as per the terms and conditions of the Government of Gujarat set out in the statement attached to the notice and such remuneration and perquisites 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 including the payment of remuneration of Rs.1,57,600/- Per Month with effect from 7th February, 2022 (i.e. the date on which he took over the charge) in the Pay Range of Rs.1,44,200 – Rs.2,18,200 (Level 14 of Pay Matrix) subject to usual deduction as per Rules 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 Harshad R Patel, 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 w.e.f. 7th February, 2022 i.e. the date on which he took over the charge as the Managing Director of the Company and authorised to sub-delegate such powers 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.”

3. APPOINTMENT OF SHRI NITIN SHUKLA (DIN: 00041433) 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, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and

the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Shri Nitin Shukla, Director (DIN: 00041433) who was appointed as an additional director (Independent Director) by the Board of Directors of the Company w.e.f. 24th March, 2022 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 Shri Nitin 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 24th March, 2022 i.e. upto 23rd March, 2027."

**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 : 24th March, 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.
2. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA 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 **Tuesday, March 29, 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.
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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 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 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 **Monday, April 4, 2022 (9:00 a.m. IST)** and ends on **Tuesday, May 3, 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 **Tuesday, March 29, 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 **Monday, April 4, 2022 (9:00 a.m. IST)** and ends on **Tuesday, May 3, 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 the 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 are 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.nsd.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.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 5. 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. 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 above mentioned website.

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 other than Individual Shareholders holding shares in Demat	
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 form will then directly reach the Company selection screen. However, shareholders 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.
- 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 220324006** 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 will 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) or by sending E-mail to vadodara@linkintime.co.in.
- 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 of the Company has appointed Shri J. P. Gupta, IAS (DIN: 01952821) as an Additional Director on the Board of the Company w.e.f. 15th December, 2021.

The Company has received a Notice in writing under Section 160 of the Act from a Shareholder of the Company proposing the appointment of Shri J. P. Gupta, IAS as a Director, liable to retire by rotation.

The Company has received from Shri J. P. Gupta, IAS (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

Shri J. P. Gupta is a Senior IAS officer, with distinguished academic background of being alumni of 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 Principal 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. 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. It is considered desirable that the Company should continue to avail the services of Shri J. P. Gupta, IAS as a Director. Your Directors, therefore, recommend his appointment as a Director of the Company, liable to retire by rotation.

The Board recommends the passing of the Ordinary Resolution at Item No. 1 of the accompanying Postal Ballot Notice, for the approval of the Members.

Except Shri J. P. Gupta, IAS, 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. This Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI Listing Regulations.

Item No. 2

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/35.2022/05/G dated 3rd February, 2022 ("GoG Order") communicated to the Company that Shri Harshad R Patel, IAS (DIN: 08101424) would hold charge of the post of Managing Director of the Company, until further orders, vice Shri Milind Torawane, IAS, transferred. Shri Harshad R Patel, IAS assumed the charge of Managing Director of the Company w.e.f. 7th February, 2022 until further orders by GoG. Thus, he is nominated as Government Director on the Board of the Company with effect from 7th February, 2022.

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 8th February, 2022 unanimously appointed Shri Harshad R Patel, IAS as Managing Director of the Company with effect from 7th February, 2022. As recommended by the Nomination-cum-Remuneration Committee at its Meeting held on 7th February 2022, the Board of Directors of the Company at its Meeting held on 8th February, 2022, has noted, approved and confirmed the appointment of Shri Harshad R Patel, IAS as a Non Rotational Government Director and 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 Company has received Letter No. PAO-GNR-SRB-IAS-117/1049 dated 17th February, 2022 of Pay and Accounts Office, Gandhinagar, sanctioning for payment of remuneration of Rs.1,57,600/- Per Month with effect from 7th February 2022 (i.e. the date on which he took over the charge) in the Pay Range of Rs.1,44,200 – Rs.2,18,200 (Level 14 of Pay Matrix) subject to usual deduction as per Rules to Shri Harshad R Patel, IAS as Managing Director of the Company. The Board of Directors of the Company at its Meeting held on 24th March, 2022 has noted, approved and confirmed the remuneration and perquisites payable to Shri Harshad R Patel, IAS as Managing Director 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 Harshad R Patel, IAS as Managing Director and the Company. Shri Harshad R Patel, IAS has been paid remuneration @ Rs.1,57,600/- Per Month w.e.f. 7th February, 2022 (i.e. the date on which he took over the charge) in the Pay Range of Rs.1,44,200 – Rs.2,18,200 (Level 14 of Pay Matrix) and subject to usual deduction as per Rules and D.A., CCA, HRA, TA and other allowances / perquisites from the Company and 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 Harshad R Patel, IAS as Managing Director as per Section 190 of the Act.

Shri Harshad R Patel is an IAS Officer of 2005 batch. He has done B.A. Hon. (English Literature) from Gujarat University and M.A. in Public Policy from Indira Gandhi National Open University, New Delhi. He has held various important positions in the Government of Gujarat (GoG) like Secretary to Government, Labour & Employment Department, Gandhinagar; Commissioner of Relief and Ex-Officio Additional Secretary to Government, Revenue Department, Gandhinagar; Settlement Commissioner & Director-Land Records, Land Revenue Management & District Administration, Gandhinagar; District Collector and District Magistrate, Bhavnagar; Municipal Commissioner (Under Secretary), Municipal Corporation Jamnagar; District Development Officer(DDO) and District Collector, Kachchh; Chief Executive Officer (additional charge) of Gujarat State Disaster Management Authority, Gandhinagar. Before his appointment as the Managing Director of the Company, he was holding position of Vice Chairman & Managing Director of Gujarat State Road Transport Corporation, Government of Gujarat. He had also held directorship in Bhavnagar Energy Company Limited. He has been awarded various awards at District, State, National and International levels like:

- Best Collector Award 2016-2017 by the Government of Gujarat (District and State Levels);
- Swachh Shaher Puraskar by Hon. Chief Minister of Gujarat in 2015 (State Level);
- HUDCO Award for Best Practices to improve The Living Environment 2015-16 (National Level);
- Swachh Bharat Mission Urban Awards 2015 by Environment & Forests Department (National Level);
- Innovations in Educational Administration 2014 Award by National University of Educational Planning & Administration, New Delhi (National Level);
- Government Sector Initiative in Education – Digital Learning, World Education Summit Awards 2013 (National Level); and
- Jamnagar Energy Efficiency Street Lighting Integrated with latest Control System by Commonwealth Association for Public Administration & Management (International Level).

His contribution as the then DDO and District Collector, Kachchh in improving nutritional status of children of Kachchh was appreciated by Gujarat State Office of United Nations Children's Funds (UNICEF). 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 Harshad R Patel, IAS for the office of Director. The Board considers that Shri Harshad R Patel's continued association would be of immense benefit to the Company and it is desirable to avail the services of Shri Harshad R Patel, 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 Harshad R Patel, 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. 2 of the accompanying Postal Ballot Notice, for the approval of the Members.

Except Shri Harshad R Patel, IAS, 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. 2 of the Notice.

Item No. 3

As recommended by the Nomination-cum-Remuneration Committee, the Board of Directors has approved to appoint Shri Nitin Shukla (DIN: 00041433) as an Additional Director (Independent Director) of the Company effective from 24th March 2022, not liable to retire by rotation for a term of five (5) consecutive years i.e. upto 23rd March, 2027, subject to approval of the Shareholders of the Company.

The Company has received from Shri Nitin 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 he is not disqualified under Section 164(2) of the Act, (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations.

Shri Nitin Shukla has done B.E. (Mechanical). Shri Nitin Shukla's career spans over four decades and nearly half as CEO-MD with JVs of MNCs in India.

He successfully implemented two large green-field projects in energy sector in Gujarat, India.

He retired from Shell Group in September, 2016 as Managing Director & CEO of Hazira LNG Pvt. Ltd. & Hazira Port Pvt. Ltd. (Shell Group companies). He led this business since FID (Final Investment decision) taken by Shell in December, 2001. He successfully developed LNG business based on a novel spot cargo model and later based on combination of service provider coupled with spot cargoes/short term contracts. He played key role in development of non-LNG cargo port development of Hazira port through sub-concession route through international competitive bidding process.

Prior to his leadership role with Shell Group, Shri Nitin Shukla was the Managing Director of Gujarat PowerGen Energy Corporation Limited (PowerGen, UK Group company) from July 1999 to February 2002. He served as an Executive Director, Gujarat Torrent Energy Corporation Ltd. (GTEC), for nearly last two years during his tenure from November, 1992 till July, 1999. He played key role in developing 655 MW gas based dual fuel power plant within budget and on schedule during his tenure with GTEC.

He had been associated as office bearer or Executive Committee member with various business and social organizations including CII, FICCI, AMA, GCCI.

He was Chairman of CII-Gujarat, and member of National Hydrocarbon Council of CII and FICCI, Member of Advisory Council of CSIR-NEERI (Council of Scientific and Industrial Research, National Environment Engineering Research Institute).

He is an Independent Director on the Board of Gujarat Mineral Development Corporation Ltd. since 14.10.2014, and also on the Board of Gujarat Industries Power Company Ltd. He has also served as Director on the Board of Dahej SEZ Ltd.

He is also associated with not-for profit organizations such as Gujarat Vishwakosh Trust, Sabarmati Ashram Preservation Trust (Gandhi Ashram), Anuvad Academy and Research Foundation as Trustee. 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 Shri Nitin Shukla are available on the Website of the Company at www.gacl.com.

Shri Nitin 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, Production, Finance, Management, Sales and Marketing, Quality Assurance.

In the opinion of the Board and based on the declarations of independence submitted by Shri Nitin Shukla, Shri Nitin Shukla 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. Shri Nitin Shukla's association would be of immense benefit to the Company and it is desirable to avail the services of Shri Nitin Shukla as an Independent Director.

Pursuant to Sections 149, 152, 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 Shri Nitin Shukla as an Independent Director of the Company for a term of five (5) consecutive years effective from 24th March, 2022. He 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. 3 of the accompanying Postal Ballot Notice, for the approval of the Members.

Except Shri Nitin Shukla, 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 : 24th March, 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	Shri J P Gupta, IAS	Shri Harshad R Patel, IAS	Shri Nitin Shukla
DIN	01952821	08101424	00041433
Date of Birth	01.07.1965	13.11.1976	14.04.1952
Date of first appointment on the Board	15.12.2021	07.02.2022	24.03.2022
Terms and Conditions of Appointment	As provided in the Explanatory Statement to the Notice.	As provided in the Explanatory Statement to the Notice.	As provided in the Explanatory Statement to the Notice.
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.	Payment of remuneration of Rs.1,57,600/- Per Month with effect from 7 th February 2022 (i.e. the date on which he took over the charge) in the Pay Range of Rs. 1,44,200 – Rs. 2,18,200 (Level 14 of Pay Matrix) subject to usual deduction as per Rules to Shri Harshad R Patel, IAS.	Shri Nitin Shukla 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	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.	No relationship with other Directors / Key Managerial Personnel.
Qualifications	M. Tech from IIT, New Delhi	B.A. Hon. (English Literature) from Gujarat University; M.A. in Public Policy from Indira Gandhi National Open University, New Delhi	B.E. (Mechanical)
Nature of Expertise/ 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	Shri Harshad R Patel is an IAS Officer of 2005 batch. He has done B.A. Hon. (English Literature) from Gujarat University and M.A. in Public Policy from Indira Gandhi National Open University, New Delhi. He has held various important positions in the Government of Gujarat (GoG) like Secretary to Government, Labour & Employment Department, Gandhinagar; Commissioner of	Shri Nitin Shukla has done B.E. (Mechanical). Shri Nitin Shukla's career spans over four decades and nearly half as CEO-MD with JVs of MNCs in India. He successfully implemented two large green-field projects in energy sector in Gujarat, India. He retired from Shell Group in September, 2016 as Managing Director & CEO of Hazira LNG Pvt. Ltd. & Hazira Port Pvt. Ltd. (Shell Group companies). He led this

	<p>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.</p> <p>In addition to his responsibility as Principal 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.</p>	<p>Relief and Ex-Officio Additional Secretary to Government, Revenue Department, Gandhinagar; Settlement Commissioner & Director-Land Records, Land Revenue Management & District Administration, Gandhinagar; District Collector and District Magistrate, Bhavnagar; Municipal Commissioner (Under Secretary), Municipal Corporation Jamnagar; District Development Officer(DDO) and District Collector, Kachchh; Chief Executive Officer (additional charge) of Gujarat State Disaster Management Authority, Gandhinagar.</p> <p>Before his appointment as the Managing Director of the Company, he was holding position of Vice Chairman & Managing Director of Gujarat State Road Transport Corporation from Ports & Transport Department, Government of Gujarat. He had also held directorship in Bhavnagar Energy Company Limited.</p>	<p>business since FID (Final Investment decision) taken by Shell in December, 2001. He successfully developed LNG business based on a novel spot cargo model and later based on combination of service provider coupled with spot cargoes/short term contracts. He played key role in development of non-LNG cargo port development of Hazira port through sub-concession route through international competitive bidding process.</p> <p>Prior to his leadership role with Shell Group, Shri Nitin Shukla was the Managing Director of Gujarat Power Gen Energy Corporation Limited (PowerGen, UK Group company) from July 1999 to February 2002. He served as an Executive Director, Gujarat Torrent Energy Corporation Ltd. (GTEC), for nearly last two years during his tenure from November, 1992 till July, 1999. He played key role in developing 655 MW gas based dual fuel power plant within budget and on schedule during his tenure with GTEC.</p> <p>He had been associated as office bearer or Executive Committee member with various business and social organizations including CII, FICCI, AMA, GCCI.</p> <p>He was Chairman of CII-Gujarat, and member of National Hydrocarbon Council of CII and FICCI, Member of Advisory Council of CSIR-NEERI (Council of Scientific and Industrial Research, National Environment Engineering Research Institute.</p> <p>He is an Independent Director on the Board of Gujarat Mineral Development Corporation Ltd. since 14.10.2014, and also on the Board of Gujarat Industries Power Company Ltd. He has also served as Director on the Board of Dahej SEZ Ltd.</p>
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				He is also associated with not-for profit organizations such as Gujarat Vishwakosh Trust, Sabarmati Ashram Preservation Trust (Gandhi Ashram), Anuvad Academy and Research Foundation as Trustee.
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	1 GACL-NALCO Alkalies & Chemicals Private Limited 2 Gujarat Industries Power Company Limited 3 Gujarat Chemical Port Limited 4 Gujarat Guardian Limited	1 Gujarat Mineral Development Corporation Limited 2 Gujarat Industries Power Company Limited 3 Gujarat Foundation for Entrepreneurial Excellence 4 Anuvad Academy and Research Foundation	
Names of the Committees of the Board of Companies in which Membership/ Chairmanship is held*	Gujarat State Petronet Limited 1 Audit Committee – Member Gujarat Alkalies and Chemicals Limited 1 Corporate Social Responsibility Committee - Member 2 Project Committee- Member 3 Corporate Environment Responsibility Committee – Member Gujarat State Petroleum Corporation Limited 1 Audit Committee – Member 2 Project Committee – Member 3 Committee for Financial Restructuring – Member 4 Committee for Onshore Block – Member 5 Human Resource Committee– Member Gujarat State Financial Services Limited	Gujarat Alkalies and Chemicals Limited 1 Audit Committee – Member 2 Stakeholders’ Relationship-cum-Investors’ Grievance Committee – Member 3 Corporate Social Responsibility Committee – Member 4 Project Committee – Member 5 Personnel Committee – Member 6 Selection Committee – Member 7 Risk Management-cum-Safety Committee – Member 8 Corporate Environment Responsibility Committee – Member	Gujarat Mineral Development Corporation Limited 1 Audit Committee – Member 2 Nomination-cum-Remuneration Committee – Member 3 Risk Management Committee – Member Gujarat Alkalies and Chemicals Limited 1 Audit Committee – Member 2 Stakeholders’ Relationship-cum-Investors’ Grievance Committee – Member 3 Project Committee – Member 4 Risk Management-cum-Safety Committee – Member	

	1 2 3	Audit Committee - Member Corporate Social Responsibility Committee – Member Finance Committee – Member			
No. of Meetings of the Board attended during the Financial Year since their respective date of appointment (2021- 2022)	2		1		1
Listed entities from which the person has resigned in the past three years	N.A.		N.A.		N.A.

*The details of directorship of Shri J P Gupta, IAS, Shri Harshad R Patel, IAS & Shri Nitin Shukla in other companies and chairmanship/ Membership in Committees of other Companies are as on date of this Notice i.e. 24.03.2022