

# GUJARAT ALKALIES AND CHEMICALS LIMITED

P.O. : PETROCHEMICALS : 391 346

DIST. : VADODARA

MINUTES OF THE THIRTY EIGHTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON FRIDAY, THE 16<sup>TH</sup> SEPTEMBER, 2011 AT 4.00 P.M. IN THE PREMISES OF THE COMPANY AT PO. : PETROCHEMICALS : 391 346, DIST. : VADODARA.

The following Directors were present :

1. Shri A K Joti Chairman
2. Dr. Sukh Dev Director  
*Padma Bhushan*
3. Shri J N Godbole Director & Chairman of the Audit Committee
4. Shri M S Dagur Managing Director

Shri V L Vyas, Company Secretary of the Company was present.

The Register of Directors' Shareholding, Proxy Register and other Statutory Registers were kept open at the place of the Meeting for inspection and were accessible throughout the Meeting.

2132 Members, 06 authorized representatives of Members and 23 Members by proxy holders were present.

Sr. No.	Name of Representative of body/ies corporate	No. of Shares held	% of total paid-up Capital
01	a) Shri N B Dave, Under Secretary and Shri R P Goghari, Section Officer, Energy & Petrochemicals Department, authorized representatives of Governor of Gujarat	21	0.00 %
	b) Shri V L Gamit, authorized representative of Gujarat Industrial Investment Corporation Ltd. (GIIC).	71,19,028	9.69%
	c) Shri Ankur Bhatt, authorized representative of Gujarat Maritime Board (GMB)	18,83,200	2.56%
	d) Shri Kostimaratha, authorized representative of Life Insurance Corporation of India (LIC)	65,55,688	8.93 %
	e) Shri Nitin Shah, authorized representative of The New India Assurance Company Ltd.	6,57,765	0.90%
	f) Shri Hemang K Thakker, authorized representative of Canara Robeco Mutual Fund	6,91,288	0.94%
02.	23 Proxies	1,84,95,573	25.19 %



At the outset, Shri V L Vyas, Company Secretary ascertained presence of required quorum and declared that necessary quorum for the meeting was present.

The Chairman welcomed the Shareholders and introduced the Directors of the Company present on the dais.

The Chairman then asked the Company Secretary to read the Notice of the Annual General Meeting and the Auditors' Report.

The Notice dated 28<sup>th</sup> July, 2011 convening the Thirty Eighth Annual General Meeting having been circulated to all the Members in advance, was taken as read with the unanimous consent of the Members present at the Meeting. The Company Secretary then read the Auditors' Report dated 25<sup>th</sup> May, 2011 to the Shareholders.

The Chairman then addressed the Meeting and gave highlights of the working and performance of the Company during 2010-11, the first five months of 2011-12 and the projects on hand.

The Chairman thereafter proposed the following resolution as an **Ordinary Resolution** :

- 1. ADOPTION OF AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2011, PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON :**

**"RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March, 2011 and the Profit & Loss Account of the Company for the year ended on that date together with the report of the Board of Directors and the report of the Statutory Auditors thereon be and are hereby received, considered and adopted."

Before the resolution was put to vote, the Chairman invited questions, if any, from the Members, relating to the Annual Accounts and/or working of the Company. Some of the Members sought information, gave some suggestions and also put forth some questions relating to the accounts / working of the Company etc.

The Managing Director then gave the required information, replied all the questions and appreciated the suggestions made by the Members and thanked them for the keen interest shown by them in the working of the Company.

The Chairman then put the aforesaid ordinary resolution to vote and on the vote taken by show of hands, the Chairman declared that the Ordinary Resolution was carried unanimously.



2. **DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2011 :**

Shri D J Vyas, a Shareholder proposed and Shri J K Trivedi, another Shareholder seconded the following resolution as an **Ordinary Resolution** :

**“RESOLVED THAT** as recommended by the Board of Directors of the Company, Dividend for the year ended 31<sup>st</sup> March, 2011 be and is hereby declared at the rate of Rs.3.00 per Share (@30%) on 7,34,36,928 Equity Shares of Rs.10/- each fully paid up and the said dividend be paid on or after 23<sup>rd</sup> September, 2011 to those members whose names appear on the Register of Members of the Company on 16<sup>th</sup> September, 2011 in respect of the Shares held in physical mode and to those beneficial owners of Shares whose names appear in the details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) after close of business hours on 5<sup>th</sup> September, 2011 in respect of Shares held in Electronic Form.”

The Chairman then put the aforesaid ordinary resolution to vote and on the vote taken by show of hands, the Chairman declared that the Ordinary Resolution was carried unanimously.

3. **APPOINTMENT OF SHRI J N GODBOLE AS A DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT :**

Shri R A Gandhi, a Shareholder, proposed and Shri D P Bhavnani, another Shareholder, seconded the following resolution as an **Ordinary Resolution** :

**“RESOLVED THAT** Shri J N Godbole, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

The Chairman then put the aforesaid ordinary resolution to vote and on the vote taken by show of hands, the Chairman declared that the Ordinary Resolution was carried unanimously.

4. **APPOINTMENT OF PADMA BHUSHAN, DR. SUKH DEV AS A DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT :**

Shri Janak H Shah, a Shareholder, proposed and Shri Gopal O Sheth, another Shareholder, seconded the following resolution as an **Ordinary Resolution** :

**“RESOLVED THAT** Padma Bhushan, Dr. Sukh Dev, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”



The Chairman then put the aforesaid ordinary resolution to vote and on the vote taken by show of hands, the Chairman declared that the Ordinary Resolution was carried unanimously.

5. **APPOINTMENT OF AUDITORS TO HOLD OFFICE UPTO THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION :**

Shri Rajesh K Kapadia, a Shareholder, proposed and Shri Manoj A Patel, another Shareholder seconded the following resolution as a **Special Resolution :**

**"RESOLVED THAT** M/s. Prakash Chandra Jain & Co., Chartered Accountants, Vadodara, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration and service tax, traveling, lodging, boarding and other out of pocket expenses actually incurred by them as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in connection with the audit of Accounts of the Company for the year ending 31<sup>st</sup> March, 2012."

The Chairman then put the aforesaid special resolution to vote and on the vote taken by show of hands, the Chairman declared that the Special Resolution was carried unanimously.

6. **APPOINTMENT OF SHRI M S DAGUR, IAS AS MANAGING DIRECTOR OF THE COMPANY W.E.F. 19<sup>TH</sup> JULY, 2011 UNTIL FURTHER ORDER BY THE GOVERNMENT OF GUJARAT ON SUCH REMUNERATION AND PERQUISITES AS MAY BE DECIDED BY THE GOVERNMENT OF GUJARAT FROM TIME TO TIME AND CONVEYED TO THE COMPANY :**

Shri D B Jain, a Shareholder, proposed and Shri S J Pathak, another Shareholder, seconded the following resolution as an **Ordinary Resolution :**

**"RESOLVED THAT** pursuant to Sections 198, 269, 309, 310, 317, Schedule XIII and other applicable provisions, if any of the Companies Act, 1956, the approval of the Company be and is hereby accorded to the appointment of Shri M S Dagur, IAS as Managing Director of the Company for the period from 19<sup>th</sup> July, 2011 until further order by the Government of Gujarat, in accordance with the order of the Government of Gujarat vide Notification No. : AIS/35.2011/13/G dated 8<sup>th</sup> July, 2011 and Resolution No. : GAC-11-2006-4253-E dated 25<sup>th</sup> July, 2011 pursuant to Article 11 and 14-A of the Articles of Association of the Company with 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, 1956."



**“RESOLVED FURTHER THAT** the approval of the Company be and is hereby given and the Board of Directors of the Company be and is hereby authorised to agree, to any revision / increase, variation, modification or amendment as may be decided from time to time by the Government of Gujarat in the terms and conditions of appointment and payment of remuneration being 5% of basic pay and Dearness Allowance (DA) as payment of charge allowance / special pay 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 XIII of the Companies Act, 1956 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 u/s 198, 309 and Schedule XIII of the Companies Act, 1956 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 M S Dagur, IAS, Managing Director of the Company be and is hereby authorised to exercise substantial powers of Management and shall be responsible for the day to day management of the Company subject to the superintendence, direction and control of the Board of Directors and shall carry out such duties as entrusted and/or 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.”

The Chairman then put the aforesaid ordinary resolution to vote and on the vote taken by show of hands, the Chairman declared that the Ordinary Resolution was carried unanimously.

7. **TO AUTHORIZE THE BOARD OF DIRECTORS OF THE COMPANY, PURSUANT TO SECTION 293 (1) (D) OF THE COMPANIES ACT, 1956, TO BORROW MONIES FROM FINANCIAL INSTITUTIONS / BANKS / SHAREHOLDERS/ PUBLIC FOREIGN INSTITUTIONS / INVESTORS ETC. FOR COMPANY'S VARIOUS PROJECTS, UPTO A MAXIMUM LIMIT OF RS.2,500 CRORE IN EXCESS OF THE AGGREGATE OF THE PAID-UP SHARE CAPITAL AND FREE RESERVES :**

Shri A V Vachharajani, a Shareholder, proposed and Shri N C Gandhi, another Shareholder, seconded the following resolution as an **Ordinary Resolution :**

**“RESOLVED THAT** pursuant to Section 293 (1) (d) of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow monies together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of



business) upto a limit of Rs.2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) in excess of the aggregate of the paid-up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, in place of the existing limit of Rs.1,200 Crore (Rupees One Thousand Two Hundred Crore only) as approved at the Extra Ordinary General Meeting of the Company held on 24<sup>th</sup> January, 1994.”

The Chairman then put the aforesaid ordinary resolution to vote and on the vote taken by show of hands, the Chairman declared that the Ordinary Resolution was carried unanimously.

There being no other business, the Chairman declared the Meeting as closed.

The Meeting ended with a vote of thanks to the Chair proposed by a shareholder and the Company Secretary.

PLACE : GANDHINAGAR

DATE : 22.09.2011

Sd/-  
CHAIRMAN

