



# GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750. Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

NO.SEC/REG 24A/2025

29<sup>th</sup> May, 2025

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/Madam,

**Sub. :Annual Secretarial Compliance Report for the Financial Year ended on 31<sup>st</sup> March, 2025 under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

As required in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/00155 dated 11.11.2024, please find enclosed herewith Annual Secretarial Compliance Report dated 29<sup>th</sup> May, 2025, for the Financial Year ended on 31<sup>st</sup> March, 2025 issued by CS Niraj Trivedi, Practicing Company Secretary, Vadodara.

Kindly find the said Report in order and take on your record.

Thanking you,  
Yours faithfully,  
**For Gujarat State Fertilizers & Chemicals Ltd.,**

Nidhi Pillai

Digitally signed by Nidhi Pillai  
DN: cn=Nidhi Pillai, o=GSFC, email=Nidhi.Pillai@gsfcltd.com, c=IN  
Reason: I am the signatory for the document  
Date: 2025.05.29 16:18:15 +05'30'

**Nidhi Pillai**  
**Company Secretary &**  
**Vice President (Legal)**  
**Membership No.: A15142**  
**E-mail : [investors@gsfcltd.com](mailto:investors@gsfcltd.com)**

Encl.: a/a

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

Fax : +91-265-2240966 - 2240119 • Email : [ho@gsfcltd.com](mailto:ho@gsfcltd.com) • Website : [www.gsfclimited.com](http://www.gsfclimited.com)

**ISO 9001, ISO 14001, ISO 45001 & ISO 50001 Certified Company**





## **SECRETARIAL COMPLIANCE REPORT**

**OF**

**GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED**

**(CIN: L99999GJ1962PLC001121)**

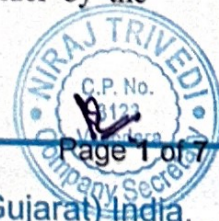
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2025**

I, Niraj Trivedi, a firm of Practicing Company Secretaries have examined: -

- (a) All the documents and records made available to me, and explanation provided by **GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED** ("The Listed Entity");
- (b) The filings / submissions made by the Listed Entity to the Stock Exchanges;
- (c) Website of the Listed Entity; and
- (d) Any other documents/ filings, as may be relevant, which have been relied upon to make this Report;

for the financial year ended on 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliance with the provisions of: -

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made there under and the Regulations, Circulars and Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



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

Ph. : (0) +91-265-2784388, 2750290 (M) +91-9427747918, +91-98250 28079

Website : [www.nirajtrivedi-cs.com](http://www.nirajtrivedi-cs.com) E-mail : [office@nirajtrivedi-cs.com](mailto:office@nirajtrivedi-cs.com), [csneerajtrivedi@gmail.com](mailto:csneerajtrivedi@gmail.com)



**The specific Regulations, whose provisions and the Circulars/ Guidelines issued thereunder, have been examined, include: -**

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; as amended from time to time- **Not Applicable for review period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; as amended from time to time.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; as amended from time to time- **Not Applicable for review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; as amended from time to time – **Not Applicable for review period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; as amended from time to time- **Not Applicable for review period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended from time to time;
- (h) Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulation, 1993; as amended from time to time;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; as amended from time to time;
- (j) Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008; as amended from time to time- **Not Applicable for review period;**



and circulars / guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (Rs.)	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance report for the year ended 31 <sup>st</sup> March 2024	Compliance requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

- I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None





2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/ guidelines issued by SEBI.</li> </ul>	<p>Yes</p> <p>Yes</p>	<p>None</p> <p>None</p>
3.	<b>Maintenance and disclosure on Website:</b> <ul style="list-style-type: none"> <li>The Listed Entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a Separate Section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27 (2) are accurate and specific which redirects to the relevant documents (s)/section of the website.</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>None</p> <p>None</p> <p>None</p>
4.	<b>Disqualification of Director(S):</b>  None of the Director(s) of the listed entity is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	<p>Yes</p>	<p>None</p>
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t:</b> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure Requirement of material as well as other subsidiaries</p>	<p>NA</p> <p>Yes</p>	<p>The company does not have any material subsidiary.</p> <p>The company has made proper disclosure regarding other subsidiaries.</p>



6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	None
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by Audit Committee.	Yes  NA	None  None
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure (s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None



11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  The No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)  <del>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</del>	Yes	None
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No resignation of statutory auditors from the Company during the audit period.
13.	<b>Additional Non-compliances, if any:</b>  <del>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note, etc. except as reported above.</del>	NA	No additional non-compliances observed.

I further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. Not Applicable





**Assumptions and Limitation of Scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



*(Handwritten signature of Niraj Trivedi)*

**DATE : 29<sup>TH</sup> MAY 2025**

**PLACE : VADODARA**

**SIGNATURE :**

**NAME OF PCS : NIRAJ TRIVEDI**

**C. P. NO. : 3123**

**FCS : 3844**

**P R. No. : 1014/2020**

**UDIN : F003844G000481961**