

**GACL-NALCO ALKALIES & CHEMICALS
PRIVATE LIMITED**



**9TH ANNUAL REPORT
2023-24**



GACL-NALCO ALKALIES & CHEMICALS PRIVATE LIMITED

CIN: U24100GJ2015PTC085247

Website: www.gnal.co.in

DIRECTORS

Shri Swaroop P. IAS, Chairman
Shri Kalikinkar Panda, Vice Chairman & Director (upto 30.06.2023)
Shri Nagarajan Ravi, Vice Chairman & Director (w.e.f 01.08.2024)
Shri G S Paliwal, Director (w.e.f 01.09.2024)
Shri Pankaj Mittal, Director
Shri Bibhudatta Mohanty, Director (upto 31.05.2024)
Shri Srimanta Panda, Director (w.e.f 15.07.2023)
Smt. Tamanna Patel, Director (upto 31.08.2024)

CHIEF EXECUTIVE OFFICER

Shri K R Vaidya

CHIEF FINANCIAL OFFICER

Shri N B Tripathy

COMPANY SECRETARY

Shri Jaymeen Patel

STATUTORY AUDITORS

M/s. K. C. Mehta & Co.
Chartered Accountants
Meghdhanush,
Race Course
Vadodara 390007
Phone: 0265-2341626

SECRETARIAL AUDITORS

Shri V L Vyas
Company Secretary in Practice
510, Yashkamal,
Sayajigunj,
Vadodara 390020

INTERNAL AUDITORS

M/s. R C Thakkar & Asso.
Chartered Accountants
432, 4th Floor, Paradise
Complex, Nr. Kala Ghoda
Circle, Sayajigunj
Vadodara 390005

BANKERS

Punjab National Bank
Mid Corporate Branch
Sardar Bhavan, Raopura
Vadodara 390001

State Bank of India
IFSC Banking Unit
GIFT SEZ, GIFT City
Gandhinagar 382355

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd. (Unit: GNAL)
B-102 & 103, Shangrila Complex, First Floor,
Opp. HDFC Bank, Near Radhakrishna Char Rasta,
Akota
Vadodara: 390 020, GUJARAT (INDIA)
Phone: (0265) - 2356573
E-mail: vadodara@linkintime.co.in

SECURITY TRUSTEE

PNB Investment Services Limited
Regd. Office: 10, Rakesh Deep Building,
Yusuf Sarai Commercial Complex, Gulmohar
Enclave,
New Delhi – 110 049

REGISTERED OFFICE

GACL Corporate Building
P.O. Ranoli 391350,
Dist. Vadodara, Gujarat.

PROJECT SITE

Plot No. D/II/9/1&2, P.O. Dahej - 392130
Tal. Vagra, Dist. Bharuch,
Gujarat

OUR PRODUCTS

Caustic Soda



Applications of caustic soda

- Water demineralisation: regeneration of ion exchangers
- Rayon industry: preparation of spinning solutions
- Pharmaceutical industry: various products, including sodium lactate
- Cooking oils and fats: refining and purification
- Production of starches and derivatives
- Petroleum industry: refining and desulfurisation
- Steel production: ammonia recovery in cokes production
- Waste-water treatment: pH-correction, flocculant enhancers
- Dairy and beverages: bottle-cleaning, cleaning production installations

Applications of chlorine

- As disinfectant in drinking water and in swimming pools
- As bleaching agent in textiles and paper industry
- As oxidising agent in pharmaceuticals industry
- for use in construction, automotive, electronic and electrical industries.
- In the production of plastics, such as PVC, Poly-Urethanes, Epoxy-resins, Teflon, Neoprene etc
- In the production of chloromethanes, paints, insecticides etc

Chlorine



Hydrogen



Applications of hydrogen

- As hydrogenating agent in food processing
- In Hydrogen peroxide production and hydrochloric acid production
- As fuel; zero emission
- Ammonia Synthesis
- Methanol production.
- Industrial use as rotor coolant

Applications of hydrochloric acid

- Cleaning and pickling of metals
- Ion exchange regeneration
- pH regulation and neutralization of process streams
- Acidizing of oil wells
- Processing of textiles
- Food processing
- Manufacture of chloro-organic compounds and polymers such as PVC, chlorinated rubber etc.

Hydrochloric Acid



Sodium Hypochlorite



Applications of Sodium hypochlorite

- Bleaching agent for rayon pulp and paper, cotton, linen and jute
- Disinfectant and deodorant in dairies and creameries (sterilisation)
- Water treatment (chlorination)
- Household bleach
- Pool chlorination
- Fly control (sterilisation)
- Germicide
- Fungicide



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NOTICE

NOTICE IS HEREBY given that the Ninth (9th) Annual General Meeting (AGM) of the Shareholders of **GACL-NALCO Alkalies & Chemicals Private Limited** will be held at “Board Room”, GACL Corporate Building, P.O. Ranoli - 391350, Dist. Vadodara on **Friday, 27th September, 2024 at 11:30 A.M.** to transact the following Ordinary and Special Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint a Director in place of Shri Pankaj Mittal (DIN: 09611373), who retires by rotation at this 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 **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Pankaj Mittal (DIN: 09611373), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

3. To appoint of Statutory Auditor to fill casual vacancy and for further period of Five (5) years and in this regard to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Talati & Talati LLP., (Firm Registration No.: 110758W/W100377), be and are hereby appointed as the Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s. K C Mehta & Co LLP., (Firm Registration No. 106237W/W100829) and they shall hold the till the conclusion of 9th Annual General Meeting to be held in the year 2024 and for a further period of Five (5) years, from the conclusion of the 9th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company to be held in the year 2029.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.”

SPECIAL BUSINESS

4. **Appointment of Shri Srimanta Panda (DIN: 10238137) as Director liable to retire by rotation.**

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

“**RESOLVED THAT** Shri Srimanta Panda (DIN: 10238137), who was appointed as Director of the Company w.e.f. 15th July, 2023, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

5. **Ratification of remuneration payable to M/s. Y. S. Thakar & Co. Cost Accountants for the financial year ended on 31.03.2024 and for financial ending on 31.03.2025.**

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, to conduct the audit of Cost Records of the Company for the Financial Year ended 31st March, 2024 and ending on 31st March, 2025, be and is, hereby approved and ratified.”

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

6. **Approval for increase in overall Borrowing Limits of the Company as per Section 180 (1)(c) of the Companies Act, 2013:**

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



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“RESOLVED THAT pursuant to the provisions of Section 179, Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and subject to such other approval(s) as may be necessary and in modifications of all the earlier resolutions passed in this regard, consent of the members, be and is hereby accorded to the Board of Directors of the Company to borrow, by way of loan/debentures (whether secured or unsecured) / bonds / deposits / fund based / non fund based limits/guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any Bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India, from time to time, sum or sums of 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 an amount of INR 2,500 Crores (Rupees Two Thousand Five Hundred Crores only) outstanding at any point of time, in excess of the aggregate of the paid-up share capital of the Company, its free reserves and securities premium.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things and matters as may be necessary in respect of the above resolution including to delegate such power, from time to time, to the principal officer(s) of the Company.”

7. **Approval for increase in limits under Section 180(1)(a) of the Companies Act, 2013 for creating charge on the assets of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to such other approval(s) as may be necessary and in modification of the earlier resolutions passed in this regard, consent of the members, be and is hereby accorded to the Board of Directors of the Company, to create charge by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders / investors / agents / trustees (subject to the maximum limit of INR 2,500 Crores (Rupees Two Thousand Five Hundred Crores only) as approved under Section 180(1)(c) of the Companies Act, 2013) on all or any of the movable or immovable properties of the Company, both present and future to secure the various loans / credit facilities (fund based / non-fund based) granted / to be granted to the Company together with the interest at agreed rate, costs, charges, expenses and all other moneys payable by the Company under the Loan Agreement(s), Deed(s) of Hypothecation and any other deeds, documents, agreements to be entered into between the Company and the lenders / investors / agents / trustees in respect of such loans / credit facilities granted / to be granted to the Company.”



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“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize the terms and conditions, agreements, deeds and documents for creating such mortgage, charge, lien, hypothecation, assignment, transfer and / or other securities and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

8. **Approve and recommend issue and offer of debentures by way of private placement.**

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

“**RESOLVED THAT** the approval of the shareholders be and is hereby accorded to the Company to perform and deliver its obligations under the following documents:

- a. Deed;
- b. offer letter for the Debentures;
- c. debenture trustee agreement executed between the Company and the Debenture Trustee;
- d. option agreement executed between the Company, the Debenture Trustee, Gujarat Alkalies and Chemicals Limited, and National Aluminium Company Limited;
- e. service account agreement executed between the Company, Debenture Trustee and IndusInd Bank Limited; and
- f. such other deeds, documents, letters, and writings as may be required in connection therewith,

(collectively referred to as the “**Transaction Documents**”) for raising of funds from the Debenture Holder as per terms of the Transaction Documents.”

“**RESOLVED FURTHER THAT** pursuant to section 42, section 62, section 71, section 179, section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time and the relevant provisions of the memorandum and articles of association of the Company and/or other applicable provisions of laws and statutory and/or regulatory requirements and in terms of provisions of the memorandum and articles of association of the Company, the approval of the shareholders of the Company be and is hereby accorded to the Company to create, offer, issue and allot unlisted, rated, unsecured, fully paid-up, dematerialised compulsorily convertible debentures (“**Debentures**”) as per the details mentioned below and issuance of the offer letter in Form PAS-4 inviting the Debenture Holder to the said Debentures:

Name and Address of Debenture Holder	Number of Debentures	Issue price per Debenture (in INR)	Subscription Consideration (in INR)



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IndusInd Bank Limited	500	1,00,00,000	500,00,00,000
Registered Office: IndusInd Bank Limited, 2401 Gen. Thimmayya Road (Cantonment), Pune - 411 001, India			
Branch Office: Ground Floor & 1 st Floor, Gold Croft, Vishwas Colony, Jetalpur Road, Baroda – 390 005			

“RESOLVED FURTHER THAT the terms and conditions of the Debentures as set out in the Annexure - A hereto, be and are hereby approved.”

“RESOLVED FURTHER THAT the serially numbered private placement offer cum application letter recorded as Form PAS-4 (**“Offer Letter”**) to be issued to the Debenture Holder be and is hereby approved along with other documents and relevant annexures and the application form annexed thereto, and Chief Executive Officer or Chief Financial Officer of the Company (the **“Authorised Signatories”**) be and are hereby severally authorized to issue all private placement offer letters to the Debenture Holder and to do such acts, matters, deeds, to execute all necessary documents as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolutions.”

“RESOLVED FURTHER THAT the approval of the shareholders be and is hereby accorded to the Company to appoint PNB Investment Services Limited with corporate identification number U65191DL2009GOI187146 and having its registered office at 10, Rakesh Deep Building, Yusuf Sarai Commercial Complex, Gulmohar Enclave New Delhi – 110 049 as the Debenture Trustee in respect of the proposed issuance of the Debentures on such terms and conditions as may be agreed between the Company and the Debenture Trustee in the Debenture Trustee Agreement.”

“RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded to the Company to undertake the obligation for redemption/repayment of the amounts in relation to the Debentures pursuant to the terms set out under the Transaction Documents.”

“RESOLVED FURTHER THAT the approval of the shareholders be and is hereby accorded to the Company to make necessary applications and perform all actions for creation of new international securities identification numbers, pursuant to the issue and allotment of the Debentures.”

“RESOLVED FURTHER THAT any of the directors or Chief Executive Officer or Chief Financial Officer, be and are hereby severally authorized:

- (a) to maintain a complete record of private placement offer in the prescribed format as per the Companies (Prospectus and Allotment of Securities) Rules, 2014;



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- (b) to accept share application moneys in pursuance of the current private placement offer only in the dedicated bank account of the Company;
- (c) to circulate the private placement offer letter in Form PAS-4, only after filing the necessary board resolution approving the private placement with the Registrar of Companies;
- (d) not to utilize the proceeds of the private placement offer until filing of Form PAS-3 with the Registrar of Companies;
- (e) to make private placement offer only to those whose name, address and the extent to which approved by the Board;
- (f) to represent the Company before the investors, approved valuer, shareholders, etc., as may be required for this purpose;
- (g) to file various forms, returns, documents, etc., with the Registrar of Companies, through the online portal of Ministry of Corporate Affairs, www.mca.gov.in; and
- (h) to do all such acts, deeds, things, matters required for giving full and binding effect to this resolution.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of section 42 and section 71 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and in terms of provisions of the memorandum and articles of association of the Company, as amended from time to time and/or other applicable provisions of laws and statutory and/or regulatory requirements, the Debenture Holder be recorded in Form PAS-5 as a offeree in relation to the respective securities offered to them.”

“**RESOLVED FURTHER THAT** any of the directors or Chief Executive Officer or Chief Financial Officer, be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc, as required with the regulatory/statutory authorities and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit.”

“**RESOLVED FURTHER THAT** any one director or Company Secretary of the Company be and is hereby severally authorised to issue certified true copy of the resolution as and when necessary.”

9. To take on record the valuation report issued by the registered valuer.

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

“**RESOLVED THAT** the shareholders hereby take note of the copy of Valuation Report, duly initialled by the Chief Executive Officer for the purpose of identification which is used to determine the value of the Debentures.”



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“RESOLVED FURTHER THAT the Valuation Report as placed before the meeting and initialled by the Chief Executive Officer for the purpose of identification, be and is hereby approved and adopted by the shareholders. The Valuation Report will be used as a basis for the offer of Debentures to the identified persons, proposed to be issued through a private placement process by the Company.”

“RESOLVED FURTHER THAT any of the directors of the Company or Company Secretary, be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

10. To approve and take on record the conversion right.

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

“RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions of the Companies Act, 2013, and in accordance with the memorandum of association and articles of association of the Company and applicable regulations, the approval of the shareholders of the Company be and is hereby accorded to the Conversion Right of the Debenture Holders in accordance with the terms of the Deed.”

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorised severally to certify a copy of the resolutions as and when necessary.”

By Order of the Board
For GACL-NALCO Alkalies & Chemicals Private Limited

Sd/-
Jaymeen Patel
Company Secretary

Place: Vadodara

Date : 05.09.2024

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS 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. Proxies in order to be effective, must be received by the Company, at its Registered Office not less than 48 hours before the Meeting.**
- 2. IN CASE OF BODY CORPORATE MEMBER(S) (VIZ COMPANIES ETC), AUTHORISATION IS TO BE DONE BY THE BOARD OF THAT BODY CORPORATE IN FAVOUR OF ANY PERSON AS PER THE PROVISIONS OF SECTION 113 OF**



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COMPANIES ACT, 2013, WHO SHALL ACT AS THE REPRESENTATIVE OF THAT BODY CORPORATE AND SHALL HAVE SAME RIGHT AND POWERS ON BEHALF OF BODY CORPORATE AS IF IT WERE AN INDIVIDUAL MEMBER. THE AUTHORISED REPRESENTATIVE SHALL SEND THE CERTIFIED TRUE COPY OF THE RESOLUTION ALONG WITH REPRESENTATION LETTER AT THE REGISTERED OFFICE OF THE COMPANY TO REACH BEFORE THE DATE OF GENERAL MEETING.

3. All documents referred to in the accompanying Notice and the Explanatory Statement and Register of Directors and Key Managerial Personnel, Register of contracts or arrangements in which directors are interested shall be open for inspection at the Registered Office of the Company during normal business hours (08:30 A.M. to 5:15 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
4. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business under Item Nos. 3 and 10 is annexed to the Notice. The particulars of qualification, experience and other Directorships etc. of the Directors proposed to be appointed / reappointed are given in the Annexure - I forming part of this Notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. K C Mehta & Co. LLP was appointed as Statutory Auditor of the Company for a period of 5 years to conduct Statutory Audit from the conclusion of 6th Annual General Meeting till conclusion of 11th Annual General Meeting. However, they have submitted their resignation on 09.08.2024 as their proposal for increase in audit fees was not approved by Board and the existing fees was not in commensuration with the efforts and reporting involved. The Board of Directors at their meeting held on 13.08.2024 noted and took on record resignation submitted by M/s. K C Mehta & Co. LLP.

As per the Companies Act 2023, the casual vacancy due to resignation of existing Auditor should be filled within 30 days of such resignation and should be approved by the shareholders/members within 3 months of the Board approval. In view of above statutory provision, bids were invited from below mentioned five Baroda based reputed Chartered Accountant firms with last date of submission as 31.08.2024

- M/s. CNK & Associates LLP
- M/s. Prakash Chandra Jain & Co.
- M/s. Mukund & Rohit, Chartered Accountants
- M/s. R C Thakkar & Associates
- M/s. Talati & Talati LLP



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M/s. Talati & Talati LLP was selected based on L-1 basis. M/s Talati & Talati LLP has adequate experience and quoted the lowest fees. The Board of Directors vide Circular Resolution No. 01/2024-25 having serial no. C dated 4th September, 2024, approved appointment of M/s. Talati & Talati, LLP as Statutory Auditor to fill the casual vacancy caused due to resignation of existing Statutory Auditor M/s K C Mehta & Co. and they shall hold the till the conclusion of 9th Annual General Meeting to be held in the year 2024 and for a further period of five (5) years, from the conclusion of the 9th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company to be held in the year 2029 with a total fee of Rs.10,87,000/- (for 5 years) plus GST as applicable and out of pocket expenses for travel out of Vadodara as per TA Rules of the Company.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in the Resolution no.3 of the Notice. The Board recommends the Resolution at Item No. 3 of the Notice for approval by the Members.

Item No. 4

Shri Srimanta Panda was appointed as Director of the Company w.e.f. 15th July, 2023.

As per Section 152(2) of the Companies Act, 2013 ("Act"), every director shall be appointed by Company in general meeting unless otherwise provided in the Articles. Further, as per Section 152(6)(a) of the Act, unless the Articles provides for retirement of all directors at every annual general meeting, not less than two-third of total number of directors of a public company, shall be persons whose period of office is liable to determination by retirement of directors by rotation and save as otherwise expressly provided in this Act, be appointed by the Company in general meeting. The Directors have evaluated performance of Shri Srimanta Panda as per the performance evaluation criteria laid down in the policy formulated by the Board of Directors of the Company. As per the said Performance Evaluation Report, it is recommended to appoint Shri Srimanta Panda as Director of the Company. Brief profile of Shri Panda along with other details as required pursuant to provisions of the Companies Act, 2013 read with Secretarial Standards as applicable is given in the Annexure I forming part of this Notice. Accordingly, the Resolution at Item No. 4 to the Notice in respect of appointment of Shri Srimanta Panda as Director liable to retire by rotation is recommended for your approval.

Except Shri Srimanta Panda, 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. 4 of the Notice.

The Board recommends the Resolution at Item No. 4 of the Notice for your approval.

Item No. 5

The Board of Directors at its Meeting held on 25.07.2023 have, subject to any other approval, approved the appointment of M/s. Y. S. Thakar & Co., Cost Accountants, Vadodara (Firm



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Registration No. 000318) as Cost Auditors of the Company to conduct the Audit of the Cost Records of the Company for the Financial Year ended 31st March, 2024 at a remuneration of Rs. 49,000/- plus applicable GST and out of pocket expenses.

The Board of Directors at its Meeting held on 22.05.2024 have, 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 31st March, 2025 at a remuneration of Rs. 49,000/- plus applicable GST and out of pocket expenses.

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, 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 ended on 31st March, 2024 and Financial Year ending on 31st March, 2025 by passing Ordinary Resolution as set out at Item No. 5 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. 5 of the Notice for approval by the Members.

Item No. 6

Due to lower capacity utilization, sub-par caustic soda prices, increase in coal prices, higher finance expenses and other uncontrollable reasons, the performance of the Company is adversely affected and made a loss of INR 276.81 Crores in FY 2022-23 and INR 87.32 Crores upto September, 2023. The net worth of the Company has been eroded by INR 372.27 Crores (54%) as of September, 2023 out of total equity of INR 690 Crores. As a consequence of erosion of equity, the credit rating of the Company is degraded from "A Stable" to "BBB Positive".

The Company has appointed Ernst & Young LLP (E&Y) to conduct analysis of its debt structure and recommend resolution strategies to overcome Company's debt servicing challenge. After evaluating different options, they have suggested a comprehensive plan to raise funds through Compulsorily Convertible Debentures (CCDs) from Banks / NBFCs amounting to INR 600 Crores. Capital realignment plan is also place before the Board Meeting as separate agenda. Therefore, to enable the Company to proceed to issue CCDs, the borrowing powers of the Board of Directors are required to be increased because the existing borrowing limit available with the Board of directors is not sufficient to cover issue of INR 600 Crore CCDs.

The Company at the meeting of its shareholders held on 17.10.2023, granted borrowing powers upto INR 2,150 Crores to the Board of Directors of the Company which is not sufficient to exercise the proposed borrowing of INR 600 Crores. Therefore, the existing borrowing powers



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of the Board of Directors of the Company are required to be increased upto INR 2,500 Crore. The Board of Directors of the Company at their meeting held on 13.08.2024 recommended to increase the Borrowing limit up to INR 2,500 Crores.

Since, the proposed aggregate borrowing limit upto INR 2,500 Crores exceeds the paid-up share capital, free reserves and securities premium of the Company and earlier limit of INR 2,150 Crore was approved by the shareholders under Sections 180(1)(c) of the Companies Act, 2013 ("Act"), further approval of the shareholders by way of special resolution is required to increase borrowing limit upto INR 2,500 Crore in terms of the provisions of section 180(1)(c) of the Act.

In order to meet the need based financial requirements of the Company, the Company have to borrow from time to time from Banks/Financial Institutions/Body Corporate(s)/Individual/Partnership Firm/Financial Institutions(s) in excess of paid-up share capital, free reserves and securities premium up to an aggregate amount of INR 2,500 Crore. Shareholders' approval is sought for the same.

Hence, the approval of the shareholders by way of special resolution is required in terms of the above provisions of section 180(1)(c) of the Act. The Board, therefore, recommends the Special Resolutions at Item No. 6 of the Notice for your approval.

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 at Item No. 6 of the Notice.

Item No. 7

The Company at the meeting of its shareholders held on 17.10.2023, granted powers to create a charge by way of hypothecation, mortgage, lien, pledge etc. in favour of the lenders upto INR 2,150 Crores to the Board of Directors of the Company. In view of increase in limit of borrowing powers of the Board of Directors, the limit with respect powers to create charge will also be required to be increased. Therefore, the existing powers of the Board of Directors of the Company is required to be increased upto INR 2,500 Crore.

Since, the proposed aggregate borrowing limit upto INR 2,500 Crores exceeds the paid-up share capital, free reserves and securities premium of the Company and earlier limit of INR 2,150 Crore was approved by the shareholders under Section 180(1)(a) of the Companies Act, 2013 ("Act"), further approval of the shareholders by way of special resolution is required to create a charge by way of hypothecation, mortgage, lien, pledge etc. in favour of the lenders upto the limit of INR 2,500 Crore under Section 180(1)(a) of the Act.

As per the provisions of Section 180(1)(a) of the Act, a Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, unless approval of the shareholders by way of Special Resolution is



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obtained. In connection with the loans / credit facilities to be obtained by the Company as and when required from banks, financial institutions etc for business purposes, the Company might be required to create charges over its assets, properties by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Act), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties including the rights of sale / disposal thereof. Creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default may amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Act.

Hence, the approval of the shareholders by way of special resolution is required in terms of the above provisions of section 180(1)(a) of the Act. The Board, therefore, recommends the Special Resolution at Item No. 7 of the Notice for your approval.

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 at Item No. 7 of the Notice.

Item No. 8

The Company proposes to issue and allot up to 500 (five hundred) unlisted, rated, unsecured, fully paid-up, dematerialised compulsorily convertible debentures having face value of INR 1,00,00,000 (Indian Rupees One Crore only) each, at par, aggregating to INR 500,00,00,000 (Indian Rupees Five Hundred Crores only) ("**Debentures**") on a private placement basis to IndusInd Bank Limited ("**Debenture Holder(s)**"), pursuant to a debenture trust deed executed by and between *inter alia* the Company and PNB Investment Services Limited ("**Debenture Trustee**") in relation to the issue of Debentures ("**Deed**"):

Name and Address of Debenture Holder	Number of Debentures	Issue price per Debenture (in INR)	Subscription Consideration (Amount in INR)
IndusInd Bank Limited Registered Office: IndusInd Bank Limited, 2401 Gen. Thimmayya Road (Cantonment), Pune - 411 001, India Branch Office: Ground Floor & 1 st Floor, Gold Croft, Vishwas Colony, Jetalpur Road, Baroda – 390 005.	500	1,00,00,000	500,00,00,000



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Pursuant to proviso to Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 following disclosures are made:

1	Particulars of the offer including date of passing of Board resolution.	INR 500,00,00,000 (Indian Rupees Five Hundred Crores only) is being raised by way of issue of 500 (five hundred) unlisted, rated, unsecured, fully paid-up, dematerialised compulsorily convertible debentures; for the general working capital purposes including capital expenditure and operational requirement of the Company. Date of the Board resolution: 13.08.2024				
2	Kind of securities offered and the price at which security is being allotted.	500 (five hundred) unlisted, rated, unsecured, fully paid-up, dematerialised compulsorily convertible debentures (i.e., to be subscribed by payment of INR 1,00,00,000 (Indian Rupees One Crore only) per Debenture.				
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	Income Approach - Discounted Cash Flows method is used for valuation of equity shares of company. This will be used at the time of conversion of debentures.				
4	Name and address of valuer who performed valuation	<table border="1" style="width: 100%;"> <tr> <td style="width: 20%;">Name</td> <td>: TPG & Co., Chartered Accountants (IBBI Registration No.: IBBI/ RV/06/2018/10207)</td> </tr> <tr> <td>Address</td> <td>: A-303, Prafulla Paradise CHS, Behind Gagangiri Enclave, Khadakpada, Kalyan (West) – 421 301, District - Thane, Maharashtra, India</td> </tr> </table>	Name	: TPG & Co., Chartered Accountants (IBBI Registration No.: IBBI/ RV/06/2018/10207)	Address	: A-303, Prafulla Paradise CHS, Behind Gagangiri Enclave, Khadakpada, Kalyan (West) – 421 301, District - Thane, Maharashtra, India
Name	: TPG & Co., Chartered Accountants (IBBI Registration No.: IBBI/ RV/06/2018/10207)					
Address	: A-303, Prafulla Paradise CHS, Behind Gagangiri Enclave, Khadakpada, Kalyan (West) – 421 301, District - Thane, Maharashtra, India					
5	Amount which the Company intends to raise by way of such securities.	INR 500,00,00,000 (Indian Rupees Five Hundred Crores only) is being raised by way of issue of the Debentures.				
6	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	<p>The Debentures shall be issued pursuant to the material terms prescribed in the Deed and as reproduced in the Annexure A.</p> <p>The issuance shall be completed within 60 (sixty) days from the receipt of debenture subscription amount.</p> <p>The purpose of issuance is mentioned in point no. 1 hereinabove.</p> <p>None of the directors are subscribing to the offer.</p>				

Pursuant to proviso to Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 following disclosures are made:

1	Objects of the issue	General working capital purposes including capital expenditure and operational requirement of the Company.
2	Total number of shares or other securities to be issued	500 (five hundred) unlisted, rated, unsecured, fully paid-up, dematerialised compulsorily convertible debentures.
3	Price or price band at/within which the allotment is proposed	INR 1,00,00,000 (Indian Rupees One Crore only) per Debenture aggregating to INR 500,00,00,000 (Indian Rupees Five Hundred Crores only).
4	Basis on which the price has been arrived at along with report of the registered valuer	Income Approach - Discounted Cash Flows method is used for valuation of equity shares of company. This will be used at the time of conversion of debentures.



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5	Relevant date with reference to which the price has been arrived at	31 st March 2024
6	The class or classes of persons to whom the allotment is proposed to be made	IndusInd Bank Limited
7	Intention of promoters, directors or key managerial personnel to subscribe to the offer	NA
8	The proposed time within which the allotment shall be completed	Within 60 (sixty) days from the receipt of debenture subscription amount.
9	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	IndusInd Bank Limited;]
10	The change in control, if any, in the company that would occur consequent to the preferential offer	NA
11	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NA
12	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	NA
13	The pre issue and post issue shareholding pattern of the company	Attached in Annexure B hereto.

The provisions of the Companies Act, 2013 and the rules prescribed thereunder require the approval of the members of the Company by way of a special resolution, for a company offering or making an invitation to subscribe its securities on a preferential basis by way of private placement.

The relevant transaction documents would be available for inspection at the registered office of the Company from the date of issue of this notice, till the date of this general meeting.

The board of directors of the Company, at its meeting held on 13.08.2024 had approved the aforesaid issue and offer (including its terms) on preferential basis by way of private placement and recommends the adoption of the resolution as set out in item no. 8 of the notice as a special resolution.

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 at Item No. 8 of the Notice.

Item No. 9

The Company has relied on a duly initialed copy (for the purpose of identification) of the valuation report received from TPG & Co. Chartered accountants, Registered Valuer (IBBI Registration No.: IBBI/ RV/06/2018/10207) dated 29th July 2024 which shall indicate the fair value of the equity shares of the Company as on 31st March, 2024.



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The relevant transaction documents would be available for inspection at the registered office of the Company from the date of issue of this notice, till the date of this general meeting.

The board of directors of the Company, at its meeting held on 13.08.2024, had approved the aforesaid issue and offer (including its terms) on preferential basis by way of private placement and recommends the adoption of the resolution as set out in item no. 9 of the notice as a special resolution.

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 at Item No. 9 of the Notice.

Item No. 10

Under the Deed, the the Company shall convert the Debentures into equity shares in accordance with the terms as provided in the Deed.

The relevant transaction documents would be available for inspection at the registered office of the Company from the date of issue of this notice, till the date of this general meeting.

The board of directors of the Company, at its meeting held on 13.08.2024, had approved the aforesaid issue and offer (including its terms) on preferential basis by way of private placement and recommends the adoption of the resolution as set out in item no. 10 of the notice as a special resolution.

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 at Item No. 10 of the Notice.

By Order of the Board
For GACL-NALCO Alkalies & Chemicals Private Limited

Sd/-
Jaymeen Patel
Company Secretary

Place: Vadodara
Date : 22.05.2024



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ANNEXURE I

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT BY THE SHAREHOLDERS OF THE COMPANY AT THE ENSUING ANNUAL GENERAL MEETING IN PURSUANCE OF THE COMPANIES ACT, 2013 READ WITH APPLICABLE SECRETARIAL STANDARDS

Name of Director	Shri Pankaj Mittal	Shri Srimanta Panda
DIN	09611373	10238137
Date of Birth	05.06.1970	29.05.1969
Date of first appointment on the Board	07.07.2022	15.07.2023
No. of shares held in GNAL either by self or beneficially for other person as on 31.03.2023	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	No relationship with other Directors / Key Managerial Personnel.	No relationship with other Directors / Key Managerial Personnel.
Qualifications	B. Tech (Chemical), MBA (Marketing) and APMP from IIM-Calcutta	M.Com, Master of Financial Management, M.Phil.
Nature of Expertise in specific functional areas/Experience	Shri Pankaj Mittal is having more than 28 years of experience in steering ROI Accountability, Business Development, Marketing Strategy for Growth, Sales, Marketing, Dealer's Management, Credit/Fund management with in-depth understanding of critical business drivers in Multiple Sectors. He is active member of All India Management Association. He has earlier worked in various capacities with Aditya Birla Group. Astute Entrepreneur who holds the distinction of converting loss-making business operations into profit making business operations. Mr. Mittal has vast knowledge in Sales & Marketing of Bulk Chemicals, Specialty Chemicals, Industrial Products, Industrial Gases for various Segments etc.	Shri Panda is currently working with National Aluminium Company Limited (NALCO) as Group General Manager (Finance) at Bhubaneswar and possess over 30 years of experience in the field of Trade Finance (Domestic & Export), Treasury; Fund Management, Banking, MIS, Revenue & Capital Budget, Capital Structure, Dividend Policy, DIPAM, Direct Tax, Risk Management, Employee Benefits, PF Trusts, Gratuity, Leave & Superannuation medical benefits etc. He is also a Chief Risk Officer of NALCO.
Names of other Companies in which Directorship is held	NIL	NIL
Names of the Committees of the Board of Companies in which Membership/ Chairmanship is held	GACL-NALCO Alkalies & Chemicals Pvt. Ltd. <ul style="list-style-type: none"> ○ Share Allotment Committee - Member ○ Project Committee - Member ○ Corporate Environment Responsibility Committee - Member ○ Selection Committee – Member ○ HR Committee – Member 	GACL-NALCO Alkalies & Chemicals Pvt. Ltd. <ul style="list-style-type: none"> ○ Share Allotment Committee - Member ○ Corporate Social Responsibility Committee - Member ○ Corporate Environment Responsibility Committee - Member



TERMS OF THE DEBENTURES

The terms of the Debentures, to be issued and allotted by the Company, pursuant to the Deed shall be as follows:

1. Status

- (a) The Debentures prior to conversion into equity shares of the Issuer, constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank *pari passu* (without any preference or priority) *inter se* the Debentures.
- (b) The Debentures have been provisionally rated as AA by Credit Rating Agency, as on the date of the Deed.

2. Term

The tenure of the Debentures shall be 60 (sixty) calendar months commencing from the Deemed Date of Allotment ("**Term**").

3. Coupon

- (a) The Coupon Rate for the Debentures for the first Coupon Period shall be a rate per annum as specified in the Subscription Confirmation Notice to be signed and delivered by the Debenture Holders confirming their subscription to the Debentures upon setting of the Coupon Rate.
- (b) The Issuer shall cause the Coupon determined in accordance with this paragraph 3 (*Coupon*), to be notified (by providing the Pricing Supplement) to the Depository and the Trustee as soon as practicable but in any event not later than 1 (one) Business Day after receipt of the Subscription Confirmation Notice.
- (c) The Issuer shall, on each Coupon Payment Date, unconditionally pay to, or to the order of, each Investor in Indian Rupees, the accrued aggregate Coupon, if any, for the Coupon Period ending on such Coupon Payment Date. Such Coupon shall accrue from (and include) the first day of that Coupon Period to (but exclude) that Coupon Payment Date in accordance with the terms hereof, in respect of the Debentures held by such Investor.
- (d) All Coupon accruing as per the above paragraph shall accrue from day to day and shall be calculated on the basis of the actual number of days elapsed during a year of 365 days, at the applicable Coupon Rate.
- (e) The Debenture Trustee shall issue a notice 1 (one) Business Day prior to each Coupon Payment Date, requesting the Sponsors, to deposit or to ensure that the Issuer deposits into the Service Account such amounts as are required to pay the Coupon due on the relevant Coupon Payment Date.
- (f) The Issuer shall fund the Service Account in accordance with the terms of the Service Account Agreement on the date occurring 1 (one) Business Day prior to each Coupon Payment Date.
- (g) The Sponsors shall ensure that the Service Account is funded at all times in accordance with the terms of the Transaction Documents.



- (h) Notwithstanding anything contained in the Transaction Documents, non-submission of the notice by the Debenture Trustee shall not affect the obligation of the Sponsors and/or Issuers to deposit into the Service Account such amounts as are required to pay the Coupon due on the relevant Coupon Payment Date.
- (i) The spread shall be increased by 0.25% if rating of Debentures falls to AA- and the spread shall be increased by 0.50% if rating of Debentures falls to A+.

4. Conversion

(a) Conversion of all Debentures:

The Issuer shall do all such things as may be required to convert the Debentures into Shares in accordance with the Conversion Formula set out in paragraph 4(c) by following the Conversion Procedure set out in paragraph 4(d), upon the earlier of the following events:

- i. upon the expiry of the Term; or
- ii. at the option of the Sponsors, the Affiliates of the Sponsors or the Nominees, immediately upon completion of transfer of the Debentures pursuant to the: (a) Accelerated Buy Out Option; or (b) Mandatory Put Option or Accelerated Put Option; provided that the Sponsors shall notify to the Issuer of the occurrence of such event by providing a written notice (the “**Transfer Intimation Notice**”) to the Issuer, specifying whether the Sponsors requires the Debentures to be converted into Shares. Upon receipt of the Transfer Intimation Notice, and in accordance with the instructions received from the Sponsors, the Issuer shall convert each Debenture so transferred in accordance with the terms of the Deed, into Shares on the basis of the Conversion Formula.

Notwithstanding anything contained in the Transaction Documents, in the event that any Investor(s) (other than the Sponsors, the Affiliates of the Sponsors or the Nominees), continue to hold the Debentures at the end of the Term, for any reason whatsoever, the conversion of the Debentures pursuant to the Transaction Documents shall not be permitted until such time as the Sponsors, the Affiliates of the Sponsors or the Nominee(s) have acquired the Debentures from such Investor(s).

- (b) The Sponsors, the Nominees of the Sponsors, Affiliates of the Sponsors and/or the Nominees shall have the unilateral right to convert the Debentures held by such Person to Shares.

(c) Conversion Formula

- i. Each Debenture shall be converted into such number of Shares as are derived in accordance with the following formula (“**Conversion Formula**”):

$(A+B+C)$ divided by D

Where,

$A = \text{INR } 1,00,00,000$

$B = \text{Coupon accrued and remaining unpaid on the date of conversion of the respective Debenture;}$

$C = \text{any coupon amounts/fee reimbursed /paid by the Sponsors to the Issuer / Investor in relation to the respective Debenture; and}$



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D = Conversion Price. Conversion price is INR 10 per share as determined by the registered valuer.

Provided, however, if the number of Shares to be issued under this paragraph 4(c) is not in whole numbers, then such fraction shall be rounded off to the nearest whole number.

(d) Conversion Procedure:

Immediately upon the happening of the events set out in paragraph 4(a), the Issuer shall undertake the following actions to convert all or part of the Debentures (as applicable) into shares:

- i. The Issuer shall convene a meeting of the board of directors of the Issuer to approve the conversion of the Debentures and the issuance and allotment of the Conversion Shares pursuant to the conversion of the Debentures at the Conversion Price; and
 - ii. The Issuer shall (a) issue the allotment letter with respect to the Conversion Shares; (b) credit the Depository account of the Sponsors or the Nominees (as the case may be) with the relevant Conversion Shares in dematerialized form, within 10 (ten) Business Days from the date of allotment of the Conversion Shares; and (c) cause the name of the Sponsors or the Nominees (as the case may be) to be entered in the register and index of beneficial owners maintained by Depository as shareholders of the relevant Conversion Shares; and
 - iii. The Issuer shall file Form PAS-3 with the RoC in respect of allotment of the Conversion Shares to the Sponsors, the Affiliate(s) of the Sponsors or the Nominee(s) and provide such aforesaid Persons with certified true copies of such Form PAS-3 along with the receipt thereof.
- (e) The Conversion Shares shall rank pari-passu with the Shares existing at the time of conversion, including but not limited to voting rights, bonus and rights shares. The Conversion Shares shall, subject to the Constitutional Documents, be freely transferable.
- (f) All the costs relating to the conversion procedure shall be borne by the Issuer.
- (g) Any consent required for effecting the conversion under the provisions of this paragraph 4 shall be procured by the Issuer at its own cost.

5. Transfer Procedure

Except as provided under Clause 8.5 of the Deed, the Debentures shall not be transferable to any Person.

6. Record Date

With respect to transfer of the Debentures, record date shall mean the date falling 7 (seven) days prior to the relevant Coupon Payment Date ("**Record Date**"). Holders of the Debentures on the Record Date would be paid Coupon on the next Coupon Payment Date.

All capitalized terms used herein but not defined shall have the meaning assigned to such terms under the Deed.

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ANNEXURE B

PRE-ISSUE AND POST-ISSUE SHAREHOLDING PATTERN OF THE COMPANY

S. No	Category	Pre-Issue		Post-Issue	
		No. of Shares	% of Share Holding	No. of Shares	% of Share holding
A	Promoters' holding				
1	Indian				
	Individual	0	0	0	0
	Bodies Corporate	69,00,00,000	100%	1,19,00,00,000	100%
	Sub-total	69,00,00,000	100%	1,19,00,00,000	100%
2	Foreign Promoters	0	0	0	0
	Sub-Total (A)	0	0	0	0
B	Non-promoters' holding				
1	Institutional investors	0	0	0	0
2	Non-institution (HNI)	0	0	0	0
	Private corporate bodies	0	0	0	0
	Directors and relatives	0	0	0	0
	Indian public	0	0	0	0
	Others (Foreign Body Corporate)	0	0	0	0
	ESOPs Pool	0	0	0	0
	Sub-total (B)	0	0	0	0
	Grand Total	69,00,00,000	100%	1,19,00,00,000	100%

Note : Assuming that the CCDs are converted into equity shares on a fully diluted basis.

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BOARD'S REPORT

To,
The Members,
GACL-NALCO ALKALIES & CHEMICALS PRIVATE LIMITED.

Your Directors present this 9th Annual Report of the Company on the business and operations of the Company together with the Audited Financial Statements for the year ended on 31st March, 2024 and the report of the Auditors thereon.

PERFORMANCE AND FINANCIAL RESULTS

FINANCIAL SUMMARY

The financial statements have been prepared in accordance with "Ind AS" as notified under the Companies (Indian Accounting Standard) Rules, 2015.

a) Sources of Financing and Project Expenditure:

The total authorized and paid-up equity share capital at the end of the financial year was Rs. 690 Crore. There was no equity contribution raised from the promoters during the financial year under review. In order to meet project expenditure, Rupee Term Loan (RTL) of Rs. 880 Crore and External Commercial Borrowings (ECB) of 100 million USD, equivalent to Rs. 726 Crore was drawn till the end of the financial year under review. At the end of the year, the project expenditure incurred was Rs. 2,194 Crore as against approved Project Cost of Rs. 2,300 Crore.

b) Business Operations:

The 2X65 Cogeneration Captive Power Plant (CPP) and 800 TPD Caustic Soda Plant (CSP) of the Company have been commissioned progressively. At the end of the year, U1 and 2 were both commissioned and running in parallel to meet the load requirements of the plant. Wheeling of power to GACL was also started on 3rd November, 2023 to the extent of 20 MW/HR totaling to 58846 MW in FY 2023-24 (to improve the loading, efficiency of the power plant as well as the power cost and also to run the plant without any black out etc. The power wheeling is in progress as on date. Lignite to the extent of 16908 MT in FY 2023-24 and 8080 MT in Q1 2024 was cofired with suitable quality of imported coal to the extent of 15% (as per boiler design) to economize the plant running. Plant availability factor of 96% was achieved in FY 2023-24 and Plant load factor of 49% (based on 130 MW) or 63% based on start up of U#2 in November 2023. Along with the above, all 8 electrolyzers, Balance salt handling equipment, the Hydrogen system, cross country pipe line for Caustic Soda Lye (CSL) from GNAL to CH 17 GACL and Caustic soda flaking unit was commissioned. CSL was successfully pumped to CH17 and onwards to the rail rake and ship.



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As on 30th March, 2023, the Company successfully completed start-up of the 800 TPD (ton per day) Caustic flaking unit, and produced 59770 MT of Caustic Soda Lye of 48% concentration. Of the same, 49600 MT were sold on the said date. During the year, the Company has supplied 17600 MT to National Aluminium Company Limited (“NALCO”). Sales of Hydrogen were also initiated after commissioning of the systems.

- c) The financial performance of the Company for the year ended 31st March 2024 is summarized below:

		<i>(Rs. In lakhs)</i>	
Sl. No	Particulars Income & Expenditure	FY 23-24	FY 22-23
I	Revenue from operation	77,611.19	27,246.77
II	Non-operating Income	1,936.54	1,005.91
III	Total Income	79,547.73	28,252.68
IV	Expenses:		
	(a) Raw Material consumed	44,517.67	20,250.18
	(b) Employee benefit expenses	1,169.53	831.10
	(c) Finance Cost	13,987.97	8,134.02
	(d) Depreciation and amortisation	9,750.94	7,889.13
	(e) Other expenses	27,554.95	18,829.36
	Total expenses [sum of (a) to (e)]	96,981.06	55,933.79
V	Profit / (Loss) before tax	(17,433.33)	(27,681.11)
VI	Tax expenses	(0.00)	(0.00)
VII	Profit and Loss for the period	(17,433.33)	(27,681.11)
VIII	Other Comprehensive income	0.97	-
	Total comprehensive income / (Loss) for the year (vii+viii)	(17,432.36)	(27,681.11)

Status of the project

Original project is completed except Sludge Removal System (SRS) of CSP and Performance test of CPP. Efforts are being made to complete these activities by end of this financial year.

Captive Power Plant

U#2 was successfully commissioned in May 2023. Further both the units are running in parallel since November 2023 to cater to the load requirement. Most of the systems are commissioned in both BTG and BOP and are catering to both CSP and CLM on continuous basis

Trials of co-firing agricultural waste in the form of briquettes was successfully taken and around 700 MT was trialed in the boiler. This is in line with the statutory requirements.



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Further to economize the power cost Lignite from procured GMDC mines was fired along with coal to the extent of 15% (as per design parameters of boiler) successfully since November 2023. Total quantum fired in FY 2023-24 was 16908 MT.

In line with approvals, wheeling of surplus power to the extent of 20 MW/HR was started from CPP to GACL Dahej from 3rd November, 2023 onwards and is still continuing.

In line with statutory requirements of the Indian Boiler Act, the annual inspection of the Boilers of U#1 and 2 were carried out in January 2024 and necessary approvals by IBR received for a period of 1 year without any adverse comments. Necessary maintenance activities were also carried out during the same time.

The overall project progress achieved of the Captive Power Plant was 98.25 % and overall progress achieved in the BTG package was 99% and in the BOP was 97.5%. Most of the systems are commissioned. Balance systems not directly affecting the plants are under execution/commissioning by Thermax and ISGEC.

Caustic Soda Plant

The caustic soda plant is in operation with the stable operation of the eight electrolyzers. The design capacity is 800 TPD NaOH while the trial run, plant performed well at 725 TPD successfully despite existing clarifier problem. However, due to products dispatch constraints mainly of chlorine, the plant is being operated with less capacity utilization i.e. at below 80 % level.

As on 30th March, 2024, the Company successfully completed start-up of the 800 TPD Caustic Evaporation Unit (CEU) and produced 173177 MT Caustic Soda Lye of 48% concentration.

Caustic Soda Flaking unit has been commissioned in April-23 and stabilized @185TPD production level with filling of 25 Kgs flake packing and produced 44664 MT flakes and sold in the markets, out of which around 75% (33438 MT) of total quantity sold in international market.

Erection of the SRS system is being completed and commissioning expected to be completed by October 2024.

Financial Borrowing and Servicing

The Company was sanctioned External Commercial Borrowing (“ECB”) loan of 100 Million USD from State Bank of India and Rs. 880 Crore Rupee Term Loan (“RTL”) from Punjab National Bank for meeting original project cost. During the year, the Company has paid ECB loan of 10 Million USD amounting to Rs. 83.18 Crores and RTL Loan of Rs. 97.76 Crores. There is no default in servicing of debts during FY 2023-24.

The Company was sanctioned and renewed working capital facilities of Rs. 160 Crores (Rs. 120 Crores Fund based and Rs. 40 Crores on Non-fund based) from State Bank of India (SBI) and Punjab National Bank (PNB) in 50:50 ratio.



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The Company was sanctioned additional Rs. 250 Crores Unsecured Loan from Gujarat State Financial Services (GSFS) for meeting working capital requirement of the Company. As of 31st March, 2024 Company has taken disbursement of Rs. 225 Crores.

Future Outlook and Capital Realignment Plan

FY 2022-23 was the first year of commercial operation. The Company's performance during the first year was negative due to lower capacity utilisation. During current financial year, the performance, though improved a lot, but the Company could not generate revenue as expected because of fall in caustic soda prices coupled with negative pricing of chlorine due to market condition, which is cyclical in nature. Because of above, the equity capital was eroded by 67% as at end of the financial year. The Company has operated at 65% capacity during FY 2023-24 and is planning to operate at 90% to 95% capacity in coming years. The Company is optimistic that caustic soda prices will go up and negative chlorine prices will be reduced to minimum level. This will result in increase in EBITDA and positive profit in coming years. The Company has taken appropriate measures to improve efficiency in its operations and the same has started yielding results as the Company has been able to reduce the losses and achieved positive EBITDA during the current year. In order to manage cash flow requirement, The Board of Directors has approved issuance of Compulsorily Convertible Debentures (CCD) amounting to Rs. 500 Crores.

Credit Rating

During the year, CARE Rating Limited has modified the rating to "Care BBB+ Stable" rating for Rs. 1910 Crore consisting of Rs. 1870 Crores for long term bank facilities and Rs. 40 Crores for non fund based Long term/Short term bank facilities.

DIVIDEND AND RESERVES

During the year under review, the Directors do not recommend any dividend and no amount is to be transferred to the reserve.

MATERIAL SUBSIDIARY

Your Company became a Material Subsidiary of GACL effective from 1st April 2020. As per the Audited Annual Financial Statements for the Financial Year ended 31.03.2023, net worth of the Company was less than 10% of the consolidated net worth of GACL and therefore, your Company was not a Material Subsidiary of GACL for the financial year under review.

However, as a good Governance Practice, Compliance of various requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and obligations were adhered with during the year under review.



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DISCLOSURES UNDER SECTION 134(3)(L) OF THE COMPANIES ACT, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS / OUTGO

Production activities of Caustic Soda Lye are now stabilized. Now the efforts are underway to meet the design parameters in terms of quality, operability and achieve the critical parameters.

On the Captive Power Plant, the units are run near the designed parameters of the units and further efforts being made to achieve the desired parameters. Trials of firing bio mass with coal in the form of briquets (agricultural waste) was successfully carried out and around 700 MT was co-fired in the boiler along with coal. Further to economize the power costs Lignite from procured from GMDC mines was fired along with coal from November 2023 onwards to the extent of 15% which is in line with design capability of the boilers. In order to partly meet the ZLD requirement waste water from the RO was piped appropriately and used for road washing and coal yard sprinkling

During the year under review, the Company has earned 11.63 Million USD (Rs. 96.22 Crores) on account of export of caustic flakes. In addition, the Company has paid 10 Million USD (Rs. 83.18 Crores) towards principal, 6.69 Million USD (Rs. 55.42 Crores) towards interest on ECB. And 0.75 Million USD (Rs.6.26 Crores) towards services during the year.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANY

Your Company is the joint venture Company of Gujarat Alkalies and Chemicals Limited (GACL), a Company promoted by the Government of Gujarat and National Aluminium Company Limited (NALCO), a Government of India Enterprise (a Navratna Company). GACL and NALCO are holding 60% and 40% of the total equity share capital in the Company respectively. Your Company is a subsidiary of GACL as per the provisions of the Companies Act, 2013 and rules made thereunder. Your Company is also an Associate Company of NALCO.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial reporting. As per the relevant provisions of the Companies Act, 2013, the Statutory Auditors have expressed their views on the adequacy of Internal Financial Controls over financial reporting and they were operating effectively as at 31st March, 2024 as stated in their Audit Report ended on that date.



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As the company is migrating from project to production and the business is growing, in order to strengthen its internal financial control system, the company has appointed M/s R.C. Thakkar & Associates to prepare and implement and Internal Financial Control documents.

RISK MANAGEMENT

The Board approved the Risk Management Policy of the Company along with Risk Management Report as recommended by the Project Committee. The Board also approved the Internal Risk Assessment Committee comprising of Chief Financial Officer as its Chairman and other members i.e. Primary Owner and Cross Functioning Team Members. The Risk Assessment Committee is meeting frequently to assess the various risks identified as per the Risk Management Report approved and its mitigation plan and to submit its Report to the Project Committee and the Board on regular basis.

CORPORATE SOCIAL RESPONSIBILITY

As on 31st March, 2020, the net worth of the Company (i.e. Rs.596.96 Crore) exceeded the thresholds of Rs.500 Crore as mentioned under the provisions of Section 135 of the Companies Act, 2013 and hence, provisions related to Corporate Social Responsibility (CSR) under the Companies Act, 2013 and rules made thereunder were become applicable from the financial year 2020-21. The Board of Directors of the Company at its Meeting held on 20th May, 2020 constituted CSR Committee of the Company which was subsequently reconstituted from time to time.

The CSR Committee has formulated and recommended to the Board, a CSR Policy identifying the activities to be carried out by the Company and the said CSR Policy was approved by the Board of Directors at their Meeting held on 24th July, 2020. The CSR Policy was further amended during the financial year. The CSR Policy may be accessed on the Company's website at the weblink: <http://www.gnal.co.in/writereaddata/Portal/Images/CSR-Policy-GNAL-V2-22-07-2021.pdf>

As per the provisions of Section 135 of the Companies Act, 2013, there was loss in the last three financial year, the Company was not required to spend any CSR expenditure during the Financial Year 2023-24.

CORPORATE ENVIRONMENT RESPONSIBILITY

Ministry of Environment, Forest and Climate Change (MoEFCC) Impact Assessment Division, Government of India vide its Office Memorandum dated 1st May, 2018 prescribed certain percentage of investment / additional investment towards greenfield project / brownfield project which are required to be allocated by the respective Company undertaking such projects towards Corporate Environment Responsibility (CER) obligations. The Company has constituted "Corporate Environment Responsibility" (CER) Committee to carry out its CER obligations as per the Environment Clearances (ECs) issued for its Projects by the appropriate authority.



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DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Appointment / reappointment / cessation of Directors and Key Managerial Personnel

As per Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Shri Pankaj Mittal will retire by rotation and being eligible, offers himself for reappointment at the ensuing Annual General Meeting of the Company.

During the year following changes took place on the Board of the Company:

Sr No.	Name & Designation of the Director	Appointment / Cessation	Date of Appointment / Cessation
1	Smt. Tamanna Patel (Director)	Appointment	1 st May, 2023
2	Shri K K Panda (Director)	Cessation	30 th June, 2023
3	Shri Srimanta Panda (Director)	Appointment	15 th July, 2023
4	Shri B D Mohanty (Director)	Cessation	31 st May, 2024
5	Smt. Tamanna Patel (Director)	Cessation	31 st August, 2024

The Board places on record its sincere appreciation for invaluable services rendered and contribution made by Shri K K Panda, Shri B D Mohanty and Smt. Tamanna Patel during their tenure as Directors of the Company.

As per Section 152 of the Companies Act, 2013 and Articles of Association of the Company, the appointment of Shri Srimanta Panda as Director liable to retire by rotation is recommended by the Board for your approval.

Following changes took place with respect to appointment and cessation of Key Managerial Personnel of the Company :

Sr No.	Name & Designation of the KMP	Appointment / Cessation	Date of Appointment / Cessation
1	Shri Jayesh Shah – CEO	Cessation	31 st July, 2023
2	Shri Jayesh Thakkar – CFO	Cessation	25 th July, 2023
3	Shri N B Tripathy – CFO	Appointment	25 th July, 2023
4	Shri K R Vaidya – CEO	Appointment	1 st August, 2023

As per the provisions of Section 203 of the Companies Act, 2013, Shri K R Vaidya, Chief Executive Officer; Shri N B Tripathy, Chief Financial Officer and Shri Jaymeen Patel, Company Secretary are the Key Managerial Personnel of the Company.



B. Board Evaluation

As per the provisions of the Companies Act, 2013, annual performance evaluation of the Board, its Committees, Individual Director and Chairperson were carried out by the Board. The manner in which the evaluation has been carried out has been explained hereunder:

The Company has developed separate checklist for performance evaluation of the Board, its committees and individual Directors i.e. (i) Performance evaluation of Non-executive Directors other than Managing Director, Whole-time Director and Executive Director and (ii) Performance evaluation of the Board, its Committees and Chairperson of the Company. The checklists were circulated to all the Board Members for their feedbacks.

The Company has adopted internal evaluation process and accordingly, each Director is required to evaluate the performance of other directors. The performance evaluation of the Board, its Committees and of the Chairperson shall be done by the entire Board.

The Directors are required to give their ratings / comments / feedback as per the parameters defined under the respective checklists.

The duly completed checklist is required to be submitted to the Company Secretary. The Company Secretary prepares summary of report based on the checklist received from the Directors and puts up to the Board for its review and approval.

C. Meetings of the board of directors, its committees

During the financial year, five (5) Board meetings were held on 28th April, 2023, 25th July, 2023, 3rd October, 2023, 17th October, 2023 and 23rd January, 2024. The maximum interval between any two meetings was well within the maximum period prescribed under the Companies Act, 2013.

During the financial year, four (4) Project Committee Meetings were held on 28th April, 2023, 25th July, 2023, 17th October, 2023 and 23rd January, 2024.

AUDITORS

A. Statutory Auditors

M/s. K C Mehta & Co. LLP (Firm Registration No. 106237W/W100829), Chartered Accountants, Vadodara, was appointed as the Statutory Auditors of the Company by the members at its Annual General Meeting (AGM) held on 22nd July, 2021 to hold office for a period of five (5) consecutive years from the conclusion of 6th AGM till the conclusion of 11th AGM of the Company.

As per the Companies (Amendment) Act, 2017, the provision under Section 139(1) of the Companies Act, 2013 with respect to ratification of the appointment of Statutory Auditors by the members at every AGM is omitted.



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The Auditor's Report to the Members for the year under review does not contain any qualification, reservation or adverse remark or disclaimer.

M/s. K C Mehta & Co. LLP, Chartered Accountants, Vadodara, has resigned as Statutory Auditors of the Company w.e.f 9th August, 2024. The Board of Directors of the Company has appointed M/s. Talati & Talati LLP (Firm Registration No.: 110758W/W100377) as Statutory Auditors to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s. K C Mehta & Co LLP., (Firm Registration No. 106237W/W100829) and they shall hold the till the conclusion of 9th Annual General Meeting to be held in the year 2024 and for a further period of Five (5) years, from the conclusion of the 9th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company subject to approval of shareholders of the Company. Your Directors propose the Resolution in the Notice in respect of appointment of M/s. Talati & Talati LLP as Statutory Auditors of the Company for your approval.

B. Internal Auditors

The Company has appointed M/s. R C Thakkar & Associates, Chartered Accountants, as Internal Auditors for conducting Internal Audit of the Company for the financial year 2023-24. The Internal Auditors independently evaluate the internal controls, adherence to and compliance with the procedures, guidelines and statutory requirements. Internal Audit Report is submitted to Board on quarterly basis. Based on the reports of the Internal Auditors, the corrective actions, if any, are taken by the Management.

The Company has, in all material respects, adequate internal financial control system and such internal financial controls were operating effectively as at 31.03.2024.

Further, The Company has appointed M/s. Prakash Chandra Jain & Co., Chartered Accountants, as Internal Auditors for conducting Internal Audit of the Company for a period of 3 financial year from FY 2024-25 to FY 2026-27. However, they has resigned as Internal Auditors of the Company w.e.f 01.09.2024 because they have been engaged as Statutory Auditor of Gujarat Alkalies and Chemicals Limited, a holding company of the Company. The Company is in process of appointment of Internal Auditors of the Company.

C. Cost Auditors

The Board of Directors of the Company at its Meeting held on 25th July, 2023 has approved the appointment of M/s. Y. S Thakar & Co., Cost & Management Accountants in practice, Vadodara (Firm Registration No. 000318) as Cost Auditors for the Financial Year 2023-24 as per the provisions of the Companies Act, 2013, subject to the approval of shareholders of the Company, to conduct the audit of Cost Records maintained by the Company at a remuneration of Rs. 49,000/- plus applicable GST and out of pocket expenses.

The Board of Directors of the Company at its Meeting held on 22nd July, 2024 has approved the appointment of M/s. Y. S Thakar & Co., Cost & Management Accountants in practice,



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Vadodara (Firm Registration No. 000318) as Cost Auditors for the Financial Year 2024-25 as per the provisions of the Companies Act, 2013, subject to the approval of shareholders of the Company, to conduct the audit of Cost Records maintained by the Company at a remuneration of Rs. 49,000/- plus applicable GST and out of pocket expenses.

As per the provisions of the Companies Act, 2013, your Directors propose the Resolution in the Notice in respect of remuneration payable to the Cost Auditors for the Financial Year 2023-24 and 2024-25 for your ratification and approval.

The Company has maintained necessary cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

D. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Shri Vijay L Vyas, Practicing Company Secretary, Vadodara to undertake the Secretarial Audit of the Company for the financial year 2023-24. The Report of the Secretarial Auditors is annexed herewith as **Annexure I**. The Report does not contain any qualification, reservation or adverse remark or disclaimer.

PARTICULARS OF EMPLOYEES

There was no employee who (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was equal to or in excess of one crore and two lakh rupees; (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was equal to or in excess of eight lakh and fifty thousand rupees per month; and if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, was in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company has entered into transactions with related parties, i.e. Gujarat Alkalies and Chemicals Limited (GACL) and National Aluminium Company Limited (NALCO) with respect to payment of lease rental, payment of deputation allowance to the employees deputed by GACL and NALCO and reimbursement of other expenses etc. which are forming part of the financial statements for the year ended 31.03.2024.

Further, the Company has entered into agreement with Gujarat Energy Transmission Corporation Limited for establishing connectivity of 130 MW Captive Power Plant for wheeling of 20 MW at 220 Kv level with 220 Kv Suva Substation. The agreement was executed to avail



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technical clearance for wheeling power from the Company to Gujarat Alkalies and Chemicals Ltd.

Since, all the contracts / arrangements / transactions with Related Parties during the year were in the ordinary course of business and the same were at arm's length and not being material transaction as defined under the Act / Rules, disclosure in Form AOC-2 under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not required.

Your Directors draw attention of the Members to Note No. 30 to the Financial Statements which sets out Related Party disclosures.

LOANS, GUARANTEES OR INVESTMENTS

The Company has not given / made any loans, guarantees and investments under Section 186 of the Companies Act, 2013.

ANNUAL RETURN

In accordance with the amended provisions of Section 134(3)(a) of the Companies Act, 2013, an Annual Return of the Company for the financial year 2023-24 in Form MGT-7 is available on the website of the Company at www.gnal.co.in.

VIGIL MECHANISM / WHISTLE BLOWER MECHANISM

The Board of Directors of the Company at its Meeting held on 7th May, 2019 approved the 'Vigil Mechanism-cum-Whistle Blower Policy' as per the requirements of Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Boards and its powers) Rules, 2014. The Policy is applicable to all Directors and Employees of the Company.

As per the Policy, a whistle blower can make protected disclosures to the Chairman of the Company or to the Audit Committee. During the Financial Year 2023-24, no unethical and improper practice or any other wrongful conduct in the Company by any person was reported under the said Policy.

The Vigil Mechanism-cum-Whistle Blower Policy may be accessed on the Company's website at the weblink i.e. <http://www.gnal.co.in/writereaddata/Portal/Images/pdf/Vigil-Mechanism-cum-Whistle-Blower-Policy.pdf>

CODE OF CONDUCT

The Board of Directors of the Company at its Meeting held on 7th May, 2019 has approved and adopted "Code of Conduct" for the Directors as well as Senior Management Personnel of the Company.



The Code of Conduct for the Directors and Senior Management Personnel are available on the Company's website at weblinks: <http://www.gnal.co.in/writereaddata/Portal/Images/pdf/Code-of-Conduct-Directors.pdf> and <http://www.gnal.co.in/writereaddata/Portal/Images/pdf/Code-of-Conduct-Senior-Management.pdf>

All the Board Members and the Senior Management Personnel have affirmed compliance with the "Code of Conduct" during the Financial Year 2023-24. A declaration by the Chief Executive Officer to this effect is provided at **Annexure II** which forms part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that -

- a) in the preparation of the annual accounts for financial year ended 31st March, 2024, the applicable accounting standards have been followed and there is no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that year;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts for the financial year ended 31st March, 2024 on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has constituted "Internal Complaint Committee" for prevention of Sexual Harassment of Women at Workplace under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, four (4) meetings of Internal Complaint Committee were held on 26th June, 2023, 25th September, 2023, 26th December, 2023 and 27th March, 2024. No complaint of Sexual Harassment against any employee of the Company was received during the year.



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SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards on Board Meetings (SS-1) and on General Meetings (SS-2) issued by the Institute of Company Secretaries of India have been duly followed by the Company.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items since there were no transactions in these matters and/or they are not applicable to the Company during the year under review:

1. details relating to deposits covered under Chapter V of the Act;
2. a statement on declaration given by Independent Directors under sub-section (6) of Section 149;
3. Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided in section 178;
4. No significant or material orders were passed by the Regulators / Courts or Tribunals which would impact the going concern status of the Company and its future operations;
5. There has been no change in the nature of business of the Company;
6. No fraud has been reported by the Auditors to the Board;
7. There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016;
8. There was no instance of one-time settlement with any Bank or Financial Institution.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank the Government of India, Government of Gujarat, Promoter Shareholders, Bankers/Lenders, other business associates, vendors, customers, employees and other regulatory authorities for their support to the Company.

**For and on behalf of the Board
GACL-NALCO Alkalies & Chemicals Private Limited**

Sd/-
**Swaroop P. IAS
Chairman**

Place: Vadodara
Date : 05.09.2024



SECRETARIAL AUDIT REPORT

FORM NO. MR - 3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

10th May, 2024

**To,
The Members,
GACL-NALCO Alkalies & Chemicals Private Limited
GACL Corporate Building,
P.O. Ranoli 391350,
DIST. VADODARA**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GACL-NALCO Alkalies & Chemicals Private Limited (CIN: U24100GJ2015PTC085247)** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **GACL-NALCO Alkalies & Chemicals Private Limited's** books, papers, minute books, certificates, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of: -

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings;
- (v) The following applicable Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):



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- a) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

As the Company is not listed on any Stock Exchange, none of the other Regulations under the SEBI Act are applicable to the Company except as mentioned in this report.

- (vi) Environment Protection Act, 1986 and other environmental laws;
- (vii) Explosives Act, 1864;
- (viii) Labour Laws; and
- (ix) Public Liability Insurance Act, 1991;
- (x) Electricity Act, 2003 and the Rules and Regulations notified thereunder;

I have also examined compliance with the applicable clauses of the following: -

- i) the Secretarial Standards issued by The Institute of Company Secretaries of India; and
- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The Company is not a listed entity, but the Company became a material subsidiary of Gujarat Alkalies and Chemicals Limited ('GACL'), a listed Company, w.e.f. 1st April, 2020 and continued to be so upto Financial Year 2022-23, as per Regulations 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the income or net worth of the Company as on 31st March, 2023 did not exceed 10% of the consolidated income or net worth of GACL as on 31st March, 2023, the Company was not a material subsidiary for FY 2023-24.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

I further report that –

The Board of Directors of the Company is duly constituted and all the Directors are Non-Executive Directors. The Company has appointed Smt. Tamanna Patel as a Woman Director of the Company w.e.f. 01st May, 2023. The Company is not required to appoint any Independent Director as per Rule 4(2) of the Companies (appointment and Qualifications of Directors) Rules, 2014 and the explanation given under Regulation 24 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the period under review the changes in the composition of the Board of Directors were carried out in compliance with the provisions of the Act;

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Urgent business, if any, is considered at a shorter



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notice with the consent of the Directors present. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. Recording of meetings held by video conferencing are maintained by the Company.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. I have relied on the representations made by the Company and its officers in respect of the systems and processes and mechanism formed for compliances under the applicable laws.

I further report that during the audit period, -

- i)* the Company had not made any issue of equity shares or Debt Instruments during the year under report;
- ii)* at the Extra Ordinary General Meeting held on 17th October, 2023, the members have passed Special Resolutions pursuant to Section 179 and Section 180 (1)(c) & 180(1)(a) of the Companies Act, 2013 to for increasing borrowing powers of the Company from Rs. 1900 Crores to Rs. 2150 Crores and for creation of charge or mortgage on the Company's properties of the Company to secure the borrowings up to the said limit;
- iii)* There were no instances of (a) Merger / amalgamation / reconstruction etc.; and (b) Foreign technical collaborations.

CS VIJAY L VYAS
COMPANY SECRETARY IN PRACTICE
FCS No.: 1602; C P No.: 13175
UDIN NO. **F001602F000350896**
PRC: 1836/22

Place : VADODARA
Date : 10th May, 2024



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10th May, 2024

To,
GACL – NALCO Alkalies & Chemicals Private Limited
GACL Corporate Building,
P.O. Ranoli 391350,
DIST. VADODARA

My report of even date is to be read along with this letter –

1. Maintenance of Secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have relied on the registers and records required for audit along with a declaration from the CEO/COO, CFO and Company Secretary regarding completeness and correctness of the records and registers so provided by the Company, for the purpose of the Secretarial Audit Report for the year 2023-24.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

Thanking you,
Yours faithfully,

CS VIJAY L VYAS
COMPANY SECRETARY IN PRACTICE
FCS: 1602 : CP: 13175 : PRC: 1836/22



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Annexure II to Board's Report

Declaration by CEO regarding compliance of 'Code of Conduct' by Directors and Senior Management Personnel of the Company

The Board has adopted 'Code of Conduct' for Directors and Senior Management Personnel of the Company pursuant to provisions of the Companies Act, 2013 and rules made thereunder.

The Directors and Senior Management Personnel have affirmed compliance with the said Code of Conduct of the Company for the Financial Year 2023-24.

For GACL-NALCO Alkalies & Chemicals Private Limited

Sd/-
K R Vaidya
Chief Executive Officer

Place: Vadodara
Date: 22nd May, 2024



INDEPENDENT AUDITORS' REPORT

To the Members of

GACL-NALCO Alkalies & Chemicals Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **GACL-NALCO Alkalies & Chemicals Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements including material accounting policy information and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and total comprehensive income (comprising of loss and other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of matter

We draw your attention to Note no. 2 to the financial statements, which summarizes the fact that the Company has carried out impairment review of its Property, Plant and Equipment ("PPE") as of March 31, 2024, through external expert. As per external expert's assessment, Value-in-Use of PPE exceeds its carrying amounts and consequently, the management has



determined that no impairment provision needs to be recognized against carrying amounts of PPE as of March 31, 2024.

Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditors' report thereon. The above-referred information is expected to be made available to us after the date of this audit report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions necessitated by the circumstances and the applicable laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors'



report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books except for the matters stated in the paragraph (i) (vi) below on reporting under rule 11(g);
 - c. the Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act;
 - e. on the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act;



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- f. the observation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i) (vi) below on reporting under Rule 11(g).
 - g. with respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "B";
 - h. with respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended:

the Company has neither paid nor provided for, any remuneration to its directors during the year; and

- i. with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of with respect to the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company does not have any pending litigations which would impact its financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were material foreseeable losses as at March 31, 2024;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or



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invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.

- v. The company has not declared or paid any dividend during the year.
- vi. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software at the application level. However, the company has not enabled the audit trail (edit log) feature at database level in the accounting software. We did not come across any instance of audit trail feature being tampered with at the application level.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from the period April 1, 2023 reporting under Rule 11(g) of the Companies Act (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ending March 31, 2024.

For K C Mehta & Co LLP
Chartered Accountants
Firm’s Registration No. 106237W/W100829
Chhaya M. Dave
Partner
Membership No. 100434
UDIN: 24100434BKBFVB7955
Place: Vadodara
Date: May 22, 2024



ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

The annexure referred to in our Independent Auditors’ Report to the members of **GACL-NALCO Alkalies & Chemicals Private Limited** (“the Company”) on the financial statements for the year ended March 31, 2024, we report that:

- i. In respect of the Company’s Property, Plant and Equipment:
- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment except in case of certain assets where location wise particulars and tagging of Property, Plant & Equipment is in process of updation in the Property, Plant & Equipment register.

(B) The Company has maintained proper records showing full particulars of intangible assets.

 - b) The Company has a regular program of physical verification of property, plant and equipment which, in our opinion is reasonable. The assets which were to be covered as per the said program have been physically verified by the management during the year. In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the lease deed of the Company, the lease agreements are held in the name of the Company.
 - d) The Company has not revalued its Property, Plant and Equipment (including Right of Use Assets) or intangible assets or both during the year, and hence reporting under clause 3(i)(d) of the Order is not applicable to the Company;
 - e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules thereunder.
- ii. In respect of Inventories:
- a) The Inventories except for goods-in-transit have been physically verified by the management during the year and in our opinion, the coverage and procedure for such verification is reasonable. As explained to us, there were no discrepancies of 10% or more in the aggregate for each class of inventory on physical verification of inventory as compared to the book records.
 - b) As disclosed in note 35 to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. The



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quarterly statements filed by the Company with such banks and financial institutions are not in agreement with the books of accounts of the Company and the details are as follows:

Quarter	Particulars	Amount as per books of Accounts	Amounts as reported in the quarterly Return/Statement	Amount of difference
		(In Rs. Lakhs)	(In Rs. Lakhs)	(In Rs. Lakhs)
June 2023	Trade Payables	11,123.34	7,954.75	3,168.59
September 2023	Trade Payables	11,701.96	7,719.88	3,982.08
December 2023	Trade Payables	8,225.43	7,909.91	315.52
December 2023	Inventories	4,856.32	4,368.54	487.78

Reasons for discrepancies

- As explained to us, the differences noted in Trade Payables are on account of non-consideration of amount lying in GR/IR liabilities in statement submitted to bank and posting of entries after submission of data to bank. However, in 4th Quarter return submitted to bank there is no such difference.
- Difference in inventory is on account of Operational Spares, not considered in data submitted to bank in adherence of bank's terms and conditions for non-consideration of Spares exceeding 90 days.

- iii. During the year, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties and therefore the reporting under this clause of the Order is not applicable to the Company.
- iv. The Company has not granted any loans, made any investments, or provided any guarantees or security to which provisions of section 185 and 186 of the Act apply and therefore, reporting under clause (iv) of the Order is not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder or under the directives issued by the Reserve Bank of India, to the extent applicable. Accordingly, reporting under clause (v) of the Order is not applicable to the Company.
- vi. In our opinion and according to the information and explanations given to us, in view of Rule 3 of Companies (Cost Records and Audit) Amendments Rules 2014 the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 is applicable to the Company. However, the Company is in the process of compiling the same to meet the specific requirements of The Companies (Cost Records and Audit) Rules, 2014.



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- vii. (a) According to the information and explanations given to us, the Company has been regular in depositing with appropriate authorities undisputed statutory dues, including Goods and Services Tax, provident fund, income-tax, custom duty, cess and other material statutory dues applicable to it. Further, no undisputed amounts payable in respect of Goods and Services Tax, provident fund, income tax, cess and any other statutory dues were in arrears, as at March 31, 2024, for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no statutory due as referred to in sub clause (a) above which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or other lenders.
- (c) In our opinion and according to information and explanation given to us, the term loans taken by the Company have been applied for the purpose for which they were raised.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short-term basis have not been used during the year for long-term purposes by the Company.
- (e) The Company does not have any subsidiaries, associates or joint ventures and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us, the Company has not raised any loans on pledge of securities during the year and therefore reporting on the clause 3(ix)(f) the Order is not applicable.
- x. (a) According to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instrument) during the year and therefore, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and therefore, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) To the best of our knowledge and according to information and explanations given to us and as represented by the Management and based on our examination of books and records of the Company and in accordance with generally accepted auditing practices



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- in India, no material fraud by the Company or on the Company has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report;
- (c) As represented to us by the management, there are no whistleblower complaints received by the Company during the year.
- xii. The Company is not a Nidhi company and therefore, reporting under clause (xii) of the Order is not applicable to the Company.
- xiii. The provisions of section 177 of the Companies Act 2013 do not apply to the Company. In our opinion and according to the information and explanation given to us, transactions with the related parties are in compliance with section 188 of the Act where applicable and the details have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. (a) In our opinion and according to the information and explanations given to us, the Company has adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with directors and therefore, reporting under clause (xv) of the Order is not applicable to the Company.
- xvi. (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year of Rs. 6,415.48 Lakhs and Rs. 13,734.01 lakhs respectively.
- xviii. There has been no resignation of the statutory auditors during the year and therefore, reporting under this clause of the Order is not applicable to the Company;



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- xix. In our opinion and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due;
- xx. According to the information and explanations given to us, section 135 of the Act is not applicable to the Company and therefore, reporting under this clause of the Order is not applicable to the Company.
- xxi. The Company is not required to prepare consolidated financial statements and therefore, reporting under this clause of the Order is not applicable to the Company.

For K C Mehta & Co LLP
Chartered Accountants
Firm's Registration No. 106237W/W100829
Chhaya M. Dave
Partner
Membership No. 100434
UDIN: 24100434BKBFVB7955
Place: Vadodara
Date: May 22, 2024



ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **GACL-NALCO Alkalies & Chemicals Private Limited** on the financial statements of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls with reference to financial statements of **GACL-NALCO Alkalies & Chemicals Private Limited** (“the Company”) as of March 31, 2024, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the, “Guidance note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has in all material respects, adequate internal financial controls with reference to financial statements in place and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of Internal control stated in the Guidance Note on audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K C Mehta & Co LLP

Chartered Accountants

Firm's Registration No. 106237W/W100829

Chhaya Dave

Partner

Membership No. 100434

UDIN: 24100434BKBFVB7955

Place: Vadodara

Date: May 22, 2024



GACL - NALCO Alkalies & Chemicals Private Limited

CIN: U24100GJ2015PTC085247

Reg. Office: GACL P.O. Ranoli - 391350, Dist: Vadodara, Gujarat

Balance Sheet as at March 31, 2024.

(Rs. In lakhs)

Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
ASSETS			
1. Non-current assets			
a) Property, Plant and Equipment	2	1,63,857.36	1,53,260.20
b) Right-of-use asset.	2	7,540.19	7,628.30
c) Intangible assets	2	32.12	50.60
d) Capital work-in-progress	4	7,498.12	20,514.97
e) Financial Assets: Others			
i) Trade Receivables		-	-
ii) Other financial assets	5	765.52	765.52
f) Income tax assets (Net)	6		
g) Other non-current assets	7	1,519.04	1,628.14
Total non-current assets		1,81,212.35	1,83,847.73
2. Current assets:			
a) Inventories	8	5,605.18	4,853.64
b) Financial Assets:			
(i) Trade Receivables	9	8,569.42	8,013.48
(ii) Cash & Cash Equivalents	10	7.56	582.00
(iii) Other Bank Balances	10	11,234.35	20,497.16
(iv) Other financial assets	5	346.95	191.93
c) Current tax assets (Net)	6	171.69	267.44
d) Other current assets	7	22,935.75	25,251.06
Total current assets		48,870.90	59,656.71
TOTAL ASSETS		2,30,083.25	2,43,504.44

See accompanying notes to financial statements (1 - 39)

For and on behalf of Board of Directors

Sd/- (J M Patel) Company Secretary	Sd/- (N B Tripathy) Chief Financial Officer	Sd/- (K R Vaidya) Chief Executive Officer	Sd/- (B D Mohanty) Director DIN-09706036	Sd/- (Pankaj Mittal) Director DIN-09611373
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As per our report of even date attached.

For K C Mehta & Co LLP
Chartered Accountants
FRN - 106237W/W100829

Sd/-
(Chhaya M. Dave)

Place: Vadodara
Date: 22.05.2024

Partner
M No.100434



GACL - NALCO Alkalies & Chemicals Private Limited

CIN: U24100GJ2015PTC085247

Reg. Office: GACL P.O. Ranoli - 391350, Dist: Vadodara, Gujarat

Balance Sheet as at March 31, 2024 (Contd.)

(Rs. In lakhs)

Particulars	Note No.	As at 31.03.2024	
		As at 31.03.2024	As at 31.03.2023
EQUITIES AND LIABILITIES			
1. Equity			
a) Share Capital	11	69,000.00	69,000.00
b) Other equity	12	(45,972.65)	(28,540.29)
Total Equity		23,027.35	40,459.71
2. Liabilities			
Non-current liabilities			
a) Financial Liabilities:			
(i) Borrowings	13	1,45,628.48	1,51,444.03
(ii) Trade Payables:	14		
- Dues to Micro and Small enterprises		-	-
- Dues to creditors other than Micro and Small enterprises		-	-
(iii) Other Financial Liabilities	15	5,222.81	5,819.68
b) Provisions- Gratuity		32.64	-
Total non-current liabilities		1,50,883.93	1,57,263.71
Current liabilities			
a) Financial Liabilities:			
(i) Borrowings	13	36,801.71	26,544.15
(ii) Trade Payables:	14		
- Dues to Micro and Small enterprises		470.62	1,245.89
- Dues to creditors other than Micro and Small enterprises		10,409.72	9,778.73
(iii) Other Financial Liabilities	15	7,192.52	7,625.13
b) Other current liabilities	16	1,290.85	587.12
c) Provisions- Gratuity		6.55	-
d) Current tax Liabilities (Net)	5	-	-
Total current liabilities		56,171.97	45,781.02
TOTAL EQUITIES AND LIABILITIES		2,30,083.25	2,43,504.44

See accompanying notes to financial statements (1 - 39)

For and on behalf of Board of Directors

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(J M Patel)	(N B Tripathy)	(K R Vaidya)	(B D Mohanty)	(Pankaj Mittal)
Company Secretary	Chief Financial Officer	Chief Executive Officer	Director	Director
			DIN-09706036	DIN-09611373

As per our report of even date attached.

For K C Mehta & Co LLP
Chartered Accountants
FRN - 106237W/W100829

Sd/-
(Chhaya M. Dave)
Partner
M No.100434

Place: Vadodara
Date: 22.05.2024



GACL - NALCO Alkalies & Chemicals Private Limited

CIN: U24100GJ2015PTC085247

Reg. Office: GACL P.O. Ranoli - 391350, Dist: Vadodara, Gujarat

Statement of Profit and Loss for the year ended March 31, 2024.

(Rs. In lakhs)

Particulars	Note No.	For the year ended 31.03.2024	For the year ended 31.03.2023
INCOME			
i) Revenue from operations	17	77,611.19	27,246.77
ii) Other Income	18	1,936.54	1,005.91
iii) Total Income (i+ii)		79,547.73	28,252.68
iv) EXPENSES			
a) Cost of Materials consumed	19	44,107.87	22,859.88
b) Changes in Inventories of Finished goods and work-in-progress	20	409.80	(2,609.70)
c) Employee benefit expenses	21	1,169.53	831.10
d) Depreciation and amortisation expenses	22	9,750.94	7,889.13
e) Finance Cost	23	13,987.97	8,134.02
f) Power & Fuel	24	4,473.13	4,346.69
g) Other expenses	25	23,081.82	14,482.67
Total expenses		96,981.06	55,933.79
v) Profit / (Loss) before tax (iii - iv)		(17,433.33)	(27,681.11)
vi) Tax expense:	26		
Current Tax for the year		-	-
Deferred Tax		-	-
vii) Profit / (Loss) for the period (v - vi)		(17,433.33)	(27,681.11)
viii) Other Comprehensive income		-	-
i) Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plans	21	0.97	
ix) Total comprehensive income / (Loss) for the period(Vii+Viii)		(17,432.36)	(27,681.11)
Earning per equity share (face value of Rs.10 each)	28		
i) Basic (in Rs)		(2.53)	(4.01)
ii) Diluted (in Rs)			

See accompanying notes to financial statements (1 - 39)

For and on behalf of Board of Directors

Sd/- (J M Patel) Company Secretary	Sd/- (N B Tripathy) Chief Financial Officer	Sd/- (K R Vaidya) Chief Executive Officer	Sd/- (B D Mohanty) Director DIN-09706036	Sd/- (Pankaj Mittal) Director DIN-09611373
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As per our report of even date attached.

For K C Mehta & Co LLP
Chartered Accountants
FRN - 106237W/W100829

Place: Vadodara
Date: 22.05.2024

Sd/-
(Chhaya M. Dave)
Partner
M No.100434



GACL - NALCO Alkalies & Chemicals Private Limited
CIN: U24100GJ2015PTC085247
Reg. Office: GACL P.O. Ranoli - 391350, Dist: Vadodara, Gujarat
Statement of change in equity for the year ended March 31, 2024

A. Equity Share Capital (Rs. In lakhs)

Particulars	Amount
Balance as at 1st April, 2022	69,000.00
Changes in Equity share capital due to prior period errors	-
Restated balance as at 1st April, 2022	69,000.00
Additions/(Reductions)	-
Balance as at 31st March, 2023	69,000.00
Balance as at 1st April, 2023	-
Additions/(Reductions)	-
Balance as at 31st March, 2024	69,000.00

B. Other Equity (Rs. In lakhs)

Particulars	Reserve & Surplus				Other Items of other comprehensive Income	Total
	Capital Reserve	Securities Premium Reserve	Other Reserve (General Reserve)	Retained Earnings		
Balances as at 31st March, 2022				(859.18)		(859.18)
Movement during the year:						
Profit/(Loss) for the period	-	-	-	(27,681.11)	-	(27,681.11)
Balances as at 31st March, 2023	-	-	-	(28,540.29)	-	(28,540.29)
Movement during the year:						
Profit for the period				(17,433.33)	0.97	(17,432.36)
Balances as at 31st March, 2024	-	-	-	(45,973.62)	0.97	(45,972.65)

* Represents remeasurement gain/(loss) on the Defined Benefit Plans

For and on behalf of Board of Directors

Sd/-
(J M Patel)
Company Secretary

Sd/-
(N B Tripathy)
Chief Financial Officer

Sd/-
(K R Vaidya)
Chief Executive Officer

Sd/-
(B D Mohanty) (Pankaj Mittal)
Director Director
DIN-09706036 DIN-09611373

As per our report of even date attached.

For K C Mehta & Co LLP
Chartered Accountants
FRN - 106237W/W100829

Sd/-
(Chhaya M. Dave)
Partner
M No.100434

Place: Vadodara
Date: 22.05.2024



GACL - NALCO Alkalies & Chemicals Private Limited

CIN: U24100GJ2015PTC085247

Reg. Office: GACL P.O. Ranoli - 391350, Dist: Vadodara, Gujarat

Cash Flow Statement for the year ended March 31, 2024

(Rs. In lakhs)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
A. Cashflow from Operating activities:		
Net profit / (Loss) before tax	(17,433.33)	(27,681.11)
Adjustments for:		
Depreciation and amortisation	9,750.94	7,889.13
Unrealized foreign Exchange (gain)/loss	514.72	6,057.98
Finance cost recognised in profit & loss	13,987.97	8,108.69
Loss/(Gain) on sale of Property Plant & Equipments	34.11	0.72
Duty exemption income	(760.63)	
Interest income recognised in profit & loss	(1,168.16)	(1,002.70)
Operating profit/ (Loss) before changes on working capital	4,925.62	(6,627.28)
Adjustments for Increase/ (Decrease) in operating assets		
(Increase)/ Decrease in trade receivables	(555.94)	(7,989.70)
(Increase)/ Decrease in inventories	(751.53)	(3,560.37)
(Increase)/ Decrease in other financial assets	(155.02)	(72.86)
Other assets	2,316.60	570.32
Adjustments for Increase/ (Decrease) in operating liabilities		
Increase/ (Decrease) in trade payable	(144.28)	11,001.94
Increase/ (Decrease) in other financial liabilities	(990.29)	1,938.19
Increase/ (Decrease) in other liabilities	703.73	488.72
Cash generated / ((Used in) before tax	5,348.89	(4,251.05)
Income tax (paid) / refunded	95.75	(244.94)
Net Cash flow from operating activities after tax	5,444.64	(4,495.99)
B. Cashflow from Investing activities:		
Payments for property plant & equipments & CWIP including capital advances	(6,813.14)	(13,895.07)
Proceeds from disposal of property plant & equipments	1.17	4.07
Interest Income	1,076.05	1,002.70
Bank balance not considered as Cash & cash equivalent	9,262.81	(17,388.20)
Net Cashflow from / (used in) Investing activities	3,526.89	(30,276.50)
C. Cashflow from Financing activities:		
Proceeds from long term borrowings (Net of transaction cost)	5,747.09	10,451.90
Proceeds from short term borrowings	(1,305.09)	8,526.55
Finance Cost	(13,987.97)	(8,108.69)
Net Cashflow from / (used in) Financing activities	(9,545.97)	10,869.76
D. Net Increase / (Decrease) in Cash & Cash Equivalents:	(574.44)	(23,902.73)
E. Cash & Cash Equivalents - At beginning of the period	582.00	24,484.73
F. Cash & Cash Equivalents - At end of the period	7.56	582.00

Notes:

1 Cash and cash equivalents comprises of :

Balance with Banks	7.56	582.00
Cash and Cash equivalents	7.56	582.00
Foreign Exchange and non-cash movement (net off)	-	-
Cash and Cash equivalents as restated	7.56	582.00

2 The Cash Flow Statement has been prepared under the Indirect Method as set out in Ind As-7 "Statement of Cash Flows".

For and on behalf of Board of Directors

Sd/- (J M Patel)	Sd/- (N B Tripathy)	Sd/- (K R Vaidya)	Sd/- (B D Mohanty)	Sd/- (Pankaj Mittal)
Company Secretary	Chief Financial Officer	Chief Executive Officer	Director	Director
			DIN-09706036	DIN-09611373

As per our report of even date attached.

For K C Mehta & Co LLP

Chartered Accountants

FRN - 106237W/W100829

Sd/-

(Chhaya M. Dave)

Partner

M No.100434

Place: Vadodara

Date:22.05.2024



GACL-NALCO ALKALIES & CHEMICALS PRIVATE LIMITED

CIN: U24100GJ2015PTC085247

Website: www.gnal.co.in

Notes to the Financial Statements

Note No. 1:

I. General Information:

1. GACL-NALCO Alkalies & Chemicals Private Limited (the Company), having CIN U24100GJ2015PTC085247 is a Private Limited company incorporated and domiciled in India and has registered office at GACL Corporate Building, PO: Ranoli – 391350 District - Vadodara, Gujarat, India. The equity shares of the company are held by Gujarat Alkalies and Chemicals Limited (GACL), a Company promoted by Government of Gujarat and National Aluminium Company Limited (NALCO), a Government of India company, at 60:40 ratio respectively. The Company is a joint venture between GACL and NALCO and both the equity owners are listed on the stock exchanges.

2. Statement of Compliance:

The Financial Statements have been prepared on going concern basis following accrual system of accounting and in accordance with Ind AS notified under Section 133 of the Companies Act 2013 read with the companies (Indian Accounting Standards) Rules, 2015 (as amended).

3. Recent pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

1.1 Basis of preparation and presentation:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The Company's Financial Statements for the year ended 31st March 2024 comprises of the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Statement of Changes in Equity and the Notes to Financial Statements.

All values are rounded off to the nearest two decimal lakh except otherwise stated.

The Company has consistently applied accounting policies to all periods presented in these financial statements.



GACL-NALCO ALKALIES & CHEMICALS PRIVATE LIMITED

CIN: U24100GJ2015PTC085247

Website: www.gnal.co.in

1.2 Functional currency and presentation currency:

These financial statements are presented in Indian Rupees (₹) which is the Company's functional currency and all values presented in (₹) are rounded to the nearest lakhs (up to two decimals), except when indicated otherwise.

1.3 Current and non-current classification:

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

An asset is classified as current when-

- It is expected to be realized or intends to sell or consume it, in its normal operating cycle;
- It holds the asset primarily for the purpose of trading;
- It expects to realise the asset within twelve months after the reporting period; or
- It is cash or a cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

An entity shall classify a liability as current when:

- It expects to settle the liability in its normal operating cycle;
- It holds the liability primarily for the purpose of trading;
- It is to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All the other liabilities are classified as non-current.

Based upon the nature of business, the company has ascertained a 12 months operating cycle for the purpose of current or non-current classification of assets and liabilities.

1.4 Use of estimates:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in notes below. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in

estimates are reflected in the financial statements in the period in which changes are made and if material, then effects are disclosed in the notes to the financial statements.

1.5 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or company's assumptions about pricing by market participants.

Material Accounting Policies:

2. Property, Plant and Equipment:

2.1 Initial recognition and measurement

Property, plant and equipment (PPE) are tangible items that are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and are expected to be used during more than one period.

Items of property, plant and equipment shall be recognised as an asset if it is probable that future economic benefits associated with the item will flow to the entity; and the cost of the item can be measured reliably.

Items of property, plant and equipment (PPE) that qualifies for recognition as an asset is initially stated at cost. The initial cost comprises of purchase price, import duties and non-refundable purchase taxes, other expenditure directly attributable to bringing the asset to its location and condition necessary for it to be capable of operating in the manner intended by the management.

In case of self-constructed assets, cost include cost of all materials used in construction, direct labour, allocation of overheads and directly attributable borrowing costs, if any.



2.2 Subsequent expenditure:

Subsequent expenditure is recognised in the carrying amount of asset when it is probable that future economic benefits deriving from the cost incurred will flow to the company and the cost of the item can be measured reliably.

Expenditure on major inspection/maintenance or repairs including cost of replacing the parts of assets where it is probable that future economic benefits associated with the expenditure will be available to the company over a period of more than one year, are capitalised and the carrying amount of the identifiable parts so replaced is derecognised.

2.3 Capital Work in Progress:

Assets in the course of construction for production of goods and/or services or for administrative purposes or for which classification is not yet determined and are not put to use are included under capital work-in-progress and are carried at cost. Advances paid towards the acquisition of property plant and equipment and outstanding at Balance Sheet date is classified as Capital advances under “Other Non-Current Assets”

2.4 Depreciation and amortisation:

The Company depreciates property, plant and equipment over their estimated useful lives as prescribed under Schedule II of Companies Act 2013 (except as stated at # below) using the straight-line method. The estimated useful lives of the assets are as follows:

Asset	Useful life
Buildings	30 to 60 years
Plant and Equipment	
- Co-generation Steam Power plant	25 years
- Membrane of cell elements #	4 Years
- Anode and Cathode of cell elements #	8 Years
- Other than mentioned above	30 years
Furniture and Fixture	10 years
Computers and its peripherals	3 to 6 years
Office Equipment	5 years

based on nature of assets and technical advice

The residual value of assets is estimated to be 5 % of original cost The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in the estimate accounted for on a prospective basis.



Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

Depreciation on additions/deletions during the year is provided for on a pro-rata basis with reference to the date of additions/deletions except low value items not exceeding Rs.5,000/- which are fully depreciated at the time of addition.

2.5 De-recognition of assets:

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the net sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

3. Intangible Assets:

An entity to recognize an intangible asset if:

- It is probable that the future economic benefits that are attributable to the asset will flow to the entity; and
- The cost of the asset can be measured reliably.

Intangible assets with finite useful life that are acquired separately are carried at cost less accumulated amortization. Amortization is recognized on straight line basis over their estimated useful lives without retaining any residual value. The estimated useful lives and amortization method are reviewed at the end of each reporting period, with the effect of any changes in the estimate accounted for on a prospective basis. The estimated useful lives of intangible assets are as follow:

Asset	Useful life
Accounting Software	5 Years

4. Impairment of Tangible and intangible assets:

Tangible assets (Property, Plant and Equipment including Capital Works in Progress) and Intangible assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment is recognized in the Statement of Profit and Loss and is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a



GACL-NALCO ALKALIES & CHEMICALS PRIVATE LIMITED

CIN: U24100GJ2015PTC085247

Website: www.gnal.co.in

change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

5. Inventories:

Inventory of raw material, including bulk material such as coal, salt and fuel oil are valued at lower of cost net of tax credit, where ever applicable and net realisable value. Stores and spares are valued at cost net of tax credit wherever applicable. Cost of raw materials, stores and are determined on moving weightage average price.

Materials and other supplies held for use in the production are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost.

Inventories of finished goods, semi-finished goods, intermediary products and work in process are valued at lower of cost and net realisable value. Cost is determined moving weighted average price of materials, appropriate share of labour and related overheads.

Net realisable value is the estimated selling price in the ordinary course of business available on the reporting date less estimated cost necessary to make the sale.

6. Income Recognition:

Income is measured at the fair value of the consideration received or receivable.

Sale of goods:

Revenue from contracts with customers is recognised upon satisfaction of a performance obligation for the amount of transaction price under the contract net of variable consideration allocated to the performance obligation. Revenue is measured on the basis of contracted price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Revenue from sale of goods is recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

Interest Income:

Interest income from financial assets is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be

measured reliably. Interest income is accrued on the time basis by reference to the principal outstanding and at the effective interest rate applicable.

Income from Incentives:

Incentives and subsidies are recognised as other operating revenue when there is reasonable assurance that the company will comply with the conditions as provided in the relevant statute.

Liquidated Damages:

Claims for liquidated damages are accounted for as and when these are considered recoverable by the company. These are adjusted to the capital cost or recognised in the statement of profit and loss, as the case may be.

Other Income:

Other income is recognized on accrual basis except when realization of such income is uncertain.

7. Leases:

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

(A) Lease Liability

At the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

(B) Right-of-use assets

Initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

Subsequent measurement:

(A) Lease Liability

Company measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

(B) Right-of-use assets

Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset.

Impairment

Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Short term Lease:

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

As a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Lease income is recognised in the statement of profit and loss on straight line basis over the lease term.

8. Foreign currency transaction and translation:

The functional currency of the Company is Indian Rupees (₹) which represents the currency of the primary economic environment in which the Company operates.

In preparing the financial statements, transactions in foreign currencies are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in statement of profit or loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.



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9. **Borrowing Costs:**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognized in statement of profit or loss in the period in which they are incurred.

Borrowing costs consist of interest and transaction costs that the Company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

10. **Employee benefits:**

Short Term Employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability. These benefits include salary, wages, bonus, compensated absences, etc.

Post-employment benefit:

Defined Contribution plan: The Company's contribution to defined contribution plan paid/payable for the year is charged to the Statement of Profit and loss.

Defined Benefit Plan: The cost of providing benefits is determined through actuarial valuation using the Projected Unit Credit Method, carried out at each balance sheet date.

The service cost, net of interest on the net defined benefit liability, is treated as an expense. Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised.

Re-measurement gains and losses of the net defined benefit liability are recognised immediately in other comprehensive income not to be reclassified to statement to profit and loss.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by the fair value of plan assets.

11. **Income Taxes:**

Income tax expense represents the sum of the tax currently payable and deferred tax.



Current Tax:

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'Profit Before Tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax expense for the year:

Current and deferred tax expense is recognized in the Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

12. Provision, Contingent liabilities and Contingent assets:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required

to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

13. Financial instruments:

The Company determines the classification of its financial assets and liabilities at initial recognition. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Initial Recognition:

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognized in the statement of profit and loss.

Subsequent Measurement

I. Financial assets

a. Cash and Cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

b. Financial assets carried at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model whose objective is to hold these assets in order to



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collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c. Financial assets at fair value through Other Comprehensive Income (FVTOCI)

Financial Assets are subsequently measured at fair value through Other Comprehensive Income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in Other Comprehensive Income based on its business model.

d. Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition.

e. Impairment of Financial Assets

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

f. Derecognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On derecognition of a financial asset in its entirety, (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in statement of profit and loss.

II. Financial liabilities

a. Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method where the time value of money is significant. Interest bearing issued debt are initially measured at fair value and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds(net of



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transaction costs) and the settlement or redemption of borrowings is recognized over the term of the borrowings in the statement of profit and loss.

The effective interest method is a method of calculating the amortized cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

b. Derecognition of financial liabilities

The effective interest method is a method of calculating the amortized cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

14. Earning per share:

Basic earnings per share are computed by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The Company did not have any potentially dilutive securities in any of the period presented.

15. Critical judgements, Assumptions and Key source of estimation uncertainty:

The preparation of the financial statements requires the management to make complex and/or subjective judgements, estimates and assumptions about matters that are inherently uncertain. These estimates and assumptions affect the reported amounts of assets and liabilities as well as disclosure of contingent liabilities and assets at the date of the financial statements and also revenues and expenses during the reported period.

The estimates and associated assumptions are based on past experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised.

Critical accounting judgments:

Apart from those involving estimations that the management have made in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements, management has decided that reporting of Company's financial assets at amortised cost would be appropriate in the light of its business model and have confirmed the Company's positive intention and ability to hold these financial assets to collect contractual cash flows.

Key sources of estimation uncertainty:

The following are the key assumptions concerning the future, and other key sources of estimation of uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment :

Investments in property, plant and equipment and intangible assets are reviewed for impairment whenever events and changes in circumstances indicate that the carrying value may not be fully recoverable or at least annually. Future cash flow estimates of Cash Generating Units which are used to calculate the asset's fair value are based on expectations about future operations primarily comprising estimates about production and sales volumes, commodity prices, reserves and resources, operating rehabilitations and restoration costs and capital expenditure.

Useful lives of property, plant and equipment:

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Obligation for post-employment benefit Liability:

Liability for post-employment benefit and long-term employee benefit is based on valuation by the actuary which is in turn based on realistic actuarial assumptions.

Provisions & Contingent Liabilities:

The amount recognised as a provision, including tax, legal, restoration and rehabilitation, contractual and other exposures or obligations is the best estimate of the consideration required to settle the related liability, including any interest charges, taking into account the risks and uncertainties surrounding the obligation. The Company assess its liabilities and contingent liabilities based upon the best information available, relevant tax and other laws, contingencies involved and other appropriate requirements.

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Notes to the financial statements

Note 2 - Property, Plant and Equipment, Right-of-use Assets and Intangible Assets

	Plant & Machinery	Buildings	Furniture & Fixtures	Office Equipment	Computer	Vehicle	Total	Right-of-use Assets	Intangible Assets
Tangible Assets									
As at 1st April 2022	1,00,791.86	12,474.83	70.68	132.44	-	-	1,13,469.81	7,980.91	89.10
Additions	45,029.25	2,207.52	45.59	1.11	0.99	373.15	47,657.61	-	-
Disposals	-	-	-	(9.14)	(0.99)	-	(10.13)	-	-
Adjustments	-	-	-	-	-	-	-	-	-
As at 31st March 2023	1,45,821.11	14,682.35	116.27	124.41	-	373.15	1,61,117.29	7,980.91	89.10
Additions	20,627.61	839.72	59.97	8.51	27.54	80.00	21,643.35	-	-
Disposals	(57.58)	-	-	(1.99)	(1.00)	-	(60.57)	-	-
Adjustments	(1,366.55)	-	-	-	-	-	(1,366.55)	-	-
As at 31st March 2024	1,65,024.59	15,522.07	176.24	130.93	26.54	453.15	1,81,333.52	7,980.91	89.10
Accumulated Depreciation									
As at 1st April 2022	32.43	2.91	18.99	46.56	-	-	100.89	264.50	20.02
Depreciation Expense	7,091.48	602.68	24.45	34.28	0.03	29.62	7,782.54	88.11	18.48
Disposals	(21.00)	-	-	(5.31)	(0.03)	-	(26.34)	-	-
Adjustments	-	-	-	-	-	-	-	-	-
As at 31st March 2023	7,102.91	605.59	43.44	75.53	-	29.62	7,857.09	352.61	38.50
Depreciation Expense	8,881.30	677.74	26.72	26.15	5.89	50.68	9,668.48	88.11	18.48
Disposals	(24.00)	-	-	(1.21)	(0.07)	-	(25.28)	-	-
Adjustments	(24.13)	-	-	-	-	-	(24.13)	-	-
As at 31st March 2024	15,936.08	1,283.33	70.16	100.47	5.82	80.30	17,476.16	440.72	56.98
Net Block									
As at 31st March 2023	1,38,718.20	14,076.76	72.83	48.88	-	343.53	1,53,260.20	7,628.30	50.60
As at 31st March 2024	1,49,088.51	14,238.74	106.08	30.46	20.72	372.85	1,63,857.36	7,540.19	32.12

Note:

*It relates to plant & machinery transferred to CWIP.

2a) The Right-of-use assets is a leasehold land from GIDC and all rights/interest thereunder are pledged as security to the bankers under a mortgage.

Assets pledged as security:

2b) All movable and immovable assets including Plant and Machineries and other assets are pledged as security on pari passu basis to the bankers under a mortgage. The Company is not allowed to sell these assets to other entity.

2c) As at March 31, 2024, the Company has carried out impairment review of its Property, Plant and Equipment ("PPE") through external expert to ascertain the recoverable amount of PPE in accordance with Ind AS 36 'Impairment of assets'. Following the expert's assessment, it has been determined by the management that no impairment provision needs to be recognised. This conclusion is based on the fact that the value-in-use, derived through application of discounted cash flow method on the financial projections approved by the Board of Directors, exceeds the carrying amounts of PPE.



Notes to the financial statements

(Rs. In lakhs)

Note No. 3: Future Outlook:

FY 2022-23 was the first year of commercial operation. The Company's performance during the first year was negative due to lower capacity utilisation. During current financial year, the performance, though improved a lot, was low because of fall in caustic soda prices coupled with negative pricing of chlorine due to market condition, which is cyclical in nature. Because of above, there is an erosion of equity by 67% as at end of the year. GNAL has operated at 65% capacity during FY 23-24 and is planning to operate at 90 % to 95% capacity in coming years. GNAL is optimistic that caustic soda prices will go up and negative chlorine prices will be reduced to minimum level. This will result in increase in EBITDA and positive profit in coming years. The Company has taken appropriate measures to improve efficiency in its operations and the same has started yielding results as the Company has been able to reduce the losses and achieved positive EBITDA during the current year. In order to manage cash flow requirement, The Board of Directors has approved issuance of Compulsorily Convertible Debentures (CCD), which is expected to be issued in next couple of months.

Note No. 4: Capital Work-in-progress:

Particulars	As at 31.03.2024	As at 31.03.2023
Capital Work-in-progress	7,498.12	20,514.97
	7,498.12	20,514.97

Assets pledged as security:

- a) All movable and Immovable assets including Plant and Machineries and other assets are pledged as security on pari passu basis to the bankers under a mortgage.
b) Capital Work in Progress mentioned above includes the following amounts capitalised during the year in the course of construction:

Particulars	During the year ended 31.03.24	During the year ended 31.03.23
Finance Costs	341.85	1,942.13
Project Insurance and Consultancy fees	-	674.36
Foreign Exchange Loss / (Gain)	-	342.02
	341.85	2,958.51

Capital Work-in-progress Ageing Schedule:

Particulars	As at 31.03.2024			As at 31.03.2023	
	Projects in Progress	Projects temporarily suspended	Projects in Progress	Projects temporarily suspended	
Less than 1 year	2,701.38	-	79.66	-	
1 year to 2 years	1,853.28	-	12,545.51	-	
2 years to 3 years	1,623.68	-	7,889.80	-	
More than 3 years	1,319.78	-	-	-	
	7,498.12	-	20,514.97	-	
Total:		7,498.12		20,514.97	

Completion Schedule as on 31.03.2024

Particulars	To be completed in			
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years
SRS, Hydrogen Supply equipment & pipeline and Clarifier	7,498.12	-	-	-
	-	-	-	-

The project scheduled to be completed in FY 2024-25

Completion Schedule as on 31.03.2023

Particulars	To be completed in			
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years
800 TPD caustic soda plant with 2*65	20,514.97	-	-	-
	20,514.97	-	-	-

The project scheduled to be completed in FY 2022-23, is delayed and is expected to be capilised in FY 2023-24.

Capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan as at 31.03.2024

Particulars	To be completed in			
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years
i)Project in Progress	-	-	-	-
ii)Projects temporarily suspended	-	-	-	-

Note No. 5: Financial Assets : Others:

Particulars	As at 31.03.2024	As at 31.03.2023
A.Non Current		
Security Deposits	765.52	765.52
Total other non-current financial assets	765.52	765.52
Particulars	As at 31.03.2024	As at 31.03.2023
B.Current		
Security deposits	30.34	62.34
Interest Receivable	315.76	127.90
Others	0.85	1.69
Total other current financial assets	346.95	191.93

Note No. 6: Income tax Assets/Liabilities

Particulars	As at 31.03.2024	As at 31.03.2023
A.Non-current		
Income Tax Assets Net	-	-
Income Tax Liabilities Net	-	-
Total Non current income tax	-	-



Notes to the financial statements

(Rs. In lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
B. Current		
Income Tax Assets Net	-	-
Income Tax Liabilities Net	-	-
Balance with Govt Authorities:-		
TDS/TCS Receivable	171.69	267.44
Total current income tax	171.69	267.44

Note No. 7: Other assets

Particulars	As at 31.03.2024	As at 31.03.2023
A. Non Current		
Capital advances	1,501.32	1,609.13
Prepaid Expenses	17.72	19.01
Total other non-current assets	1,519.04	1,628.14
B. Current		
Advances to suppliers and service providers	392.43	-
Prepaid Expenses	31.56	-
Expenses paid in advance	-	889.66
Advance with Govt. authorities		
GST Receivable	21,218.95	24,361.40
Others		
Export incentive Receivable	131.01	-
Other Receivable	1,161.80	-
Total other current assets	22,935.75	25,251.06

Note No 8. Inventories:

Particulars	As at 31.03.2024	As at 31.03.2023
Raw Materials	1,040.33	890.35
Coal and Fuel oil	1,111.85	1,066.84
Work-in-process	90.56	106.24
Finished goods	2,109.34	2,503.46
Stock of Spares and consumables	1,253.10	286.75
Total inventories	5,605.18	4,853.64

Note:

8.1 Inventories are hypothecated/pledged against cash credit facility availed from Banks.

8.2 In addition, inventories of finished goods have been reduced by INR 662.22 Lakhs (31st March 2023: INR 528.14 Lakhs) as a result of the write-down to net realisable value.

8.3 Finished goods include CS Flakes of Rs.95.32 Lakhs kept at port for export purpose.

Note No. 9: Trade Receivable

Particulars	As at 31.03.2024	As at 31.03.2023
A. Non Current		
a) Secured, Considered Good	-	-
b) Un-Secured:		
Considered Good	-	-
c) Which has significant increase in credit risk	-	-
d) Credit impaired	-	-
Less Loss allowance	-	-
Total Non Current Trade receivable	-	-
B. Current		
a) Secured, Considered Good	-	-
b) Un-Secured:		
Considered Good	8,569.42	8,013.48
Considered doubtful	-	-
c) Which has significant increase in credit risk	-	-
d) Credit impaired	-	-
Less Loss allowance	-	-
Total Current Trade receivable	8,569.42	8,013.48

Note.

9.1 Trade Receivable are hypothecated/pledged against cash credit facility availed from Banks.

9.2 of the above trade receivable from related parties are of Rs 5539.78 Lakhs (31st March 2023 INR 4737.06 Lakhs)

Trade Receivable: Ageing Schedule:

Particulars	Outstanding for following periods from due date of payments					
	(i) Undisputed Trade receivables - considered good	(ii) Undisputed Trade Receivables - which have significant increase in credit risk	(iii) Undisputed Trade Receivables - credit impaired	(iv) Disputed Trade Receivables - considered good	(v) Disputed Trade Receivables - which have significant increase in credit risk	(vi) Disputed Trade Receivables - credit impaired
Not Due	3,200.90	-	-	-	-	-



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Notes to the financial statements

(Rs. In lakhs)

Less than 6 Months	5,368.52	-	-	-	-	-
Less than 1 year	-	-	-	-	-	-
1 year to 2 years	-	-	-	-	-	-
2 years to 3 years	-	-	-	-	-	-
More than 3 years	-	-	-	-	-	-
Total:	8,569.42	-	-	-	-	-

Trade Receivable: Ageing Schedule:

As at 31.03.2023

Particulars	Outstanding for following periods from due date of payments					
	(i) Undisputed Trade receivables - considered good	(ii) Undisputed Trade Receivables - which have significant increase in credit risk	(iii) Undisputed Trade Receivables - credit impaired	(iv) Disputed Trade Receivables - considered good	(v) Disputed Trade Receivables - which have significant increase in credit risk	(vi) Disputed Trade Receivables - credit impaired
Not Due	7429.32	-	-	-	-	-
Less than 6 Months	584.16	-	-	-	-	-
6 Months to 1 Year	-	-	-	-	-	-
1 year to 2 years	-	-	-	-	-	-
2 years to 3 years	-	-	-	-	-	-
More than 3 years	-	-	-	-	-	-
Total:	8013.48	-	-	-	-	-

Note No. 10A: Cash and Cash Equivalents (at amortised cost)

Particulars	As at 31.03.2024	As at 31.03.2023
a) Balance with Banks		
i) In current account	7.56	582.00
Total Cash and Cash Equivalents	7.56	582.00

Note No. 10B: Other Bank balances (at amortised cost)

Particulars	As at 31.03.2024	As at 31.03.2023
a) In deposit account (having original maturity between 3-12 months)		
b) Earmarked balance with scheduled banks	11,234.35	20,497.16
Total	11,234.35	20,497.16

The above include: (a) Rs. 161.09 lakhs held as margin money against issuance of BG of equivalent amount of Rs.615.84 Lakhs and b)Rs.5937.30 Lakhs is held as Flexi Fixed Deposit held for capital payment c) Rs.5135.96 Lakhs is kept as Fixed deposit in compliance with DSRA.(c) Balance of Rs.7.56 Lakhs in current account is amount of rupee term loan from PNB, which will be used for capital payment only.

Note No. 11: Equity Share Capital

Particulars	As at 31.03.2024	As at 31.03.2023
Authorized:		
69,00,00,000 (Previous year 69,00,00,000) equity shares of Rs.10 each	69,000.00	69,000.00
Issued, subscribed and paid up:		
69,00,00,000 (Previous year 69,00,00,000) equity shares of Rs.10 each	69,000.00	69,000.00
Total	69,000.00	69,000.00

Reconciliation of number of equity shares outstanding at the beginning and at the end of reporting period is as under:

Particulars	No. of Shares	Share Capital (Rs.in lakhs)
As at 1st April 2022	69,00,00,000	69,000.00
Additions	-	-
As at 31st March 2023	69,00,00,000	69,000.00
Additions	-	-
As at 31st March 2024	69,00,00,000	69,000.00

Details of aggregate number of equity shares issued for consideration other than cash:

Particulars	Face Value	Year of Issue
39,88,27,334 (PY 39,88,27,334) equity shares of Rs.10 each	Rs. 10 each	2017-18

*Equity Shares was issued to GACL in lieu of cost of 39.1 hectares of land at DII/9, PCPIR Zone of Gujarat Industrial Estate, Dahej, Gujarat.

Details of Shareholder holding more than 5 percent share in Company:

Particulars	As at 31st March 2024		As at 31st March 2023	
	No. of shares	Extent of Holding	No. of shares	Extent of Holding
GACL	41,40,00,000	60.00%	41,40,00,000	60.00%
NALCO	27,60,00,000	40.00%	27,60,00,000	40.00%



Notes to the financial statements

(Rs. In lakhs)

Right, Preferences and restrictions attached to Equity Shares

For all matters submitted to vote in a shareholders meeting of the Company every holder of an equity share as reflected in the records of the Company on the date of the shareholders meeting shall have one vote in respect of each share held. Any dividend declared by the company shall be paid to each holder of Equity shares in proportion to the number of shares held to total equity shares outstanding as on that date. In the event of liquidation of the Company all preferential amounts, if any, shall be discharged by the Company. The remaining assets of the Company shall be distributed to the holders of equity shares in proportion to the number of shares held to the total equity shares outstanding as on that date.

Shareholding of promoters

Promoters Name	As at 31st March, 2024			As at 31st March, 2023		
	No of Shares	% of total shares	% change	No of Shares	% of total shares	% change
Equity Shares with voting rights						
Gujarat Chemicals and Alkalies Limited	41,40,00,000	60%	Nil	41,40,00,000	60%	Nil
National Aluminium Company Limited	27,60,00,000	40%	Nil	27,60,00,000	40%	Nil
Total:	69,00,00,000	100%	-	69,00,00,000	100%	-

Note No. 12: Other Equity

Particulars	As at 31.03.2024	As at 31.03.2023
Retained Earnings	(45,972.65)	(28,540.29)
Total	(45,972.65)	(28,540.29)

Movement in Other Equity

Particulars	As at 31.03.2024	As at 31.03.2023
Balance at beginning of the year	(28,540.29)	(859.18)
Profit / (loss) for the year	(17,433.33)	(27,681.11)
Other comprehensive Income	0.97	-
Balance at end of the year	(45,972.65)	(28,540.29)

Note No. 13A: Non Current Borrowings

Particulars	As at 31.03.2024	As at 31.03.2023
Secured Bank loan at amortised cost		
Rupee Term Loan from Punjab National Bank	67,941.52	77,691.92
Rupee Term Loan from Bank of Baroda	-	-
USD ECB from State bank of India	56,593.21	73,752.11
Unsecured Loan from Financial Institution		
GSFS Loan	21,093.75	-
Balance at end of the year	1,45,628.48	1,51,444.03

Nature of Security for Rupee term loan from PNB and USD ECB from State bank of India-

1. First charge on pari passu basis by way of mortgage / assignment / charge, both present and future, of (a) all movable and immovable assets; (b) benefits and claims on project contracts; and (c) all bank accounts.
2. Second charge by way of hypothecation on all current assets of the company.

Reconciliation of change in borrowing from financial activities - RTL from PNB

Particulars	As at 31.03.2024	As at 31.03.2023
Opening balance	87,469.52	77,447.64
Proceeds raised	-	10,000.00
Repayment of borrowing	(9,777.91)	-
Non-cash changes (EIR and interest payable)	7,014.54	6,069.33
Interest Paid	(6,987.03)	(6,047.45)
Balance at end of the year	77,719.12	87,469.52

Reconciliation of change in borrowing from financial activities - USD ECB from SBI

Particulars	As at		As at 31.03.2024	As at 31.03.2023
	31.03.2024	As at 31.03.2023		
Opening balance	100,000,000 USD	100,000,000 USD	81,992.11	75,504.11
Proceeds raised	-	-	-	-
Repayment of borrowing	10,000,000 USD	-	(8,333.60)	-
Non-cash changes (EIR, FC gain/loss and interest payable)	-	-	6,873.49	10,221.71
Interest Paid	-	-	(5,542.40)	(3,733.71)
Balance at end of the year	90,000,000 USD	100,000,000 USD	74,989.60	81,992.11

Reconciliation of change in borrowing from financial activities -Unsecured Loan from BOB

Particulars	As at 31.03.2024	As at 31.03.2023
Opening balance	-	-
Proceeds raised	7,000.00	-
Repayment of borrowing	(7,000.00)	-
Non-cash changes (EIR and interest payable)	294.39	-
Interest Paid	(294.39)	-
Balance at end of the year	-	-

Reconciliation of change in borrowing from financial activities - GSFS Loan

Particulars	As at 31.03.2024	As at 31.03.2023
Opening balance	-	-
Proceeds raised	22,500.00	-
Repayment of borrowing	-	-
Non-cash changes (EIR and interest payable)	314.07	-
Interest Paid	(314.07)	-
Balance at end of the year	22,500.00	-



Notes to the financial statements

(Rs. In lakhs)

Nature of Security for Rupee term loan from PNB and USD ECB from State bank of India-

1. First charge on pari passu basis by way of mortgage / assignment / charge, both present and future, of (a) all movable and immovable assets; (b) benefits and claims on project contracts; and (c) all bank accounts.
2. Second charge by way of hypothecation on all current assets of the company.

The terms of repayment of the above loans are as follows:

Particulars	Year ended	No. of instalments after the Balance Sheet date	Amount of each instalment
Punjab National Bank	31.3.2024	32 quarterly instalments	2,444.44
Commencement of repayment of principal - 30th April 2023 Date of Maturity - 31st January 2032 Rate of Interest - One year PNB MCLR, presently 8.6% & 8.8% % (PY 7.25 %) Interest is payable on monthly basis.			
State Bank of India	31.3.2024	7 half yearly instalments	Variable from 4% to 16% of loan amount
Commencement of repayment of principal - 30th April 2023 Date of Maturity - 30th April 2027 Rate of Interest - 5 days lookback USD Sofar plus 1.728260% (PY - 6 months USD LIBOR plus 1.30 %) Interest is payable on half yearly basis.			
Gujarat State Financial Services Ltd	31.3.2024	16 quarterly instalments	1,406.25
Commencement of repayment of principal - 24th April 2025 Date of Maturity - 25th October 2028 Rate of Interest - 7.25% p.a. Interest is payable on Quarterly basis			

Note No. 13B: Borrowings

Particulars	As at 31.03.2024	As at 31.03.2023
Current Maturities of long term debt		
Rupee Term Loan from Punjab National Bank	9,777.60	9,777.60
USD ECB from State bank of India	18,396.40	8,240.00
Rupee Term Loan from Bank of Baroda	-	-
Rupee Term Loan from GSFS	1,406.25	-
Cash Credit Facilities		
Punjab National Bank	2,788.97	4,237.72
State Bank of India	4,432.49	4,288.83
Balance at end of the year	36,801.71	26,544.15

Nature of Security:

1. CC facilities are secured by hypothecation charge over entire current assets of the company (Present and future) including all stocks of raw materials, stock in progress, finished goods, receivale, packing material, stores, spares & consumables (including goods in transit) ranking 1st Pari-passu with other working capital lenders.
2. Second charge by way of hypothecation on entire fixed asset of the company located at Dahej.

Note No. 14: Trade Payable

Particulars	As at 31.03.2024	As at 31.03.2023
A.Non Current		
Creditors for supplies and services		
-Due to Small and Micro Enterprise	-	-
-Others	-	-
Total Non Current Trade Payable	-	-
Particulars	As at 31.03.2024	As at 31.03.2023
B.Current		
Creditors for supplies and services		
-Due to Small and Micro Enterprise	470.62	1,245.89
-Others	10,409.72	9,778.73
Total Current Trade Payable	10,880.34	11,024.62

Note-

- i) Trade and other payables are subject to confirmation/reconciliation and consequential adjustment, if any.
- ii) On the basis of confirmation obtained from the supplier who have registered themselves under the Micro and Small Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, the following are the details:

Outstanding for following periods from due date of payments

Particulars	As at 31.03.2024	As at 31.03.2023
(a) Principal amount due	470.62	1,245.89
(b) Interest on principal amount due	--	--
(c) Interest and principal amount paid beyond appointment day	--	--
(d) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	--	--
(e) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	--	--



Notes to the financial statements

(Rs. In lakhs)

(f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises

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Trade Payable: Ageing Schedule:

Particulars	Outstanding for following periods from due date of payments			
	MSME	Others	Disputed - MSME	Disputed - others
Not Due	464.29	8,936.05	-	-
Less than 1 year	6.21	1,448.99	-	-
1 year to 2 years	0.12	24.22	-	-
2 years to 3 years	-	0.46	-	-
More than 3 years	-	-	-	-
Total:	470.62	10,409.72	-	-

Particulars	Outstanding for following periods from due date of payments			
	MSME	Others	Disputed - MSME	Disputed - others
Not Due	306.50	6,269.06	-	-
Less than 1 year	935.28	3,503.28	-	-
1 year to 2 years	4.11	6.39	-	-
2 years to 3 years	-	-	-	-
More than 3 years	-	-	-	-
Total:	1,245.89	9,778.73	-	-

Note No. 15: Other Financial Liabilities

Particulars	As at 31.03.2024	As at 31.03.2023
A.Non Current		
Creditors for capital supplies and services		
- Not Due to Small and Micro Enterprise	10.02	-
-Others	147.87	-
Retention Money	3,888.56	-
Earnest Money Deposit	103.38	-
Security Deposit from suppliers	2.50	-
Security Deposit from dealers	608.00	-
Liabilities for Expenses	462.48	-
Total other non current financial liabilities	5,222.81	-
B.Current		
Capital Creditors	-	145.03
Retention Money	1,511.07	6,496.22
Interest accrued but not due	2,557.01	2,210.93
Earnest Money Deposit	206.21	1.18
Security Deposit from suppliers	34.75	-
Security Deposit from dealers	-	-
Liabilities for Expenses	2,761.11	4,497.52
Liabilities of employees	122.37	-
Total other current financial liabilities	7,192.52	13,350.88

Note No. 16: Other Current Liabilities

Particulars	As at 31.03.2024	As at 31.03.2023
Advance from customers	1,002.46	426.93
Statutory dues payable	288.39	160.20
Liabilities of employees	-	93.92
Total	1,290.85	681.05

Note No. 17: Revenue from Operations

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
(1)Sale of products-Manufacturing Operations		
(a) Export		
Caustic Soda Flakes	10,309.31	-
Caustic Soda Lye	1,660.36	-
(a) Domestic		
Caustic Soda Lye	42,884.49	25,777.92
Caustic Soda Flakes	6,465.60	-
Hydrogen Gas	2,010.49	151.46
Hydrochloric Acid	51.83	-
Dilute Sulphuric Acid	43.14	-



Notes to the financial statements

(Rs. In lakhs)

Sodium Hypo	465.31	-
Electricity	4,683.66	-
Others-Chlorine	(407.85)	(2,867.26)
Utilities	9,103.33	4,103.35
(2) Other Operating Income		
Sales of Scrap	51.25	21.28
Service Charge	34.65	5.36
Export Incentive	198.15	-
Freight Outward Recovered	49.80	17.58
Others	7.67	37.08
Total	77,611.19	27,246.77

Chlorine and HCL is currently not having positive pricing and being disposed off by paying charges called as "Facilitation charges". Such facilitation charges, which was earlier accounted as negative sales income in the previous year, has now been accounted under other expenses.

Note No. 18: Other Income

Particulars	For the year ended	For the year ended
	31.03.2024	31.03.2023
Interest Income	1,174.80	1,002.70
Electricity Duty Exemption income	760.63	-
Other Income	1.11	3.21
Total	1,936.54	1,005.91

Note No. 19: Cost of Material Consumed

Particulars	For the year ended	For the year ended
	31.03.2024	31.03.2023
Raw Material		
Alfa Cellulose	154.41	113.60
Barium Carbonate	730.60	272.55
Coal	34,560.80	17,228.60
Light Diesel Oil	34.02	1,809.37
Lignite	704.04	-
Soda Ash	224.56	181.79
Salt	7,235.96	3,191.80
Others	463.48	62.17
Total	44,107.87	22,859.88

Note No. 20: Changes in inventories of finished goods, work-in-progress

Particulars	For the year ended	For the year ended
	31.03.2024	31.03.2023
Closing Stock :		
Finished Goods		
Caustic Soda Lye	1,732.59	2,477.63
Caustic Soda Flakes	351.94	106.24
Others	24.81	25.83
Process Stock	90.56	-
	2,199.90	2,609.70
Less :- Opening Stock :		
Finished Goods		
Caustic Soda Lye	2,477.63	-
Caustic Soda Flakes	-	-
Others	25.83	-
Process Stock	106.24	-
	2,609.70	-
Net (increase) / decrease	409.80	(2,609.70)

Note No. 21: Employee Benefit Expenses

Particulars	For the year ended	For the year ended
	31.03.2024	31.03.2023
Salaries and allowances	1,093.79	776.88
Contribution to provident and other funds	44.50	24.59
Staff Welfare Expenses	31.24	29.63
Total	1,169.53	831.10

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code become effective.

Defined Contribution Plan

An amount of Rs. 44.5 Lakhs (FY 2022-23 Rs.24.59 Lakhs) contributed to Provident Fund is recognised as expense and included in Employee Benefits expenses (Note-22) of Statement of Profit & Loss.

Defined Benefit Plan

The company offers the following employees benefit schemes to its employees-

i) Gratuity

The Employee benefit plans typically expose the company to actuarial risk such as investment risk, interest risk, longevity risk and salary risk-

Investment Risk

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian Rupees. If the actual return on plan asset is below this rate, it will create a plan deficit

Interest Risk

A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity Risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary Risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The principal assumptions used for the purpose of actuarial valuations were as follows-	
	Valuation as at
	31-03-2024
Discount Rate	7.40%
Expected rate of salary increase	7.00%
Mortality	IALM 2012-14 ULTIMATE
Attrition Rate	5% at younger ages and 1% at older ages

Amount recognised in statement of profit and loss in respect of these defined benefit plans are as follows-

	Year ending 31.03.2024 (Rs. In Lakhs)
Present Value of Benefit Obligation on 1-4-2023	22.04
Current Service cost	16.49
Interest cost	1.63
Benefits paid	-
Actuarial losses (gains)	-0.97
Present Value of Benefit Obligation on 31-3-2024	0.00

Components recognised as expense in Statement of Profit & Loss

	For the Year (Rs. In Lakhs)
Service Cost	6.44

Components of defined benefit cost recognised in other comprehensive income

	For the Year (Rs. In Lakhs)
Actuarial Gain	-0.97

Actuarial valuation was made for the first time as on 31.03.2024. Therefore previous years figure has not been given.

Sensitivity Analysis of Defined Benefit Obligation with reference to Key Assumptions-	Present value of obligation (Rs. In Lakhs)
Discount Rate - 1 percent increase	34.89
Discount Rate - 1 percent decrease	44.43
Salary Escalation Rate - 1 percent increase	44.39
Salary Escalation Rate - 1 percent decrease	34.84
Withdrawal Rate - 1 percent increase	39.37
Withdrawal Rate - 1 percent decrease	38.99

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using projected unit credit method at the end of the reporting period, which is same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

Note No. 22: Depreciation & Amortisation:

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Depreciation on PPE	9,644.35	7,782.54
Amortisation of Right-of-use assets	88.11	88.11
Amortisation of Intangible assets	18.48	18.48
Total	9,750.94	7,889.13

Note No. 23: Finance Cost

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Interest Expenses		
On Term Loans	13,513.83	9,775.22
On Cash Credit	592.04	275.61
Other borrowing cost	223.95	25.32
Less Capitalized-		
Finance Cost	341.85	1,942.13
Total	13,987.97	8,134.02



Note No. 24: Power & Fuel

Particulars	For the year ended	For the year ended
	31.03.2024	31.03.2023
Electricity	2,750.65	3,496.74
Fuel, Water Charges, LDO	1,722.48	849.95
Total	4,473.13	4,346.69

Note No. 25: Other Expenses

Particulars	For the year ended	For the year ended
	31.03.2024	31.03.2023
O&M Operators Expenses	4,915.25	3,933.61
Consumption of Stores & Spares	559.24	101.85
Packaging Material	335.70	-
Consultancy / Professional fee	52.00	41.15
Vehicle Hiring Expenses	133.09	112.72
Rent	375.64	196.98
Loss on sale on asset	34.11	0.72
Rate & Taxes	22.52	6.81
Travelling Expenses	6.01	6.76
Security Expense	147.04	106.58
Safety & Environment Expense	30.72	16.27
Repair & Maintenance Expense	333.28	764.91
Insurance expenses	316.40	292.31
Transportation Charges	6,994.65	2,158.00
Facilitation Charge	5,467.31	-
Commission on sales	1,645.84	544.63
Other Miscellaneous expenses	442.90	138.89
Forex Exchange variation	1,266.91	6,057.98
Total	23,078.61	14,480.17

Payment to auditors

Particulars	For the year ended	For the year ended
	31.03.2024	31.03.2023
As auditor	2.25	1.90
For other services	0.96	0.60
Total	3.21	2.50

Note No. 26: Tax Expense

Particulars	For the year ended	For the year ended
	31.03.2024	31.03.2023
Current Tax in relation to:		
Current Year	-	-
Deferred Tax	-	-
Total	-	-

"As matter of prudence and in the absence of strong convincing evidence about availability of future taxable profits, deferred tax assets (DTA) on unused tax losses have been not recognised."

The income tax expense for the year can be reconciled to the accounting profit as follows

Particulars	For the year ended	For the year ended
	31.03.2024	31.03.2023
Profit & Loss before tax	(17,433.33)	(27,681.11)
Income tax expense calculated at 27.82 % (PY 27.82)	(4,849.95)	(7,700.89)
Deferred Tax assets on carry forward losses not recognised	4,849.95	7,700.89
Effect of expenses not deductible	-	-
Total	(17,433.33)	(27,681.11)

Note No. 27: Contingent Liabilities not provided for

Particulars	As at 31.03.2024	As at 31.03.2023
	Contingent Liabilities not provided for in respect of :	
Bank Guarantees	1,239.25	659.29
Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	9,079.31	10,149.30
Claims of contractors and suppliers	-	-
Total	10,318.56	10,808.59

Note No. 28: Earning per share

Particulars	For the year ended	For the year ended
	31.03.2024	31.03.2023
Profit after tax for the year attributable to equity shareholders (Rs. In Lakhs)	(17,433.33)	(27,681.11)
Weighted average number of equity shares (in Nos.)	69,00,00,000	69,00,00,000
Basic and Diluted earnings per equity share (in Rs.)	(2.53)	(4.01)
Face Value per equity share (in Rs.)	10.00	10.00



Notes to the financial statements

(Rs. In lakhs)

Note No. 29: Leases

As lessee

Disclosure regarding lease:

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Depreciation/amortisation charge for right-of-use assets by class of underlying asset	88.11	88.11
Interest expense on lease liabilities	-	-

B: Short term Lease:

The Company has obtained certain office premises for its business operations which are not non-cancellable under leave and license agreement and are renewable by mutual consent on mutually agreeable terms. The Company has given refundable interest free security deposits in accordance with the agreed terms. These refundable security deposits have not been valued at amortised cost under relevant Ind AS, because of small value in nature.

Lease payments during the year:

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Lease payments	34.11	196.40

As Lessor:

The company has not given any asset on lease.

Note No. 30: Related party disclosure:

Name of the related party and description of their relationship as under:

Name of Related Parties	Nature of Relationship
Gujarat Alkalies and Chemicals Ltd.	Joint Venturer
National Aluminum Company Ltd.	Joint Venturer
Gujarat Energy Transmission Corporation Limited	Entity in which KMP has significant influence
Gujarat Chemical Port Limited	Entity in which KMP has significant influence
Sri K K Panda - Vice Chairman	Key Management Personnel (KMP) up to 30.06.2023
Sri Jayesh Shah - CEO	Key Management Personnel (KMP) w.e.f 01.09.2022 upto 31.07.2023
Sri Jayesh Thakkar - CFO	Key Management Personnel (KMP) w.e.f 24.01.2023 upto 25.07.2023
Sri N B Tripathy - CFO	Key Management Personnel (KMP) w.e.f 25.07.2023
Sri K R Vaidya - CEO	Key Management Personnel (KMP) w.e.f 01.08.2023
Sri Jaymeen Patel - CS	Key Management Personnel (KMP) w.e.f 08.07.2022
Sri Pankaj Mittal - Director	Key Management Personnel (KMP) w.e.f 07.07.2022
Sri Swaroop P. IAS, Chairman	Key Management Personnel (KMP) w.e.f. 09.08.2022
Sri B D Mohanty- Director	Key Management Personnel (KMP) w.e.f. 01.09.2022
Smt Tamanna Patel - Director	Key Management Personnel (KMP) w.e.f. 01.05.2023
Sri Srimanta Panda- Director	Key Management Personnel (KMP) w.e.f. 15.07.2023

The following transactions were carried out with the related parties in ordinary course of business during the year:

Nature of Transaction	For the year ended 31.03.2024	For the year ended 31.03.2023
(Rs. In lakhs)		
A. Joint Venturer		
Expenses incurred by GNAL and reimbursed / to be reimbursed:		
Rent and electricity charges paid for office	5.25	8.31
Rent-Other	213.54	188.09
Purchase of Materials-GACL	177.01	1,164.40
Purchase of Services-GACL	4,211.11	-
Purchase of Materials / Services-NALCO	-	-
Sale of Materials / Services-NALCO	29,639.83	10,401.04
Sale of Materials / Services-GACL	13,616.65	5,693.98
Total :	47,863.39	17,455.81
Expenses incurred by GACL and reimbursed / to be reimbursed:	-	-
Expenses incurred by NALCO and reimbursed / to be reimbursed: (Salary of Emp)	-	76.80

Balances payable as at the end of the year

Particulars	As at 31.03.2024	As at 31.03.2023
Gujarat Alkalies and Chemicals Ltd.	1,358.24	3,204.09
National Aluminum Company Ltd.	-	76.79
GETCO	24.31	-
Total	1,382.55	3,280.88

Balance receivable as at the end of the year

Particulars	As at 31.03.2024	As at 31.03.2023
National Aluminum Company Ltd.	2,540.03	3,452.41
Gujarat Alkalies and Chemicals Ltd.	2,999.75	1,284.65
Total	5,539.78	4,737.06



Advance given at the end of the year

Particulars	As at 31.03.2024	As at 31.03.2023
GETCO (Advance given)	57.31	73.74
Total	57.31	73.74

	For the year ended 31.03.2024	For the year ended 31.03.2023
B. Key Management Personnel :		
Director's - Incidental expenses:		
Sri H R Patel - Chairman	-	0.075
Sri K K Panda, Vice chairman	0.025	0.100
Sri S S Bhatt - Director	-	0.075
Sri Swaroop P IAS - Chairman	0.125	0.075
Smt. Sonali Jingar - Director	-	0.050
Sri Pankaj Mittal - Director	0.125	0.125
Sri B.D. Mohanty - Director	0.100	0.075
Sri Srimanta Panda - Director	0.100	-
Smt. Tamanna Kirankumar Patel - Director	0.100	-
Smt. Binuta Patra - Director	-	0.075
Total	0.575	0.650
KMP remuneration and deputation allowance		
Sri Ketan Shah, CEO	-	24.36
Sri Kirti Vaidya, CEO	19.96	-
Sri N B Tripathy, CFO	19.48	2.30
Sri M V Mistry, Company secretary	-	0.94
Sri Jayesh Shah, CEO	14.96	21.94
Sri Jayesh Thakkar, CFO	6.10	4.17
Sri Jaymeen Patel , Company secretary	13.14	9.79
Total	73.64	63.50

Note No. 31: Segment Reporting

The company operations fall under single segment namely "Chemicals" hence no separate disclosure of segment reporting is required to be made as required under INDAS 108 'Operating Segments'

Segment revenue from chemicals represent revenue generated from external customers which is attributable to the company's country of domicile i.e. India and external customer outside india as under-

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Revenue from Operations-		
Within India	73,335.38	27,246.77
Outside India	4,275.81	-
Total	77,611.19	27,246.77

Particulars	As at 31.03.2024	As at 31.03.2023
Carrying value of Segment Asset		
Within India	2,30,083.25	2,43,504.44
Outside India	-	-
Total	2,30,083.25	2,43,504.44

Three customers individually contribute more than 10% of the entity's revenues. The total revenue from such entities is given below-

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
Customer-1	29,639.83	11,239.56
Customer-2	13,616.65	8,814.19
Customer-3	-	4,630.30
Total	43,256.48	24,684.05

Note No. 32: Financial Instrument disclosure:

Capital Management

The capital structure of the Company consists of both equity and debt. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

Management of the Company reviews the capital structure on a regular basis. As part of this review, the management considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity.

Categories of Financial Instruments:

Particulars	As at 31.03.2024	As at 31.03.2023
Financial Assets		
Measured at Amortised Cost		
a. Trade Receivables	8,569.42	8,013.48
b. Cash and Cash equivalents	7.56	582.00



Notes to the financial statements		(Rs. In lakhs)
c. Other Bank Balances	11,234.35	20,497.16
d. Other Financial Assets	1,112.47	957.45
Total Financial Assets	20,923.80	30,050.09

Financial Liabilities

Measured at Amortised Cost

a. Borrowings	1,82,430.19	1,77,988.18
b. Trade Payables	10,880.34	11,024.62
c. Other Financial Liabilities	12,415.33	13,350.88

Total Financial Liabilities	2,05,725.86	2,02,363.68
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Financial Risk Management

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's capex operations. The Company's principal financial assets include deposits and cash and cash equivalents.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The senior Management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

a. Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. The major components of market risk are price risk and interest rate risk.

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Company currently has not hedged any External Commercial Borrowings (ECBs). The Company performs an analysis of the impact of not hedging its ECBs. This has been done by comparing the actual cash outflows related to ECBs under current unhedged conditions in the past vis-a-vis the scenario of complete hedging of individual ECB on the disbursement day through quotes provided by the banks. Further, the Company parks its earnings in foreign currency in Exchange Earners Foreign Currency (EEFC) account and discharges its obligations in case of foreign currency loans out of the said account.

b. Foreign Currency Risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters. Further, the Company parks its earnings in foreign currency in Exchange Earners Foreign Currency (EEFC) account and discharges its obligations in case of foreign currency loans and towards import obligations out of the said account.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities are restated at the end of each quarter. The same at the end of the reporting period are as follows :

Particulars	As at 31.03.2024	As at 31.03.2023
Financial Liabilities		
ECB Borrowings	77,546.26	81,992.11
Payables for imports	3.90	1.25
Financial Assets		
Receivables for export	802.98	-
Total	76,747.18	81,993.36

Foreign Currency Sensitivity:

The Company is principally exposed to foreign currency risk against USD. Sensitivity of profit or loss arises mainly from USD denominated receivables and payables.

As per management's assessment of reasonable possible changes in the exchange rate of +/- 5% between USD-INR, EURO-INR currency pair, sensitivity of profit or loss only on outstanding foreign currency denominated monetary items at the period end is presented below:

Particulars	As at 31.03.2024	As at 31.03.2023
Financial Liabilities		
Weakening of INR by 5%	3,877.51	4,099.67
Strengthening of INR by 5%	-3,877.51	-4,099.67
Financial Assets		
Weakening of INR by 5%	-40.15	-
Strengthening of INR by 5%	40.15	-

Investment of short-term surplus funds of the Company in liquid schemes of fixed deposits and mutual funds provides high level of liquidity from a portfolio of money market securities.

ii. Interest Rate Risk

The Company's main interest rate risk arises from the borrowings having floating interest rates. The floating interest rates on Long term borrowings are carried at amortised cost. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates for instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

c. Liquidity Risk

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages its funds mainly from capital infusion and borrowings.



Notes to the financial statements

(Rs. In lakhs)

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cashflows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company maybe required to pay.

(Rs. in lakhs)

Particulars	Within 1 year	1 year - 3 years	more than 3 years	Total
As at 31 March 2024				
a. Borrowings	36,801.71	1,03,069.53	42,930.30	1,82,801.54
b. Trade Payables	10,880.34	-	-	10,880.34
c. Other Financial Liabilities	6,967.74	5,447.59	-	12,415.33
d. Other Liabilities	1,290.86	-	-	1,290.86
Total	55,940.65	1,08,517.12	42,930.30	2,07,388.07
As at 31 March 2023				
a. Borrowings	26,544.15	82,069.33	69,912.89	1,78,526.37
b. Trade Payables	11,024.62	-	-	11,024.62
c. Other Financial Liabilities	13,350.88	-	-	13,350.88
Total	50,919.65	82,069.33	69,912.89	2,02,901.87

The Company has availed long term credit facilities of Rs.880 crs RTL, 100 million USD (PY 880 crs RTL and 100 million USD) and Rs.250 Crs (PY-NIL) from GSFS. In addition, the company has availed short term working capital facilities of Rs.160 crs (PY - 160 crs). The used and unused credit facilities at the end of the reporting year are mentioned below. The Company expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets.

Long Term Credit Facilities:

Particulars	As at 31.03.2024	As at 31.03.2023
Secured Loan from Banks		
Rupee Term Loan from PNB		(Rs. in lakhs)
Amount used	88,000.00	87,600.00
Amount unused	-	-
USD Term Loan, ECB from SBI		In million USD
Amount used	100.00	100.00
Amount unused	-	-
Unsecured Loan from Financial Institution		
GSFS Loan		(Rs. in lakhs)
Amount used	225.00	-
Amount unused	25.00	-

Short Term Credit Facilities:

Particulars	As at 31.03.2024	As at 31.03.2023
Working capital Loan from SBI	(Rs. in lakhs)	(Rs. in lakhs)
Fund & Non fund Based	8,000.00	8,000.00
Amount used	4,733.57	4,288.83
Amount unused	3,266.43	3,711.17
Working capital Loan from PNB	(Rs. in lakhs)	(Rs. in lakhs)
Fund & Non fund Based	8,000.00	8,000.00
Amount used	3,846.80	4,897.01
Amount Unused	4,153.20	3,102.99

Nature of Security:

1. CC facilities are secured by hypothecation charge over entire current assets of the company (Present and future) including all stocks of raw materials, stock in progress, finished goods, receivables, packing material, stores, spares & consumables (including goods in transit) ranking 1st Pari-passu with other working capital lenders.
2. Second charge by way of hypothecation on entire fixed asset of the company located at Dahej.

d. Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk off financial loss from defaults. The Company's exposure and wherever appropriate, the credit ratings of its counterparties are continuously monitored and spread amongst various counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the management of the Company. Financial instruments that are subject to concentrations of credit risk, principally consist of balance with banks, investments in mutual funds, other receivables and loans and advances. None of the financial instruments of the Company result in material concentrations of credit risks. Balances with banks were not past due or impaired as at the year end. In other financial assets that are not past dues and not impaired, there were no indication of default in repayment as at the year end.

33. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

34. Corporate Social Responsibilities (CSR):

(i) Expenditure towards Corporate Social Responsibility (CSR) activities:

(a) Gross amount required to be spent by the Company during the year: NIL (Previous Year: NIL)

Notes to the financial statements

(Rs. In lakhs)

35. Borrowing against security assets

Company has borrowing from banks or financial institution on the basis of security of current asset. Details of Qtrly statements of current asset filled by the company with banks or financial institutions & books of accounts are as below-

Quarter	Particulars	Amount as per books of Accounts	Amounts as reported in the quarterly return/Statement	Amount of difference
		(in Rs. Lakhs)	(in Rs. Lakhs)	(in Rs. Lakhs)
1st Qtr	Trade Payables	11,123.34	7,954.75	3,168.59
1st Qtr	Trade Receivables	5,976.93	5,976.93	-
1st Qtr	Inventories	6,914.44	6,914.44	-
2nd Qtr	Trade Payables	11,701.96	7,719.88	3,982.08
2nd Qtr	Trade Receivables	5,203.28	5,203.28	-
2nd Qtr	Inventories	4,376.13	4,376.13	-
3rd Qtr	Trade Payables	8,225.43	7,909.91	315.52
3rd Qtr	Trade Receivables	9,830.86	9,830.86	-
3rd Qtr	Inventories	4,856.32	4,368.54	487.78
4th Qtr	Trade Payables	10,880.34	10,880.34	-
4th Qtr	Trade Receivables	8,569.42	8,569.42	-
4th Qtr	Inventories	5,605.18	5,605.18	-
Reasons for discrepancies				

Quarterly statement reported to bank for 1st, 2nd & 3rd Qtr are not in agreement with books because of non-settlement of GR/IR liabilities. However, in 4th Qtr return submitted to bank there is no such difference.

36. Ratios

Particulars	Numerator	Denominator	31-Mar-24	31-Mar-23
			Ratio	Ratio
Current ratio	Current assets Total	Current Liability Total	0.87	1.16
Debt-equity ratio	Total debt	Shareholders Equity	7.92	4.40
Debt service coverage ratio	Earnings available for debt service	Interest + Installments	0.03	-0.07
Return on equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Equity Shareholder's fund	-0.55	-0.51
Inventory turnover ratio	Cost of goods sold / Average Inventory	Average Inventory	8.51	4.17
Trade receivables turnover ratio	Credit Sales	Average Accounts Receivable	9.36	3.40
Trade payables turnover ratio	Annual Credit Purchases	Average Trade Payables	4.03	2.07
Net capital turnover ratio	Net Sales	Working Capital (PPE+Intangible asset+Working Capital)	2.63	3.38
Net profit ratio	Net Profit	Net Sales	-0.22	-1.02
Return on capital employed	Earning before interest and taxes	Capital Employed	-0.02	-0.09

FY 2022-23 was the initial year of operation of company. GNAL has made a significant improvement in capacity utilisation from 22% in FY 2022-23 to 65% in FY 2023-24. However, substantial global reduction in caustic soda & chlorine prices had a significant impact in the ratios mentioned above.

37. Other statutory information :

- The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any
- On the basis of information available, the company does not have any transactions with struck off companies.
- The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The company has not traded or invested in Crypto currency or Virtual Currency during the year.
- The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- The company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.



Notes to the financial statements

(Rs. In lakhs)

h) There are no Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

38. Previous year's figures are regrouped / reclassified wherever necessary to correspond with current year's classification/ disclosure.

39. Approval of financial statements

The financial statements were approved for issue by the Board of Directors on 22nd May 2024.

For and on behalf of Board of Directors

Sd/-
(J M Patel)
Company Secretary

Sd/-
(N B Tripathy)
Chief Financial Officer

Sd/-
(K R Vaidya)
Chief Executive Officer

Sd/-
(B D Mohanty)
Director

Sd/-
(Pankaj Mittal)
Director

DIN-09706036

DIN-09611373

As per our report of even date attached.

For K C Mehta & Co LLP
Chartered Accountants
FRN - 106237W/W100829

Place: Vadodara
Date: 22.05.2024

Sd/-
(Chhaya M. Dave)
Partner
M No.100434



GACL-NALCO ALKALIES & CHEMICALS PRIVATE LIMITED
(CIN : U24100GJ2015PTC085247)

ATTENDANCE SLIP

I/We _____

Folio No.	
------------------	--

hereby record my/our present at the 9th ANNUAL GENERAL MEETING of the Company held at Board Room, GACL Corporate Building, P.O. Ranoli - 391 350, Dist. Vadodara at 11.30 A.M. on Friday, the 27th September, 2024.

Signature of the Member / Proxy / Representative attending the Meeting _____.

- Notes :** (i) Please handover the Attendance Slip at the entrance to the place of the Meeting.
(ii) Only Members and in their absence, duly appointed proxies will be allowed for the Meeting. Please avoid bringing non-members / children to the Meeting.



GACL-NALCO ALKALIES & CHEMICALS PRIVATE LIMITED
(CIN : U24100GJ2015PTC085247)

Regd. Office : GACL Corporate Building, P.O. Ranoli - 391 350, Dist. Vadodara, GUJARAT(INDIA)
Phone : +91-265-6111000

PROXY FORM

I / We, being the Member(s), holding _____ Shares of the above-named Company, hereby appoint:

- (1) Name _____ Address _____
E-mail ID _____ Signature _____ or failing him
- (2) Name _____ Address _____
E-mail ID _____ Signature _____ or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 9th ANNUAL GENERAL MEETING of the Company to be held on Friday, the 27th September, 2024 at 11.30 A.M. at Board Room, GACL Corporate Building, P.O. Ranoli - 391 350, Dist. Vadodara and at any adjournment thereof in respect of such Resolutions as are indicated below:

Item No.	Resolutions	Optional*	
		For	Against
Ordinary Business:			
1.	Adoption of Audited Financial Statement for Financial Year ended on 31.03.2024.		
2.	Appointment of Shri Pankaj Mittal (DIN: 09611373) as Director of the Company.		
3.	To appoint of Statutory Auditor to fill casual vacancy and for further period of Five (5) years		
Special Business:			
4.	Appointment of Shri Srimanta Panda (DIN: 10238137) as Director liable to retire by rotation.		
5.	Ratification of remuneration payable to M/s. Y. S. Thakar & Co. Cost Accountants for the financial year ended on 31.03.2024 and for financial ending on 31.03.2025.		
6.	Approval for increase in overall Borrowing Limits of the Company as per Section 180 (1)(c) of the Companies Act, 2013.		
7.	Approval for increase in limits under Section 180(1)(a) of the Companies Act, 2013 for creating charge on the assets of the Company.		
8.	Approve and recommend issue and offer of debentures by way of private placement.		
9.	To take on record the valuation report issued by the registered valuer.		
10.	To approve and take on record the conversion right.		

Signed this _____ day of _____, 2023.

Member's Folio No. : _____

Signature of Member(s) _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp of Re.1/-
--

Notes :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 9th ANNUAL GENERAL MEETING.
- *It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all details including details of Member(s) in above box before submission.

---XXX---

