



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750. Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

ho@gsfcltd.com

NO.SEC/CLAUSE-44(3)/2019

27th September, 2019

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 57th Annual General Meeting of the Company.

Dear Sirs,

The 57th Annual General Meeting (AGM) of Gujarat State Fertilizers & Chemicals Limited was held on Friday, 27th September, 2019 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 24th September, 2019 (9.00 AM) to 26th September, 2019 (5.00 PM) and Tablet voting at the venue of the AGM.

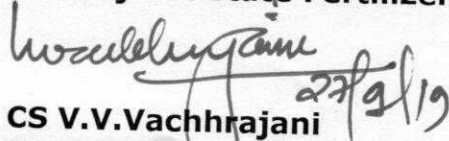
All the Resolutions contained in the Notice of the above AGM was approved by requisite majority of shareholders through e-voting and Tablet voting. Accordingly, all the Resolutions are declared as passed on 27th September, 2019 which is the date of the AGM. In accordance with Clause 44(3), please find herewith the voting results of the 57th Annual General Meeting of the Company held on 27th September, 2019 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)

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ISO 9001, ISO 14001, OHSAS 18001 & ISO 50001 Certified Company



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 57th Annual General Meeting of the Equity Shareholders of

GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED held at

Cultural Centre Auditorium,

P.O. Fertilizernagar,

Vadodara – 391 750,

(Gujarat).

On Friday, the 27th September, 2019, at 03:30 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 22nd May, 2019, 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
- (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 57th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Friday, the 27th September, 2019, at 03:30 p.m.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 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 57th 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, 24th September, 2019 and ended on 5:00 p.m. on Thursday, 26th September, 2019. 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, 27th September, 2019.

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 / 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.
<p><u>Item No. 1:-</u></p> <p>Ordinary Business:</p> <p>To receive, consider and adopt:</p> <p>(a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019.</p>	272983357	100	310	0	251189



<p><u>Item No. 2:-</u></p> <p>Ordinary Business:</p> <p>To declare Dividend on Equity Shares for the Financial Year ended March 31, 2019.</p>	273234856	100	0	0	0
<p><u>Item No. 3:-</u></p> <p>Ordinary Business:</p> <p>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.</p>	222990483	81.61	50244373	18.39	0

hazuripom



<p><u>Item No. 4:-</u></p> <p>Ordinary Business:</p> <p>Ordinary Resolution:</p> <p>To consider re-appointment of M/s. T R Chadha & Co., LLP, Ahmedabad, Chartered Accountants as Statutory Auditors and fix their remuneration.</p>	256237194	93.78	16997662	6.22	0
<p><u>Item No. 5:-</u></p> <p>Special Business:</p> <p>Special Resolution:</p> <p>To approve continuation of Appointment of Shri Vijai Kapoor (DIN – 01084371) as Independent Director of the Company.</p>	263264050	96.35	9970806	3.65	0



Niraj Trivedi



Item No. 6:-					
Special Business:					
Ordinary Resolution:					
To approve the remuneration of M/s Diwanji & Company, Cost Accountants, Ahmedabad for the Financial Year ending March 31, 2020.	273231956	100	2900	0	0

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



Handwritten signature



CS NIRAJ TRIVEDI
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,

DATE: 27TH SEPTEMBER, 2019

PLACE: VADODARA



A handwritten signature in black ink, appearing to read "Niraj Trivedi", written over a horizontal line.

NIRAJ TRIVEDI
PRACTICING COMPANY SECRETARY
FCS: 3844 (C. P. No.: 3123)

COUNTERSIGNED BY:-

For GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED



A handwritten signature in black ink, appearing to read "V.V. Vachhrajani", written over a horizontal line.

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

Gujarat State Fertilizers & Chemicals Limited

1 - To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 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 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	15079905	15079905	100.0000	15079905	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		15079905	100.0000	15079905	0	100.0000	0.0000	0
Public Institutions	E-Voting	129076685	99624623	77.1825	99624623	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		99624623	77.1825	99624623	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	118600940	22549036	19.0125	22548726	310	99.9986	0.0014	0
	Poll		10103	0.0085	10103	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22559139	19.0210	22558829	310	99.9986	0.0014	0
Total		398477530	272983667	68.5067	272983357	310	99.9999	0.0001	0



Gujarat State Fertilizers & Chemicals Limited

Resolution Required : (Ordinary)

2 - Declaration of Dividend on equity shares for the Financial Year ended on 31st March, 2019.

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	129076685	99875812	77.3771	99875812	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		99875812	77.3771	99875812	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	118600940	22549036	19.0125	22549036	0	100.0000	0.0000	0
	Poll		10103	0.0085	10103	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22559139	19.0210	22559139	0	100.0000	0.0000	0
Total		398477530	273234856	68.5697	273234856	0	100.0000	0.0000	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	129076685	99875812	77.3771	49647535	50228277	49.7093	50.2907	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		99875812	77.3771	49647535	50228277	49.7093	50.2907	0
Public Non Institutions	E-Voting	118600940	22549036	19.0125	22532940	16096	99.9286	0.0714	0
	Poll		10103	0.0085	10103	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22559139	19.0210	22543043	16096	99.9286	0.0714	0
Total		398477530	273234856	68.5697	222990483	50244373	81.6113	18.3887	0



Gujarat State Fertilizers & Chemicals Limited

Resolution Required : (Ordinary)

4 - Re-appointment of Statutory Auditors and to fix their remuneration.

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	129076685	99875812	77.3771	82881050	16994762	82.9841	17.0159	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		99875812	77.3771	82881050	16994762	82.9841	17.0159	0
Public Non Institutions	E-Voting	118600940	22549036	19.0125	22546136	2900	99.9871	0.0129	0
	Poll		10103	0.0085	10103	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22559139	19.0210	22556239	2900	99.9871	0.0129	0
Total		398477530	273234856	68.5697	256237194	16997662	93.7791	6.2209	0



Gujarat State Fertilizers & Chemicals Limited

Resolution Required : (Special)

5 - To approve continuation of appointment of Shri Vijai Kapoor as Independent Director of the Company.

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	129076685	99875812	77.3771	89921082	9954730	90.0329	9.9671	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		99875812	77.3771	89921082	9954730	90.0329	9.9671	0
Public Non Institutions	E-Voting	118600940	22549036	19.0125	22532960	16076	99.9287	0.0713	0
	Poll		10103	0.0085	10103	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22559139	19.0210	22543063	16076	99.9287	0.0713	0
Total		398477530	273234856	68.5697	263264050	9970806	96.3508	3.6492	0



Gujarat State Fertilizers & Chemicals Limited

Resolution Required : (Special)

6 - Ratification of Remuneration of Cost Auditors for the Financial Year 2019-20.

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	129076685	99875812	77.3771	99875812	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		99875812	77.3771	99875812	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	118600940	22549036	19.0125	22546136	2900	99.9871	0.0129	0
	Poll		10103	0.0085	10103	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		22559139	19.0210	22556239	2900	99.9871	0.0129	0
Total		398477530	273234856	68.5697	273231956	2900	99.9989	0.0011	0

