

**SCRUTINIZER'S REPORT - REMOTE E-VOTING**

To

**The Chairman**

Of 53<sup>rd</sup> Annual General Meeting of the Members of  
**GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED** held at  
Cultural Center Auditorium,  
Fertilizernagar Township,  
Fertilizernagar – 391750. Dist. Vadodara  
on Wednesday, the 16<sup>th</sup> September, 2015 at 3:00 p.m.

Dear Sir,

**Sub: Report on the process of Voting through Electronic Means pertaining to the  
Annual General Meeting of M/s. Gujarat State Fertilizers & Chemicals Limited**


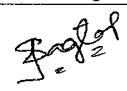
1. I, **Niraj Trivedi**, Practicing Company Secretary having C P No. 3123, have been appointed as a Scrutinizer by the Board of Directors at their meeting held on 14<sup>th</sup> May, 2015 for scrutinizing the voting that will take place through electronic means, in a fair and transparent manner, at the Annual General Meeting of the Company held on 16<sup>th</sup> September, 2015 and also for ascertaining the requisite majority for the resolutions proposed therein.
2. I have scrutinized the voting that has taken place by Remote E-Voting for the Annual General Meeting as provided by the Company to its shareholders.
3. On the said basis, I submit my report as under:-
  - a. The Company has completed the dispatch of notice of the Annual General Meeting containing the process of voting which would take place through electronic means, to the members by permitted mode on 20<sup>th</sup> August, 2015, whose names appeared on the Register of Members/List of beneficiaries as on 07<sup>th</sup> August, 2015.
  - b. The Company provided the facility of voting through electronic means to persons who became members as on 09<sup>th</sup> September, 2015.
  - c. Particulars of all the votes cast by electronic means have been entered in a register separately maintained for the purpose.

# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

**Practicing Company Secretary**

- d. 131 (One Hundred Thirty One) shareholders holding 24,76,61,343 (Twenty Four Crores Seventy Six Lacs Sixty One Thousand Three Hundred Forty Three) Equity Shares casted their votes using Remote E-voting facility.
- e. 91 (Ninety One) shareholders holding 48,336 (Forty Eight Thousand Three Hundred Thirty Six) Equity Shares casted their votes using facility of Ballot Paper as provided by the Company at the General Meeting venue.
- f. All the electronic votes casted up to 5:00 P.M. of 15<sup>th</sup> September, 2015 being a previous day of the Annual General Meeting were considered for my scrutiny (details as per Annexure I).
- g. A member was not allowed to change his/her vote once casted.
- h. All members who were physically present at the Annual General Meeting and already casted their vote using Remote E-Voting were not allowed to vote again at the General Meeting in any manner.
- i. The members who were not opted to vote through Remote E-Voting, were provided with the facility to vote by poll/ ballot papers.
- j. I have obtained a complete record of votes cast by electronic means from Central Depository Services (India) Limited (CDSL), the agency for facilitating electronic platform, which was finalized by me on Wednesday the 16<sup>th</sup> September, 2015 by 04:55 P.M.
- k. I have, immediately after the conclusion of voting at the Annual General Meeting, first counted the votes cast at the meeting through Poll, thereafter unblocked the votes cast through Remote E-Voting, in the presence of the following 2 witnesses who are not in the employment of the Company, namely:

Sr. No.	Name of Witness	Signature of Witness
1.	SAUMYA AGARWAL	
2.	SNEHAL JAGTAP	

4. On proper scrutiny of all the electronic voting records obtained from the aforesaid agency's website, I report the result of Remote E-voting process as under:



218 – 219 – 220, Saffron Complex, Fatehgunj, Vadodara – 390 002, (Gujarat), India. 2/12

Ph.: (O) 091 – 265 - 2784388 (Mob.) 098250 28079 [www.nirajtrivedi-cs.com](http://www.nirajtrivedi-cs.com)

Piece of Mail: [csneerajtrivedi@gmail.com](mailto:csneerajtrivedi@gmail.com)

# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL  
Practicing Company Secretary

Item No. 1: Ordinary Business: Consider and adopt the Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2015 together with Reports of the Board of Directors and Auditors' thereon.

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
Net Valid Votes	131	24,76,61,343	49,53,22,686	62.15
Less: Invalid / abstained Votes#	1	1,03,735	2,07,470	0.02
Net Valid Votes casted	131	24,75,57,608	49,51,15,216	62.13
Votes with Assent	127*	24,68,17,129	49,36,34,258	61.94
Votes with dissent	5*	7,40,479	14,80,958	0.19

# One Shareholder has casted vote partially and balance shares abstained from voting.

\* One Shareholder has casted vote partially in favour and also against the resolution.

Item No. 2: Ordinary Business: Declaration of Dividend on equity shares for the Financial Year ended on 31<sup>st</sup> March, 2015.

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
Net Valid Votes	131	24,76,61,343	49,53,22,686	62.15
Less: Invalid / abstained Votes#	1	1,03,735	2,07,470	0.02
Net Valid Votes casted	131	24,75,57,608	49,51,15,216	62.13
Votes with Assent	127	24,75,54,818	49,51,09,636	62.13
Votes with dissent	4	2,790	5,580	0.00

# One Shareholder has casted vote partially and balance shares abstained from voting.

# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

Practicing Company Secretary

Item No. 3: Ordinary Business: Re-appointment of Dr. J N Singh, who retires by rotation and being eligible, offers himself for reappointment.

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
Net Valid Votes	131	24,76,61,343	49,53,22,686	62.15
Less: Invalid / abstained Votes#	2	1,03,740	2,07,480	0.02
Net Valid Votes casted	130	24,75,57,603	49,51,15,206	62.13
Votes with Assent	104	24,01,14,752	48,02,29,504	60.26
Votes with dissent	26	74,42,851	1,48,85,702	1.87

# One Shareholder has casted vote partially and balance shares abstained from voting.

# One Member has not casted vote for this resolution.

Item No. 4: Ordinary Business: Ratification of appointment and remuneration of statutory auditors.

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
Net Valid Votes	131	24,76,61,343	49,53,22,686	62.15
Less: Invalid / abstained Votes#	2	1,03,740	2,07,480	0.02
Net Valid Votes casted	130	24,75,57,603	49,51,15,206	62.13
Votes with Assent	64	22,17,82,604	44,35,65,208	55.66
Votes with dissent	66	2,57,74,999	5,15,49,998	6.47

# One Shareholder has casted vote partially and balance shares abstained from voting.

# One Member has not casted vote for this resolution.

# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL  
Practicing Company Secretary

Item No. 5: Special Business: Ordinary Resolution: Ratification of Remuneration of Cost Auditors for the Financial Year 2015 – 2016.

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
Net Valid Votes	131	24,76,61,343	49,53,22,686	62.15
Less: Invalid / abstained Votes#	2	1,03,740	2,07,480	0.02
Net Valid Votes casted	130	24,75,57,603	49,51,15,206	62.13
Votes with Assent	121	24,71,78,980	49,43,57,960	62.03
Votes with dissent	9	3,78,623	7,57,246	0.10

# One Shareholder has casted vote partially and balance shares abstained from voting.

# One Member has not casted vote for this resolution.

Item No. 6: Special Business: Ordinary Resolution: Appointment of Smt. Geeta Goradia as an Independent Director for a period of 5 years.

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
Net Valid Votes	131	24,76,61,343	49,53,22,686	62.15
Less: Invalid / abstained Votes#	3	1,03,890	2,07,780	0.02
Net Valid Votes casted	129	24,75,57,453	49,51,14,906	62.13
Votes with Assent	120	24,75,52,108	49,51,04,216	62.12
Votes with dissent	9	5,345	10,690	0.00

# One Shareholder has casted vote partially and balance shares abstained from voting.

# Two Members have not casted votes for this resolution.

**Item No. 7: Special Business: Special Resolution: Appointment of Shri D C Anjaria as an Independent Director for a period of 5 years.**

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
Net Valid Votes	131	24,76,61,343	49,53,22,686	62.15
Less: Invalid / abstained Votes#	2	1,03,740	2,07,480	0.02
Net Valid Votes casted	130	24,75,57,603	49,51,15,206	62.13
Votes with Assent	113*	24,33,36,172	48,66,72,344	61.07
Votes with dissent	18*	42,21,431	84,42,862	1.06

# One Shareholder has casted vote partially and balance shares abstained from voting.

# One Member has not casted vote for this resolution.

\* One Shareholder has casted vote partially in favour and also against the resolution.

**Item No. 8: Special Business: Special Resolution: Appointment of Prof. Vasant Gandhi as an Independent Director for a period of 5 years.**

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
Net Valid Votes	131	24,76,61,343	49,53,22,686	62.15
Less: Invalid / abstained Votes#	2	1,03,740	2,07,480	0.02
Net Valid Votes casted	130	24,75,57,603	49,51,15,206	62.13
Votes with Assent	114*	24,35,49,518	48,70,99,036	61.12
Votes with dissent	17*	40,08,085	80,16,170	1.01

# One Shareholder has casted vote partially and balance shares abstained from voting.

# One Member has not casted vote for this resolution.

\* One Shareholder has casted vote partially in favour and also against the resolution.

# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

Practicing Company Secretary

Item No. 9: Special Business: Special Resolution: Appointment of Shri Ajay Shah as an Independent Director for a period of 5 years.

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
Net Valid Votes	131	24,76,61,343	49,53,22,686	62.15
Less: Invalid / abstained Votes#	3	3,27,238	6,54,476	0.08
Net Valid Votes casted	129	24,73,34,105	49,46,68,210	62.07
Votes with Assent	59	19,58,41,236	39,16,82,472	49.15
Votes with dissent	70	5,14,92,869	10,29,85,738	12.92

# One Shareholder has casted vote partially and balance shares abstained from voting.

# Two Members have not casted votes for this resolution.

Item No. 10: Special Business: Special Resolution: Appointment of Shri Vijai Kapoor as an Independent Director for a period of 5 years.

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
Net Valid Votes	131	24,76,61,343	49,53,22,686	62.15
Less: Invalid / abstained Votes#	2	1,03,740	2,07,480	0.02
Net Valid Votes casted	130	24,75,57,603	49,51,15,206	62.13
Votes with Assent	61	19,61,24,734	39,22,49,468	49.22
Votes with dissent	69	5,14,32,869	10,28,65,738	12.91

# One Shareholder has casted vote partially and balance shares abstained from voting.

# One Member has not casted vote for this resolution.

218 - 219 - 220, Saffron Complex, Fatehgunj, Vadodara - 390 002, (Gujarat), India. 7/12

Ph.: (O) 091 - 265 - 2784388 (Mob.) 098250 28079 [www.nirajtrivedi-cs.com](http://www.nirajtrivedi-cs.com)

Piece of Mail: [csneerajtrivedi@gmail.com](mailto:csneerajtrivedi@gmail.com)

**CS NIRAJ TRIVEDI**  
B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL  
**Practicing Company Secretary**

Item No. 11: Special Business: Ordinary Resolution: Appointment of Dr. S K Nanda as Chairman and Managing Director and to approve terms and conditions thereof.

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
Net Valid Votes	131	24,76,61,343	49,53,22,686	62.15
Less: Invalid / abstained Votes#	2	1,03,740	2,07,480	0.02
Net Valid Votes casted	130	24,75,57,603	49,51,15,206	62.13
Votes with Assent	109	23,75,22,669	47,50,45,338	59.61
Votes with dissent	21	1,00,34,934	2,00,69,868	2.52

# One Shareholder has casted vote partially and balance shares abstained from voting.  
# One Member has not casted vote for this resolution.

5. You may accordingly declare the result of above resolutions for the Annual General Meeting of the Company held on 16<sup>th</sup> September, 2015.

Thanking You

Yours faithfully,

  
NIRAJ TRIVEDI

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

Place: Vadodara

Date: 18<sup>th</sup> September, 2015



**SCRUTINIZER(S) REPORT ON POLL AT A GENERAL MEETING**

**FORM NO. MGT-13**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,

**The Chairman**

Of 53<sup>rd</sup> Annual General Meeting of the Members of  
**GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED** held at  
Cultural Center Auditorium,  
Fertilizernagar Township,  
Fertilizernagar – 391750. Dist. Vadodara  
on Wednesday, the 16<sup>th</sup> September, 2015 at 3:00 p.m.

Dear Sir,

I, **Niraj Trivedi**, Practicing Company Secretary having C P No. 3123, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 53<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **M/s. Gujarat State Fertilizers & Chemicals Limited**, held on Wednesday, the 16<sup>th</sup> September, 2015 at 3:00 p.m. submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately and are not considered for the purpose of calculating the percentage.
4. The result of the Poll is as under:



# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

Practicing Company Secretary

- (a) Item No. 1: Ordinary Business: To Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon.

- (i) Voted in favour of the resolution:

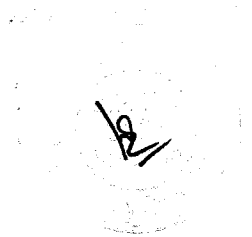
Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
91	48,336	100

- (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
--	--	--

- (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Valid Votes cast by them
30	29,120



(b) Item No. 2: Ordinary Business: Declaration of Dividend on equity shares for the Financial Year ended on 31<sup>st</sup> March, 2015.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
91	48,336	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
--	--	--

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Valid Votes cast by them
30	29,120



(c) Item No. 3: Ordinary Business: Re-appointment of Dr. J N Singh, who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
87	48,041	99.54

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
3	220	0.46

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Valid Votes cast by them
30	29,120

# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

**Practicing Company Secretary**

(d) Item No. 4: Ordinary Business: Ratification of appointment and remuneration of statutory auditors.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
91	48,336	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
--	--	--

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Valid Votes cast by them
30	29,120



(e) Item No. 5: Special Business: Ordinary Resolution: Ratification of Remuneration of Cost Auditors for the Financial Year 2015 - 2016.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
91	48,336	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
--	--	--

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Valid Votes cast by them
30	29,120



# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

Practicing Company Secretary

(f) Item No. 6: Special Business: Ordinary Resolution: Appointment of Smt. Geeta Goradia as an Independent Director for a period of 5 years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
88	47,856	99.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
3	480	1.00

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Valid Votes cast by them
30	29,120

# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

Practicing Company Secretary

(g) Item No. 7: Special Business: Special Resolution: Appointment of Shri D C Anjaria as an Independent Director for a period of 5 years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
90	48,326	99.98

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	10	0.02

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Valid Votes cast by them
30	29,120

21/



(h) Item No. 8: Special Business: Special Resolution: Appointment of Prof. Vasant Gandhi as an Independent Director for a period of 5 years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
91	48,336	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
--	--	--

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Valid Votes cast by them
30	29,120

(i) Item No. 9: Special Business: Special Resolution: Appointment of Shri Ajay Shah as an Independent Director for a period of 5 years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
90	47,916	99.13

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
1	420	0.87

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Valid Votes cast by them
30	29,120

*[Handwritten signature]*

# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

Practicing Company Secretary

- (j) Item No. 10: Special Business: Special Resolution: Appointment of Shri Vijai Kapoor as an Independent Director for a period of 5 years.

- (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
89	47,906	99.11

- (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
2	430	0.89

- (iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Valid Votes cast by them
30	29,120

11/12

**CS NIRAJ TRIVEDI**  
B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL  
**Practicing Company Secretary**

(k) Item No. 11: Special Business: Ordinary Resolution: Appointment of Dr. S K Nanda as Chairman and Managing Director and to approve terms and conditions thereof.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
91	48,336	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
--	--	--

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of Valid Votes cast by them
30	29,120

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You

Yours faithfully,

  
NIRAJ TRIVEDI

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



Place: Vadodara

Date: 18<sup>th</sup> September, 2015

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 53<sup>rd</sup> Annual General Meeting of the Members of  
**GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED** held at  
Cultural Center Auditorium,  
Fertilizernagar Township,  
Fertilizernagar – 391750. Dist. Vadodara  
on Wednesday, the 16<sup>th</sup> September, 2015 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 14<sup>th</sup> May, 2015, 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 53<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on the Wednesday, the 16<sup>th</sup> September, 2015 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 53<sup>rd</sup> 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.

# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

**Practicing Company Secretary**

3. 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 13<sup>th</sup> September, 2015 and ended at 5:00 p.m. on 15<sup>th</sup> September, 2015. 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.
4. 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 18<sup>th</sup> September, 2015.
5. 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: Consider and adopt the Audited Financial Statement for the financial year ended 31 <sup>st</sup> March, 2015 together with Reports of the Board of Directors and Auditors' thereon.	24,68,65,465	99.70	7,40,479	0.30	1,32,855
Item No. 2: Ordinary Business: Declaration of Dividend on equity shares for the Financial Year ended on 31 <sup>st</sup> March, 2015.	24,76,03,154	100	2,790	0.00	1,32,855
Item No. 3: Ordinary Business: Re-appointment of Dr. J N Singh, who retires by rotation and being eligible, offers himself for reappointment.	24,01,62,793	96.99	74,43,071	3.01	1,32,860

218 - 219 - 220, Saffron Complex, Fatehgunj, Vadodara - 390 002, (Gujarat), India. 2/4  
Ph.: (O) 091 - 265 - 2784388 (Mob.) 098250 28079 [www.nirajtrivedi-cs.com](http://www.nirajtrivedi-cs.com)  
Piece of Mail: [csneerajtrivedi@gmail.com](mailto:csneerajtrivedi@gmail.com)

# CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL  
Practicing Company Secretary

Item No. 4: Ordinary Business: Ratification of appointment and remuneration of statutory auditors.	22,18,30,940	89.59	2,57,74,999	10.41	1,32,860
Item No. 5: Special Business: Ordinary Resolution: Ratification of Remuneration of Cost Auditors for the Financial Year 2015 - 2016.	24,72,27,316	99.85	3,78,623	0.15	1,32,860
Item No. 6: Special Business: Ordinary Resolution: Appointment of Smt. Geeta Goradia as an Independent Director for a period of 5 years.	24,75,99,964	100	5,825	0.00	1,33,010
Item No. 7: Special Business: Special Resolution: Appointment of Shri D C Anjaria as an Independent Director for a period of 5 years.	24,33,84,498	98.29	42,21,441	1.71	1,32,860
Item No. 8: Special Business: Special Resolution: Appointment of Prof. Vasant Gandhi as an Independent Director for a period of 5 years.	24,35,97,854	98.38	40,08,085	1.62	1,32,860
Item No. 9: Special Business: Special Resolution: Appointment of Shri Ajay Shah as an Independent Director for a period of 5 years.	19,58,89,152	79.18	5,14,93,289	20.82	3,56,358

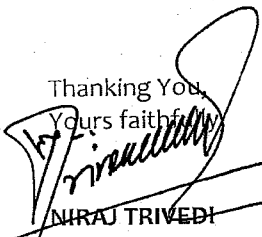
**CS NIRAJ TRIVEDI**  
B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL  
**Practicing Company Secretary**

Item No. 10: Special Business: Special Resolution: Appointment of Shri Vijai Kapoor as an Independent Director for a period of 5 years.	19,61,72,640	79.23	5,14,33,299	20.77	1,32,860
Item No. 11: Special Business: Ordinary Resolution: Appointment of Dr. S K Nanda as Chairman and Managing Director and to approve terms and conditions thereof.	23,75,71,005	95.95	1,00,34,934	4.05	1,32,860

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

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: 18<sup>th</sup> September, 2015

Countersigned by:  
**FOR GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED**

  
(VISHVESH V VACHHRAJANI)  
Company Secretary





# GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750, Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

## 53<sup>rd</sup> ANNUAL GENERAL MEETING HELD ON 16<sup>th</sup> September, 2015 Declaration of Results of e-voting & Voting by Poll

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 13<sup>th</sup> September 2015 (9.00 AM) to 15<sup>th</sup> September, 2015 (5.00 PM) and voting by Poll at the venue of the AGM.

The Board of Directors had appointed Mr. Niraj Trivedi, Practicing Company Secretary as the Scrutinizer for e-voting and Voting by Poll. The Scrutinizer have carried out the scrutiny of both the electronic votes and Physical Votes and submitted their Report dated 18-09-2015.

The consolidated results as per the Scrutinizer's Report dated 18-09-2015 is as follows:

Reso. No.	Resolutions	% votes in favour	% votes against	% votes abstained
<b>Ordinary Business</b>				
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)	99.70	0.30	Nil
2.	Declaration of Dividend on equity shares for the Financial Year ended on 31 <sup>st</sup> March, 2015. (Ordinary Resolution)	100.00	0.00	Nil
3.	Re-appointment of Dr. J N Singh, who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)	96.99	3.01	Nil
4.	Ratification of appointment and remuneration of Statutory Auditors. (Ordinary Resolution)	89.59	10.41	Nil
<b>Special Business</b>				
5.	Ratification of Remuneration of Cost Auditors for the F. Y. 2015-16. (Ordinary Resolution)	99.85	0.15	Nil
6.	Appointment of Smt. Geeta Goradia as an Independent Director for a period of 5 years. (Ordinary Resolution)	100.00	0.00	Nil
7.	Appointment of Shri D C Anjaria as an Independent Director for a period of 5 years. (Special Resolution)	98.29	1.71	Nil
8.	Appointment of Prof. Vasant Gandhi as an Independent Director for a period of 5 years. (Special Resolution)	98.38	1.62	Nil
9.	Appointment of Shri Ajay Shah as an Independent Director for a period of 5 years. (Special Resolution)	79.18	20.82	Nil
10.	Appointment of Shri Vijai Kapoor as an Independent Director for a period of 5 years. (Special Resolution)	79.23	20.77	Nil
11.	Appointment of Dr. S K Nanda as Chairman and Managing Director and to approve terms and conditions thereof. (Ordinary Resolution)	95.95	4.05	Nil

Based on the consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 53<sup>rd</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Date: 18/09/2015

*CS V V Vachhrajani*  
CS V V Vachhrajani

Company Secretary & Vice President (Legal)

Ph. : (0) +91-265-2242451, 2242651, 2242751, 2242641 • Fax : +91-265-2240966 - 2240119

Website : www.gsfclimited.com

**ISO 9001, ISO 14001, OHSAS 18001 & EN 16001 Certified Company**