



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar – 391 750. Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

NO.SEC/REG 24A/2024

30th May, 2024

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 31st March, 2024 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.CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith Annual Secretarial Compliance Report dated 28th May, 2024, for the Financial Year ended on 31st March, 2024 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
Company Secretary &
Vice President (Legal)
Membership No.: A15142
E-mail : investors@gsfcltd.com

Encl.: a/a

SECRETARIAL COMPLIANCE REPORT

OF

GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

(CIN: L99999GJ1962PLC001121)

FOR THE YEAR ENDED 31ST MARCH 2024

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED (CIN: L99999GJ1962PLC001121)** (hereinafter referred as 'the listed entity'), having its Registered Office at **P.O. Fertilizernagar, Vadodara, Gujarat - 391750, India**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Niraj Trivedi, Practicing Company Secretaries have examined: -

- (a) All the documents and records made available to me, and explanation provided by "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 document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended on 31st March, 2024 (“**Review Period**”) in respect of compliance with the provisions of: -

- The Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, Circulars, Guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), Rules made thereunder, and the Regulations, Circulars and Guidelines issued thereunder by the Securities and Exchange Board of India (“**SEBI**”);

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
– **Not Applicable for review period;**



- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **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

and circulars / guidelines issued thereunder;

- (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	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
<i>Not Applicable</i>										



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

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	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
There was no such observation in the previous report.										

(c) I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS *
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI.	Yes	None



3.	Maintenance and disclosure on Website: <ul style="list-style-type: none">• The Listed Entity is maintaining a functional website.• Timely dissemination of the documents/information under a Separate Section on the website.• Web-links provided in annual corporate governance reports under Regulation 27 (2) are accurate and specific which re-directs to the relevant documents (s)/section of the website.	Yes	None
		Yes	None
		Yes	None
4.	Disqualification of Director: <p>None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013.</p>	Yes	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t: <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure Requirement of material as well as other subsidiaries</p>	(a) NA	The Company does not have any material subsidiary.
		(b) YES	None
6.	Preservation of Documents: <p>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.</p>	Yes	None



7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	a) Yes * b) Yes *	None None
<p>* The Audit Committee had granted omnibus approval for the Related Party Transactions for the financial year 2023-24. During the year, the Company entered into with such Related Party Transactions resulting into over-utilisation of the approved limit which later was ratified in the Audit Committee Meeting with a new set of limits through omnibus approval.</p>			
9.	Disclosure of events or information: 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.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None

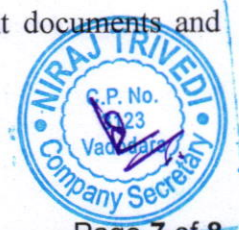


11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	NA	None
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries 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	None
13.	Additional Non-compliances observed: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note, etc. except as reported above.	No additional non-compliances observed.	None

* Observations/ Remarks by PCS are mandatory, if the Compliance status is provided as 'No' or 'NA'

Assumptions & 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 our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



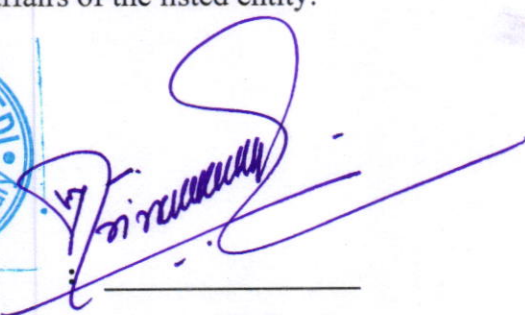
CS Niraj Trivedi

B.Com, FCS, ACIS (U.K.), DLP, LL.B. (SP.), PGDCL
PRACTICING COMPANY SECRETARY

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.



DATE : 28TH MAY 2024
PLACE : VADODARA

SIGNATURE : 
NAME OF PCS : NIRAJ TRIVEDI
C. P. NO. : 3123
FCS : 3844
P R. No. : 1014/2020
UDIN : F003844F000464293