



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750. Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

NO.SEC/2023

12th April, 2023

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
----------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------

SCRIP CODE: **500690**

SYMBOL: **GSFC**

Dear Sirs/Madam,

Sub. : Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Postal Ballot Notice dated 29th March, 2023 along with explanatory statement seeking approval of Members of the Company, by way of Ordinary Resolution (Special Business), for Appointment of Shri Raj Kumar, IAS (DIN 00294527) as Chairman and Director of the Company, not liable to retire by rotation.

The Postal Ballot shall be conducted by way of electronic voting (remote e-voting) by way of Postal Ballot through remote e-voting in compliance with the Ministry of Corporate Affairs Circular No.14/2020 dated 08/04/2020, No.17/2020 dated 13/04/2020, No.22/2020 dated 15/06/2020, No.33/2020 dated 28/09/2020, No.39/2020 dated 31/12/2020, No.10/2021 dated 23/06/2021, No.20/2021 dated 08/12/2021, No.03/2022 dated 05/05/2022 and No.11/2022 dated 28/12/2022.

The Postal Ballot notice is being sent through electronic mode to those members whose e-mail address are registered with the Company or R& T agent or Depository Participants i.e. National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. 07/04/2023 (Friday). The notice of Postal Ballot shall be made available on the website of the Company at www.gsfclimited.com as well as on website of stock exchanges at www.nseindia.com & www.bseindia.com and also on the website of CDSL at www.evotingindia.com.

The remote e-voting period commences on Friday, 14th April, 2023 (9:00 a.m. IST) and ends on Saturday, 13th May, 2023 (05:00 p.m. IST). The remote e-voting shall not be allowed beyond the said date and time.



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750. Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

The results of Postal Ballot shall be declared on Tuesday, 16th May, 2023. The results along with the Scrutinizer's Report shall be placed on the Company's website at www.gsfclimited.com, on the website of Stock Exchanges at www.nseindia.com & www.bseindia.com and on the website of CDSL at www.evotingindia.com.

Kindly take note of the above change.

Thanking you,
Yours faithfully,

For Gujarat State Fertilizers & Chemicals Ltd.,

CS P C Dani
Asstt. Company Secretary &
Sr. Manager (Legal)

E-mail : pcdani@gsfcltd.com

Encl : As above



Gujarat State Fertilizers & Chemicals Limited

CIN: L99999GJ1962PLC001121

Regd. Office: Fertilizernagar – 391 750, Vadodara, Gujarat, India

Tel: +91 265 2242451/2242651, Fax: +91 265 2240966/2240119

Website: www.gsfclimited.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs (MCA), from time to time.]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**') & further read with General Circulars No.14/2020 dated April 8, 2020 and No.17/2020 dated April 13, 2020 and other relevant circulars, including No.22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No.39/2020 dated December 31, 2020, No.10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021 No. 3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), and other applicable laws, Rules, Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the resolution appended below is proposed to be approved by Shareholders of Gujarat State Fertilizers & Chemicals Limited ("**Company**") by way of postal ballot through remote electronic voting ('**e-voting**') only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said proposed Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA & SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s). The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**") for the purpose of providing e-voting facility to its Members. This Notice is also available on the website of the Company www.gsfclimited.com.

The Board of Directors of the Company has appointed Mr. Niraj Trivedi, Practicing Company Secretary, 218 to 221, Saffron Complex, Fatehgunj, Vadodara - 390002 (Gujarat), as the Scrutinizer for conducting

the Postal Ballot through e-voting process in a true, fair and transparent manner. Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than **5:00 p.m. (IST) on Saturday, May 13, 2023**. The e-voting facility will be disabled by CDSL immediately thereafter.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the Notes to this Postal Ballot Notice.

After completion of scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman of the Company or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before **Tuesday, May 16, 2023**. The Results along with the Scrutinizer's report will be communicated to the Stock Exchanges to be placed at their websites www.bseindia.com and www.nseindia.com and will also be uploaded on the Company's website at www.gsfclimited.com and on the website of CDSL at www.evotingindia.com. The proposed Resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e. **Saturday, May 13, 2023**.

SPECIAL BUSINESS:

1. Appointment of Shri Raj Kumar, IAS (DIN 00294527) as a Chairman and Director of the Company.

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (**“the Act”**) and Rules made thereunder and the applicable regulation/s of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (**“SEBI Listing Regulations”**) (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and as per Article 140 of the Articles of Association of the Company and pursuant to the Order No. MIS/11-2016/1765/E dated 21st February, 2023, received from Energy & Petrochemicals Department, Government of Gujarat, Shri Raj Kumar, IAS (DIN: 00294527) who was appointed as Chairman and Director of the Board of Directors w.e.f. 21st February, 2023 be and is hereby appointed as Chairman and Director of the Company w.e.f. 21st February, 2023, not liable to retire by rotation for a tenure as may be deemed appropriate by the Government of Gujarat.

RESOLVED FURTHER THAT the Board of Directors and/or its delegated authority be and is/are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors,
For GUJARAT STATE FERTILIZERS & CHEMICAL LIMITED**

**Sd/-
V D NANAVATY
ED (F) & CFO
& Company Secretary**

Date: 29-03-2023

Place: Vadodara

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 (1) of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 setting out all material facts relating to the Resolution mentioned in this Notice is annexed hereto.

The relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment are also annexed to this notice.

2. As required by Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA & SEBI Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English leading newspaper (in English language) and one Gujarati daily newspaper (in vernacular language, i.e. Gujarati).
3. In accordance with the with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No.20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, 07th April, 2023 (“Cut-Off Date”)** as received from the Depositories i.e. National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) and whose e-mail address is registered with the Company / Depositories / RTA. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.gsfclimited.com and at the websites of the Stock Exchanges i.e. at www.bseindia.com and www.nseindia.com on which the Equity Shares of the Company are listed and at the website of CDSL at www.evotingindia.com.
5. It is however, clarified that all Members of the Company as on the **Cut-Off Date** (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA /Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
6. Members holding shares in physical mode and who have not updated their email addresses are requested to update their email addresses with the Company's RTA by writing at www.linkintimeindia.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the Income-Tax PAN card, and self-attested copy of any document (eg. Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may also write to: vishvesh@gsfcltd.com.

7. This Notice is available on the website of the Company at www.gsfclimited.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and is also available on the website of CDSL at www.evotingindia.com
8. In light of the MCA Circulars, Members who have not registered their email addresses and in consequence, the Notice could not be serviced, may temporarily get their email addresses registered with the RTA, by clicking the link [of www.evotingindia.com](http://www.evotingindia.com) and follow the registration process. Post successful registration of the email address, the shareholder would get the Notice and the procedure for e-voting along with the User ID and Password to enable e-voting. If you are already registered with CDSL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
9. It is clarified that for permanent registration of email address, the Members are requested to register their email address by following due procedure mentioned herein above.
10. Those members who have already registered their email address are requested to keep their email addresses validated with their DP / the Company's RTA, to enable servicing of Notice electronically to their registered email address.
11. The Company has appointed Shri Niraj Trivedi, Practicing Company Secretary (FCS 3844 and CP No. 3123) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Tuesday, 16th May, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gsfclimited.com and on the website of www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the Equity Shares of the Company are listed.
14. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. Saturday, May 13, 2023.
15. The vote in this Postal Ballot cannot be exercised through proxy.

PROCEDURE FOR 'E-VOTING':

1. E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules framed thereunder and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of CDSL to its members to exercise their right to vote on the proposed resolution by electronic means.

- ii. The e-voting facility will be available during the following period:

Commencement of E-voting	Friday, April 14 , 2023 at 9:00 a.m. (IST)
End of E-voting	Saturday, May 13 , 2023 at 5:00 p.m. (IST)

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

- iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.

2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- (i) The voting period begins on **Friday, April 14, 2023 at 9:00 a.m. (IST)** and ends on **Saturday, May 13, 2023 at 5:00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 07th April, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholders, he/she shall not be allowed to change it subsequently or cast vote again.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
----------------------	--------------

<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. 2) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 3) Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period. 4) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 5) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 6) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 7) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<ol style="list-style-type: none"> 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2) After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting for **shareholders holding shares in Physical mode and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN # 230405005 for Gujarat State Fertilizers & Chemicals Limited for which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address

viz; secdiv@gsfcltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

PROCEDURE FOR INSPECTION OF DOCUMENTS:

All documents referred to in the Notice of the Postal Ballot will be available for inspection in electronic mode upto the last date of the voting. Members seeking to inspect such documents can send an email to vishvesh@gsfcltd.com.

ANNEXURE TO THE NOTICE

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.1 of the accompanying Notice.

Item No.1:

Appointment of Shri Raj Kumar, IAS (DIN: 00294527)

Pursuant to the Government Order No. MIS/11-2016/1765/E dated 21st February, 2023 received from Energy & Petrochemicals Department, Government of Gujarat appointing Shri Raj Kumar, IAS (DIN: 00294527), Chief Secretary to Government of Gujarat as Chairman and Director of the Company as per the Articles 140 of the Articles of Association of the Company vice Shri Pankaj Kumar, IAS (Retd.) and as recommended by the Nomination and Remuneration Committee, the Board of Directors has approved to appoint Shri Raj Kumar, IAS (DIN: 00294527) as Chairman & Director of the Company effective from 21st February, 2023.

Shri Raj Kumar, IAS has assumed as the 31st Chief Secretary to Government of Gujarat on 31st January, 2023 (AN).

He is an alumnus of Indian Institute of Technology (IIT), Kanpur and National Graduate Institute for Policy Studies (GRIPS), Tokyo. After joining Indian Administrative Service (IAS) in 1987, he has worked in various leadership roles in public administration. Moreover, he has held several policy making positions in diverse sectors such as Finance, Energy, Social Security, Agriculture, Internal Security both in the State and Central Government. He has also served as Secretary to Government of India in the Department of Defence Production, Ministry of Defence and carried out major reform of Ordnance Factory Board (OFB).

During the course of his tenure in Government of India, he has represented the country in several International Institutions such as World Bank (WB), International Monetary Fund (IMF), International Fund for Agricultural Development (IFAD), Asian Development Bank (ADB), New Development Bank (NDB), Asian Infrastructure Investment Bank (AIIB), International Social Security Association (ISSA).

He has also been closely associated with the working of corporate sector in his capacity as government nominee Director/ Chairman of the Board of Directors, in a few Public Sector Undertakings in diverse fields such as Electricity Generation & Distribution, Mining, Logistics, Gas transmission & Distribution etc.

At present, apart from his responsibility as Chief Secretary of the State and Chairman of the Company, he is also Chairman of Gujarat State Petroleum Corporation Limited, Gujarat Alkalies & Chemicals Ltd., Gujarat Maritime Board and Chairman & Managing Director of Gujarat State Petronet Limited.

The detail as required pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards as applicable is given in the Annexure-I forming part of this Notice.

His association would be of immense benefit to the Company and it is desirable to avail his services as a Chairman & Director.

Pursuant to provisions of Section 152 and other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of SEBI Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) for a tenure as may be deemed appropriate by the Government of Gujarat, it is proposed to seek approval of the Shareholders for appointment of Shri Raj Kumar, IAS as Chairman & Director of the Company. He will be not liable to retire by rotation.

In terms of the SEBI Listing Regulations, effective from January 1, 2022, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier. As the period of three months would conclude before the AGM in 2023, the Board recommends the passing of the Ordinary Resolution at Item No. 1 of the accompanying Postal Ballot Notice, for the approval of the Members.

Except Shri Raj Kumar, IAS and his relatives, none of the other Directors / Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 1 of the Notice.

**By Order of the Board of Directors,
For GUJARAT STATE FERTILIZERS & CHEMICAL LIMITED**

**V D NANAVATY
ED (F) & CFO &
Company Secretary**

Date: 29-03-2023
Place: Vadodara

Annexure-I

Details of Director seeking appointment by the Shareholders of the Company in pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure) Regulations, 2015 and applicable Secretarial Standards.

Name of Director	Shri Raj Kumar, IAS*
DIN	00294527
Date of Birth	06/01/1965
Date of first appointment on the Board	21/02/2023
Relationship with other Directors / Key Managerial Personnel	No relationship with other Directors / Key Managerial Personnel.
Terms and Conditions of Appointment	As provided in the Explanatory Statement to the Notice.
Details of Remuneration	Shri Raj Kumar, IAS shall not draw any remuneration from Company except sitting fees and out of pocket expenses for attending Board and Committee Meetings.
Expertise in specific functional areas	<p>Shri Raj Kumar, IAS has assumed as the 31st Chief Secretary to Government of Gujarat on 31st January, 2023 (AN).</p> <p>He is an alumnus of Indian Institute of Technology (IIT), Kanpur and National Graduate Institute for Policy Studies (GRIPS), Tokyo. After joining Indian Administrative Service (IAS) in 1987, he has worked in various leadership roles in public administration. Moreover, he has held several policy making positions in diverse sectors such as Finance, Energy, Social Security, Agriculture, Internal Security both in the State and Central Government. He has also served as Secretary to Government of India in the Department of Defence Production, Ministry of Defence and carried out major reform of Ordnance Factory Board (OFB).</p> <p>During the course of his tenure in Government of India, he has represented the country in several International Institutions such as World Bank (WB), International Monetary Fund (IMF), International Fund for Agricultural Development (IFAD), Asian Development Bank (ADB), New Development Bank (NDB), Asian Infrastructure Investment Bank (AIIB), International Social Security Association (ISSA).</p> <p>He has also been closely associated with the working of corporate sector in his capacity as government nominee Director/ Chairman of the Board of Directors, in a few Public Sector Undertakings in diverse fields such as Electricity Generation & Distribution, Mining, Logistics, Gas transmission & Distribution etc.</p> <p>At present, apart from his responsibility as Chief Secretary of the State and Chairman of the Company, he is also Chairman of Gujarat State Petroleum Corporation Limited, Gujarat Alkalies & Chemicals Ltd., Gujarat Maritime Board and Chairman & Managing Director of Gujarat State Petronet Limited.</p>
Qualification(s)	<ul style="list-style-type: none"> ➤ IAS ➤ B.Tech. in Electrical Engineering from IIT, Kanpur ➤ Master in Public Policy from GRIPS, Tokyo, Japan.

Number of Shares held in the Company as on date of Notice (including Beneficial Interest)	NIL
List of the Directorships held in other Listed Companies as on date of Notice	<ol style="list-style-type: none"> 1. Gujarat State Petronet Limited 2. Gujarat Alkalies & Chemicals Limited 3. Gujarat Gas Limited 4. Gujarat State Petroleum Corporation Limited 5. GSPL India Gasnet Limited 6. GSPL India Transco Limited 7. Sardar Sarovar Narmada Nigam Limited 8. Diamond Research and Mercantile City Limited
Chairman/Member of Committees of Listed Companies in which he is a Director as on date of Notice	<p>Gujarat State Petronet Limited Stakeholders Relationship Committee – Member Project Management Committee – Chairman Personnel Committee – Chairman</p> <p>Gujarat Alkalies and Chemicals Limited Corporate Social Responsibility Committee – Chairman Corporate Environment Responsibility Committee – Chairman Project Committee – Chairman</p> <p>GSPL India Gasnet Limited Audit Committee – Chairman</p> <p>GSPL India Transco Limited Audit Committee – Chairman</p>
Listed Entities from which the Director has resigned in past Three (3) years	Gujarat Mineral Development Corporation Limited
Number of Board Meetings attended after appointment as Director (FY 2022-23)	1 of 1 (One)

* The details of directorship of Shri Raj Kumar, IAS in other companies and chairmanship/ Membership in Committees of other Companies are as on date of this Notice i.e., 29th March, 2023.