



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750. Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

NO.SEC/CLAUSE-44(3)/2018

28th September, 2018

The Corporate Relationship Department BSE Limited Dept. of Corporate Services 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**

Sub : Clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 – Details of voting results of the 56th Annual General Meeting of the Company.

Dear Sirs,

The 56th Annual General Meeting (AGM) of Gujarat State Fertilizers & Chemicals Limited was held on Friday, 28th September, 2018 at 3.30 p.m. at Cultural Centre Auditorium situated at Fertilizernagar Township, Fertilizernagar – 391 750, Dist. 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 25th September, 2018 (9.00 AM) to 27th September, 2018 (5.00 PM) and Tablet voting 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 Tablet voting. Accordingly, all the Resolutions are declared to be passed on 28th September, 2018 which is the date of the AGM. In accordance with Clause 44(3), please find herewith the voting results of the 56th Annual General Meeting of the Company held on 28th September, 2018 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 Limited


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

Encl : As above

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

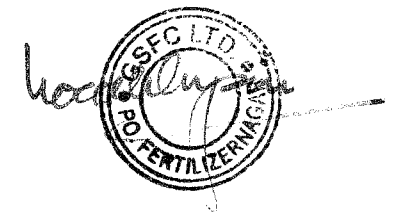
Gujarat State Fertilizers & Chemicals Limited

1 - To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against	No. of votes
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled	Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	150799905	150799905	100.0000	150799905	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		150799905	100.0000	150799905	0	100.0000	0.0000	0
Public Institutions	E-Voting	128577037	96471534	75.0301	96471534	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		96471534	75.0301	96471534	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	119100588	22871477	19.2035	22869707	1770	99.9923	0.0077	0
	Poll		43720	0.0367	43720	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22915197	19.2402	22913427	1770	99.9923	0.0077	0
Total		398477530	270186636	67.8047	270184866	1770	99.9993	0.0007	0



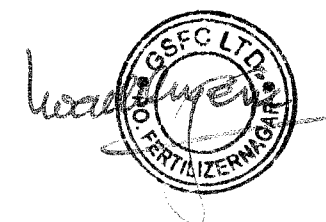
Gujarat State Fertilizers & Chemicals Limited

Resolution Required : (Ordinary)

2 - Declaration of Dividend on equity shares for the Financial Year ended on 31st March, 2018.

Whether promoter/ promoter group are interested in the agenda/resolution?

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	No. of votes Invalid
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	150799905	150799905	100.0000	150799905	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		150799905	100.0000	150799905	0	100.0000	0.0000	0
Public Institutions	E-Voting	128577037	96780572	75.2705	96780572	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		96780572	75.2705	96780572	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	119100588	22871477	19.2035	22869697	1780	99.9922	0.0078	0
	Poll		43720	0.0367	43720	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22915197	19.2402	22913417	1780	99.9922	0.0078	0
Total		398477530	270495674	67.8823	270493894	1780	99.9993	0.0007	0



Gujarat State Fertilizers & Chemicals Limited

3 - Re-appointment of Shri Arvind Agarwal, who retires by rotation and being eligible, offers himself for reappointment.

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

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	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	150799905	150799905	100.0000	150799905	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		150799905	100.0000	150799905	0	100.0000	0.0000	0
Public Institutions	E-Voting	128577037	96780572	75.2705	93425493	3355079	96.5333	3.4667	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		96780572	75.2705	93425493	3355079	96.5333	3.4667	0
Public Non Institutions	E-Voting	119100588	22871477	19.2035	22866382	5095	99.9777	0.0223	0
	Poll		43720	0.0367	43720	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22915197	19.2402	22910102	5095	99.9778	0.0222	0
Total		398477530	270495674	67.8823	267135500	3360174	98.7578	1.2422	0



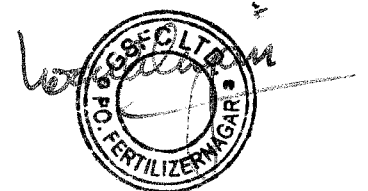
Gujarat State Fertilizers & Chemicals Limited

Resolution Required : (Special)

4 - Ratification of Remuneration of Cost Auditors for the Financial Year 2018-19.

Whether promoter/ promoter group are interested in the agenda/resolution?

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	No. of votes Invalid
			[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	150799905	150799905	100.0000	150799905	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		150799905	100.0000	150799905	0	100.0000	0.0000	0
Public Institutions	E-Voting	128577037	96780572	75.2705	96780572	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		96780572	75.2705	96780572	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	119100588	22871477	19.2035	22866927	4550	99.9801	0.0199	0
	Poll		43720	0.0367	43720	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22915197	19.2402	22910647	4550	99.9801	0.0199	0
Total		398477530	270495674	67.8823	270491124	4550	99.9983	0.0017	0



Gujarat State Fertilizers & Chemicals Limited

Resolution Required : (Special)

5 - To appoint Shri Sujit Gulati, IAS as Managing Director of the Company and to approve terms & conditions of remuneration & perquisites.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against	No. of votes
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled	Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	150799905	150799905	100.0000	150799905	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		150799905	100.0000	150799905	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	128577037	96780572	75.2705	90693843	6086729	93.7108	6.2892	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		96780572	75.2705	90693843	6086729	93.7108	6.2892	0.0000
Public Non Institutions	E-Voting	119100588	22871477	19.2035	22867977	3500	99.9847	0.0153	0
	Poll		43720	0.0367	43720	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22915197	19.2402	22911697	3500	99.9847	0.0153	0.0000
Total		398477530	270495674	67.8823	264405445	6090229	97.7485	2.2515	0



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

**[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended]**

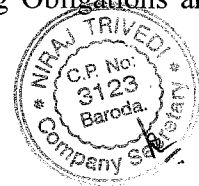
To,
The Chairman,
Of **56th** Annual General Meeting of the Equity Shareholders of
GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED held at
P.O. Fertilizernagar,
Vadodara-391750,
Gujarat.
On Friday, the **28th** September, 2018, at 3.30 p.m.

Dear Sir,

1. I, **Niraj Trivedi**, Practicing Company Secretary having C. P. No. 3123, 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 16/05/2018, 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 ("Rule") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and;

Niraj Trivedi



- (ii). Poll through Polling Papers under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rule, on the resolutions contained in the Notice to the 56th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Friday, the 28th September, 2018, at 3.30 p.m.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the 2013 Act and Rule 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 56th 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 **Central Depository Services (India) Limited (CDSL)**, the agency authorized under the Rule and on voting by Poll at the AGM.
3. The Company had availed the Remote E-Voting facility provided by **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 Tuesday, 25th September, 2018 and ended on 5:00 p.m. on Thursday, 27th September, 2018. 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, 28th September, 2018.
5. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through electronic mode and voting through poll as under:-

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CS NIRAJ TRIVEDI

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

Item No. of the Notice	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid / abstained 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 receive, consider and adopt: a) The Audited Financial Statements of the Company for the financial year ended March 31, 2018, the Reports of the Board of Directors and the Auditors thereon; and b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018.	270184866	100.00	1770	0.00	309038



Handwritten signature of Niraj Trivedi

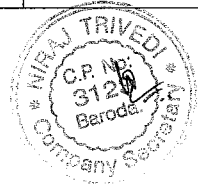
CS NIRAJ TRIVEDI

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

Practicing Company Secretary

Item No. 2:	270493894	100.00	1780	0.00	0
Ordinary Business: To declare Dividend on Equity Shares for the Financial Year ended 31 st March, 2018.					
Item No. 3:	267135500	98.76	3360174	1.24	0
Ordinary Business: To appoint a Director in place of Shri Arvind Agarwal, IAS (DIN 00122921), who retires by rotation and being eligible, offers himself for re-appointment.					

Handwritten signature



CS NIRAJ TRIVEDI

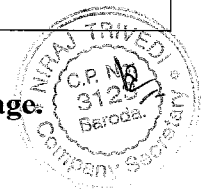
B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

Practicing Company Secretary

Item No. 4: Special Business: Ordinary Resolution: To approve the remuneration of the Cost Auditors for the Financial Year ending 31 st March, 2019.	270491124	100.00	4550	0.00	0
Item No. 5: Special Business: Ordinary Resolution: To appoint Shri Sujit Gulati (DIN 00177274), IAS as Managing Director of the Company and to approve terms & conditions of remuneration & perquisites.	264405445	97.75	6090229	2.25	0

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

Niraj Trivedi

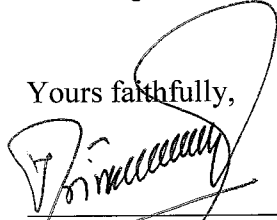


CS NIRAJ TRIVEDI
B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL
Practicing Company Secretary

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 (C. P. No. 3123)

Date: 28th September, 2018

Place: Vadodara

Countersigned by:

For, GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED,



CS V. V. VACHHRAJANI
COMPANY SECRETARY &
SR. VICE PRESIDENT (LEGAL & GST)