



# GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750. Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

Fax / Registered Post A.D.

NO.SEC/QTR./2016

13<sup>th</sup> May, 2016

Fax No.022 - 22723121-22723719

Fax No.022-26598237-26598238

The Corporate Relationship Department BSE Limited 1st Floor, New Trading Ring Rotunda Bldg., P.J.Towers, Dalal Street Fort, MUMBAI - 400 001	The Manager, Listing Department National Stock Exchange of India Ltd. 'Exchange Plaza', C/1, Block G Bandra-Kurla Complex Bandra (East), MUMBAI - 400 051
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SCRIP CODE: 500690

SYMBOL: GSFC

Dear Sirs,

**Sub:- Notice of the Board Meeting for approval of Annual Accounts and Recommendation of Dividend if any.**

Notice is hereby given pursuant to Regulation 47 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, that a Meeting of the Board of Directors of Gujarat State Fertilizers & Chemicals Limited is scheduled to be held on Tuesday, **the 24<sup>th</sup> May, 2016** for approving the Audited Annual Accounts/ Financial Results of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 and recommendation of Dividend, if any, on the Equity Shares of the Company for the Financial Year 2015-16.

Thanking you,

Yours faithfully,

For Gujarat State Fertilizers & Chemicals Ltd.,

CS V V Vachhrajani  
Company Secretary &  
Vice President (Legal)

E-mail:- vishvesh@gsfcltd.com

Ph. : (0) +91-265-2242451, 2242651, 2242751, 2242641

Fax : +91-265-2240966 - 2240119 • Website : www.gsfclimited.com • e-mail : ho@gsfcltd.com

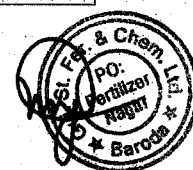
**ISO 9001, ISO 14001, OHSAS 18001 & ISO 50001 Certified Company**

**Report on Corporate Governance  
Regulation 27 (2) of SEBI (LODR) Regulations, 2015**

**1. Name of Listed Entity:** GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED  
**2. Quarter ending:** 31<sup>st</sup> March, 2016

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes



Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**For Gujarat State Fertilizers & Chemicals Ltd.**

**Date: 07/04/2016**  
**Place: Fertilizeranagar**



*Vachhrajani*  
**CS V V Vachhrajani**  
**Company Secretary &**  
**Vice President (Legal)**

**Report on Corporate Governance**  
**Regulation 27 (2) of SEBI (LODR) Regulations, 2015**

1. Name of Listed Entity: **GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED**  
 2. Quarter ending: **31<sup>st</sup> March, 2016**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term / Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Anand Mohan Tiwari	02986260 ABBPT0137D	Managing Director - Executive - Nominee Director	01/02/2016	-	1	1	-
Mr.	Sudip Kumar Nanda (till 31/01/2016)	00315376 ACEPN3226D	Chairperson - Executive - Nominee Director	01/11/2014	-	2	1	-



Mr.	Divyabhash Chandrakant Anjaria	00008639 AABPA9723B	Non-Executive – Independent	16/09/2015	5 years#	2	-	3
Mr.	Vasant Prakash Gandhi	00863653 ABSPG2668K	Non-Executive – Independent	16/09/2015	5 years#	2	2	1
Mr.	Vijai Kumar Kapoor	01084371 AAFPK3550L	Non-Executive – Independent	16/09/2015	5 years#	1	-	-
Mr.	Ajay Narottam Shah	01141239 AAPPS2553M	Non-Executive – Independent	16/09/2015	5 years#	2	1	-
Ms.	Geeta Amit Goradia	00074343 ADDPG4435B	Non-Executive – Independent	16/09/2015	5 years@	3	2	-
Mr.	Dr. JN Singh, IAS	00955107 AYBPS5382C	Non-Executive & Non- Independent Director	25/11/2014	-	4	4	1
Mr.	Lalunmawia Chuango	00032867 ADQPC0768G	Non-Executive & Non- Independent Director	08/04/2015	-	3	2	-

\$ PAN number of any director would not be displayed on the website of Stock Exchange.  
& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* To be filed only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period.

# The appointment as independent directors has been made for the second term of five consecutive years in Annual General Meeting held on 16/09/2015.

@ The appointment as an independent director has been made for first terms of five consecutive years in Annual General Meeting held on 16/09/2015.





III. Meeting of Board of Directors			
Date(s) of the meeting (if any) in the previous quarter	Date(s) of the meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
05/10/2015	21/01/2016	90 Days	
23/10/2015	25/02/2016 31/03/2016		
IV. Meeting of Committees			
Date(s) of meeting of committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 21/01/2016	Yes	23/10/2015	90 Days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
V. Related Party Transactions			
Subject		Compliance Status (Yes / No / NA) refer note below	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	

**Note:**

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee (applicable to the top 100 listed entities): Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: This Report will be placed at the ensuing Board Meeting.

**For GUJARAT STATE FERTILIZERS & CHEMICALS LTD.**



*hachhrajani*

**CS V V VACHHRAJANI  
COMPANY SECRETARY &  
VICE PRESIDENT (LEGAL)**

**Date: 07/04/2016**

**Place: FERTILIZERANAGAR**





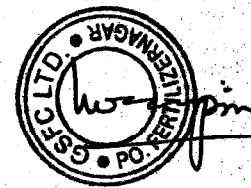
# GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750. Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

**STATEMENT OF INVESTORS' COMPLAINTS  
FOR THE QUARTER ENDED ON 31-03-2016.  
(Pursuant to Regulation 13(3) of SEBI (LODR) Regulations, 2015)**

Sr. No.	Nature of Complaints	Status of Complaints			Pending at the end of the Quarter ended on 31-03-2016
		Opening	Received	Resolved	
	<b>Pending as on 01-01-2016</b>	00	00	00	00
1	Non Receipt of Dividend on Equity Shares	00	01	01	00
2	Non Receipt of Share Certificate after transfer/Endorsement	00	00	00	00
3	Non Receipt of transmission procedure/S/C after transmission /Name Correction	00	00	00	00
4	Loss of Equity Share Certificate	00	00	00	00
5	Non Receipt of Duplicate/ Consolidation share cert/Sub divided/New share cert	00	00	00	00
6	Non Receipt of Exchange Share Certificate	00	03	03	00
7	Non updating of COA /ECS /Bank Details	00	00	00	00
8	Misc.(like non receipt of Annual Report/Non receipt of credit /Rejected s/c /Redemption of deb.	00	01	01	00
9	<b>Complaints received through Stock Exchange/SCORES.</b> - Non Receipt of Dividend - Non Receipt of Annual Report	00	02	02	00
<b>TOTAL</b>		<b>00</b>	<b>06</b>	<b>06</b>	<b>00</b>



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**ISO 9001, ISO 14001, OHSAS 18001 & ISO 50001 Certified Company**