



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750. Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

NO.SEC/Clause-44(3)/2016/

17th September, 2016

The Corporate Relationship Department BSE Limited Dept. of Corporate Services 1st Floor, New Trading Ring P.J.Towers, Dalal Street 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 :- Clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 -Details of voting results of the 54th Annual General Meeting of the Company

The 54th Annual General Meeting (AGM) of Gujarat State Fertilizers & Chemicals Limited was held on Saturday, 17th September, 2016 at 3.00 p.m. at Cultural Centre Auditorium situated at Fertilizernagar Township, Fertilizernagar - 391 750, District Vadodara.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given the opportunity to exercise their right to vote on the Resolutions set out in the Notice of AGM through electronic voting (e-voting) services provided by Central Depository Services Limited (CDSL) during the period commencing from 14th September, 2016 (9.00 AM) to 16th September, 2016 (5.00 PM) and voting by Poll at the venue of the AGM.

All the Resolutions contained in the Notice of the above AGM was approved by requisite majority of shareholder through e-voting and voting by Poll. Accordingly, all the Resolutions are declared to be passed on 17th September, 2016 which is the date of the AGM. In accordance with Clause 44(3), please find herewith the voting results of the 54th Annual General Meeting of the Company held on 17th September, 2016 in the prescribed format alongwith the Scrutinizer's Report for e-voting.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Gujarat State Fertilizers & Chemicals Ltd.,


CS V V Vachhrajani
Company Secretary & Vice President (Legal)
E-mail : vishvesh@gfcltd.com

Encl : As above

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

Details of voting results of the 54th Annual General Meeting of the Company pursuant to Clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015

Date of the AGM/EGM	Saturday, 17th September, 2016
Total number of shareholders on record date	115202
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	2
Public	369
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	0
Public	0



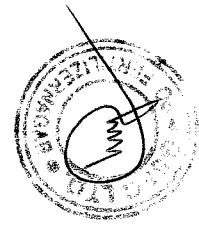
Resolution required: (Ordinary/ Special)		Ordinary- 1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.											
Whether promoter/ promoter group are interested in the agenda/resolution?		No											
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	150799905	150787405	99.9917	150787405	0	100.0000	0.0000	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
	Poll		0	0.0000	0	0	0.0000	0.0000					
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000					
	Total		150787405	99.9917	150787405	0	100.0000	0.0000					
Public-Institutions	E-Voting	132311760	100922133	76.2760	100922133	0	100.0000	0.0000					
	Poll		0	0.0000	0	0	0.0000	0.0000					
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000					
	Total		100922133	76.2760	100922133	0	100.0000	0.0000					
Public Non Institutions	E-Voting	115365865	20026158	17.3588	20024508	1650	99.9918	0.0082					
	Poll		34811	0.0302	34811	0	100.0000	0.0000					
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000					
	Total		20060969	17.3890	20059319	1650	99.9918	0.0082					
Total		398477530	271770507	68.2022	271768857	1650	99.9994	0.0006					



Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution? No

Resolution required: (Ordinary/ Special)		Ordinary- 2. Declaration of Dividend on equity shares for the Financial Year ended on 31st March, 2016.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		150787405	99.9917	150787405	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	150799905	0	0.0000	0	0	0.0000	0.0000
	Total		150787405	99.9917	150787405	0	100.0000	0.0000
Public-Institutions	E-Voting		101090049	76.4029	101090049	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	132311760	0	0.0000	0	0	0.0000	0.0000
	Total		101090049	76.4029	101090049	0	100.0000	0.0000
Public Non Institutions	E-Voting		20026158	17.3588	20025258	900	99.9955	0.0045
	Poll		34660	0.0300	34660	0	100.0000	0.0000
	Postal Ballot (if applicable)	115365865	0	0.0000	0	0	0.0000	0.0000
	Total		20060818	17.3888	20059918	900	99.9955	0.0045
Total		398477530	271938272	68.2443	271937372	900	99.9997	0.0003



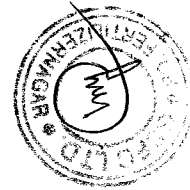
Resolution required: (Ordinary/ Special)									
Ordinary- 3. Re-appointment of Shri Sujit Gulati, who retires by rotation and being eligible, offers himself for reappointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?									
No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	
Promoter and Promoter Group	E-Voting		150787405	99.9917	150787405	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)	150799905	0	0.0000	0	0	0.0000	0.0000	
	Total		150787405	99.9917	150787405	0	100.0000	0.0000	
Public-Institutions	E-Voting		101090049	76.4029	101090049	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)	132311760	0	0.0000	0	0	0.0000	0.0000	
	Total		101090049	76.4029	101090049	0	100.0000	0.0000	
Public Non Institutions	E-Voting		20026158	17.3588	20018517	7641	99.9618	0.0382	
	Poll		34661	0.0300	34661	0	100.0000	0.0000	
	Postal Ballot (if applicable)	115365865	0	0.0000	0	0	0.0000	0.0000	
	Total		20060819	17.3888	20053178	7641	99.9619	0.0381	
Total		398477530	271938273	68.2443	271930632	7641	99.9972	0.0028	



Resolution required: (Ordinary/ Special)

Ordinary - 4. Ratification of appointment and remuneration of statutory auditors.

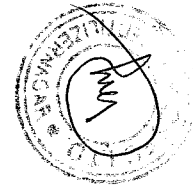
Whether promoter/ promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(4)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		150787405	99.9917	150787405	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	150799905	0	0.0000	0	0	0.0000	0.0000
	Total		150787405	99.9917	150787405	0	100.0000	0.0000
Public-Institutions	E-Voting		101090049	76.4029	86787818	14302231	85.8520	14.1480
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	132311760	0	0.0000	0	0	0.0000	0.0000
	Total		101090049	76.4029	86787818	14302231	85.8520	14.1480
Public Non Institutions	E-Voting		20026158	17.3588	20024408	1750	99.9913	0.0087
	Poll		34660	0.0300	34660	0	100.0000	0.0000
	Postal Ballot (if applicable)	115365865	0	0.0000	0	0	0.0000	0.0000
	Total		20060818	17.3888	20059068	1750	99.9913	0.0087
Total		398477530	271938272	68.2443	257634291	14303981	94.7400	5.2600



Resolution required: (Ordinary/ Special)		Ordinary- 5. Ratification of Remuneration of Cost Auditors for the Financial Year 2016-17.						
Whether promoter/ promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		150787405	99.9917	150787405	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	150799905	0	0.0000	0	0	0.0000	0.0000
	Total		150787405	99.9917	150787405	0	100.0000	0.0000
Public-Institutions	E-Voting		101090049	76.4029	100754996	335053	99.6686	0.3314
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	132311760	0	0.0000	0	0	0.0000	0.0000
	Total		101090049	76.4029	100754996	335053	99.6686	0.3314
Public Non Institutions	E-Voting		20026158	17.3588	20024508	1650	99.9918	0.0082
	Poll		34585	0.0300	34585	0	100.0000	0.0000
	Postal Ballot (if applicable)	115365865	0	0.0000	0	0	0.0000	0.0000
	Total		20060743	17.3888	20059093	1650	99.9918	0.0082
Total		398477530	271938197	68.2443	271601494	336703	99.8762	0.1238



Resolution required: (Ordinary/ Special)		Ordinary- 6. Appointment of Shri A. M. Tiwari as Managing Director and to approve terms and conditions thereof.						
Whether promoter/ promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		150787405	99.9917	150787405	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	150799905	0	0.0000	0	0	0.0000	0.0000
	Total		150787405	99.9917	150787405	0	100.0000	0.0000
Public-Institutions	E-Voting		101090049	76.4029	100577500	512549	99.4930	0.5070
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	132311760	0	0.0000	0	0	0.0000	0.0000
	Total		101090049	76.4029	100577500	512549	99.4930	0.5070
Public Non Institutions	E-Voting		20026158	17.3588	20018517	7641	99.9618	0.0382
	Poll		34585	0.0300	34585	0	100.0000	0.0000
	Postal Ballot (if applicable)	115365865	0	0.0000	0	0	0.0000	0.0000
	Total		20060743	17.3888	20053102	7641	99.9619	0.0381
Total		398477530	271938197	68.2443	271418007	520190	99.8087	0.1913



**CONSOLIDATED SCRUTINIZER'S REPORT
(E-Voting & Poll)**

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

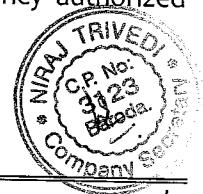
To

The Chairman

Of 54th Annual General Meeting of the Members of
GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED held at
Cultural Center Auditorium,
Fertilizernagar Township,
Fertilizernagar – 391750. Dist. Vadodara
On Saturday, the 17th September, 2016 at 3:00 p.m.

Dear Sir,

1. I, Niraj Trivedi, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of M/s. **Gujarat State Fertilizers & Chemicals Limited** (the Company) at their meeting held on 24th May, 2016, for the purpose of:
 - (i). Scrutinizing the E-Voting process (Remote E-Voting) under the provisions of Section 108 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and
 - (ii). Poll through Polling Papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the said Rules, on the resolutions contained in the Notice to the 54th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on the Saturday, the 17th September, 2016 at 3:00 p.m.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting i.e. by Remote E-Voting and voting by Poll at the AGM for the resolutions contained in the Notice to the 54th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through electronic means i.e. through Remote E-Voting and also through Poll at AGM is restricted to make a consolidated scrutinizer's report of votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by M/s. **Central Depository Services (India) Limited (CDSL)**, the agency authorized under the Rules and on voting by Poll at the AGM.



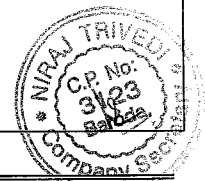
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Practicing Company Secretary

- The Company had availed the Remote E-Voting facility provided by M/s. Central Depository Services (India) Limited (CDSL) for conducting the Remote E-Voting by the shareholders of the Company. The Remote E-Voting period commenced at 9:00 a.m. on 14th September, 2016 and ended at 5:00 p.m. on 16th September, 2016. The Company had provided facilities of Remote E-Voting and Poll was also taken at the meeting by members to exercise their right to vote.
- I, as a Scrutinizer for scrutinizing the entire voting process carried out by electronic means and by poll at the Annual General Meeting have issued two separate Scrutinizer's Reports both dated 17th September, 2016.
- I submit herewith my Consolidated Scrutinizer's Report on the results of voting through electronic mode and voting through poll as under:-

Item No. of the Notice	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid Votes
	Nos.	% of Total Number of Valid Votes cast (Favour and Against)	Nos.	% of Total Number of Valid Votes cast (Favour and Against)	Nos.
Item No. 1: Ordinary Business: To Consider and adopt the Audited Financial Statement for the financial year ended 31 st March, 2016 together with Reports of the Board of Directors and Auditors' thereon.	27,17,68,857	99.99	1,650	0.01	1,78,701
Item No. 2: Ordinary Business: Declaration of Dividend on equity shares for Financial Year ended on 31 st March, 2016.	27,19,37,372	99.99	900	0.01	10,936



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Practicing Company Secretary

Item No. 3: Ordinary Business: Re-appointment of Shri Sujit Gulati, IAS (DIN - 00177274) who retires by rotation and being eligible, offers himself for reappointment.	27,19,30,632	99.99	7,641	0.01	10,935
Item No. 4: Ordinary Business: Ratification of appointment and remuneration of statutory auditors.	25,76,34,291	94.74	1,43,03,981	5.26	10,936
Item No. 5: Special Business: Ordinary Resolution: Ratification of Remuneration of Cost Auditors for the Financial Year 2016 - 2017.	27,16,01,494	99.87	3,36,703	0.13	11,011
Item No. 6: Special Business: Ordinary Resolution: Appointment of Shri A. M. Tiwari, IAS as Managing Director and to approve terms and conditions thereof.	27,14,18,007	99.80	5,20,190	0.20	11,011

The invalid votes are not considered for the purpose of calculating the percentage.



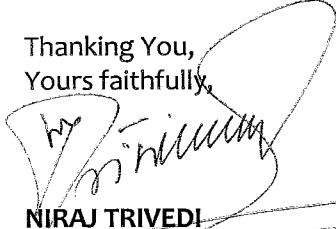
CS NIRAJ TRIVEDI

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Practicing Company Secretary

6. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,
Yours faithfully,



NIRAJ TRIVEDI

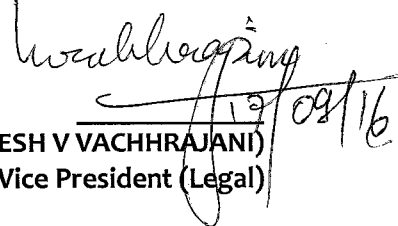
Practicing Company Secretary
FCS - 3844(CP No. 3123)

Place: Vadodara

Date: 17th September, 2016

Countersigned by:

FOR GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED



(CS VISHVESH V VACHHRAJANI)
Company Secretary & Vice President (Legal)