



**Gujarat Narmada Valley
Fertilizers & Chemicals Limited**

CIN : L24110GJ1976PLC002903



(An ISO 14001 & OHSAS 18001 Company)

P.O: Narmadanagar - 392 015, Dist. Bharuch, Gujarat, India
Ph (02642) 247001, 247002
Website www.gnfc.in

NO. SEC/BD/SE/
September 29, 2018

FAX : 02642 – 247084
E-Mail : tilakhmapurkar@gnfc.in

Dy General Manager
BSE Ltd.
Corporate Relationship Dept
1st Floor, New Trading Ring,
Rotunda Bldg
PJ 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 (E)
Mumbai - 400 051

Co. Code: BSE - "500670"

Co. Code: NSE- "GNFC EQ"

Sub : Details of Voting Results of 42nd Annual General Meeting (AGM) held
on 29/9/2018 - Regulation 44(3) of the SEBI (Listing Obligations and
Disclosure Requirements), Regulations, 2015

Dear Sir,

The 42nd Annual General Meeting of the Members of the Company was held at 11:00 AM on Saturday, the 29th September, 2018 at the Registered Office of the Company, at Open Air Theatre, Sports Complex, Narmadanagar Township, P.O. Narmadanagar - 392015, District Bharuch.

Pursuant to Section 108 of the Companies Act, 2013 and relevant Rules thereunder and Regulation 44(3) of the SEBI Listing Requirements, 2015, the company had provided to the shareholders the facility for remote e-voting and voting by Ballot Paper at the venue of AGM.

Shri Niraj Trivedi, Practicing Company Secretary, who was appointed as Scrutinizer to scrutinize the Remote e-voting process and voting by poll at the venue of AGM, has now submitted his report to the company.

All the Resolutions contained in the Notice of AGM were approved by the shareholders with requisite majority. Details of Results of Voting are enclosed herewith together with Scrutinizer's Report.

We request you to kindly take note of the above.

Thanking you,

Yours faithfully,
For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD

T.J. LAKHMAPURKAR
COMPANY SECRETARY & GM (LEGAL)

ENCL : A : A :

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 42nd Annual General Meeting of the Equity Shareholders of
GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED held at
P.O. Narmadanagar- 392015,
Dist. Bharuch,
Gujarat.
On Saturday, the 29th September, 2018, at 11.00 A.M.

Dear Sir,

1. I, **Niraj Trivedi**, Practicing Company Secretary having C. P. No. 3123, have been appointed as a Scrutinizer as per the resolution passed by the Board of Directors of **M/s. Gujarat Narmada Valley Fertilizers & Chemicals Limited** ("the Company") at their meeting held on 23rd April, 2018, had authorized the Company Secretary to appoint the Scrutinizer 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 42nd Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Saturday, the 29th September, 2018, at 11.00 A.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 42nd 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 Wednesday, 26th September, 2018 and ended on 5:00 P.M. on Friday, 28th 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, 29th 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:-



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 the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2018 and the Reports of the Board of Directors and Auditors thereon.	96990668	100	781	0.00	97883



218 - 219 - 220, Saffron Complex, Fatehgunj, Vadodara - 390 002, (Gujarat), India.3/8

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E-Mail: csneerajtrivedi@gmail.com

CS NIRAJ TRIVEDI

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

Practicing Company Secretary

Item No. 2: Ordinary Business: To declare Dividend on equity shares for the financial year ended 31 st March, 2018.	97087860	100	781	0.00	691
Item No. 3: Ordinary Business: To appoint a Director in place of Shri V. D. Nanavaty (DIN: 07431075), who retires by rotation and is being eligible offer himself for re-appointment.	81299784	83.74	15788857	16.26	691



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Practicing Company Secretary

Item No. 4: Special Business: Ordinary Resolution: Re-appointment of Dr. Rajiv Kumar Gupta, IAS (DIN: 03575316) as Managing Director of the Company for a period from 2.05.2018 to 15.07.2018.	97087755	100.00	886	0.00	691
Item No. 5: Special Business: Ordinary Resolution: Appointment of Shri M. S. Dagur (DIN: 01622222) as Managing Director of the Company.	97087765	100.00	876	0.00	691



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Practicing Company Secretary

Item No. 6: Special Business: Special Resolution: Re-appointment of Shri Sunil Parekh (DIN: 06992456) as an Independent Director of the Company.	96904636	99.81	184005	0.19	691
Item No. 7: Special Business: Special Resolution: Re-appointment of Shri Piruz Khambatta (DIN: 00502565) as an Independent Director of the Company.	81299784	83.74	15788857	16.26	691



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CS NIRAJ TRIVEDI

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Practicing Company Secretary

Item No. 8:					
Special Business:					
Ordinary Resolution:					
Ratification of remuneration payable to Cost Auditors of the Company for the financial year 2018-19.	97060302	99.97	28197	0.03	691

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



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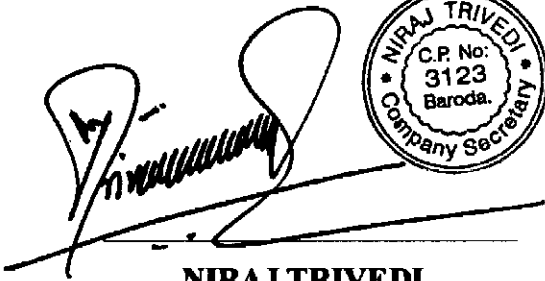
E-Mail: csneerajtrivedi@gmail.com

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

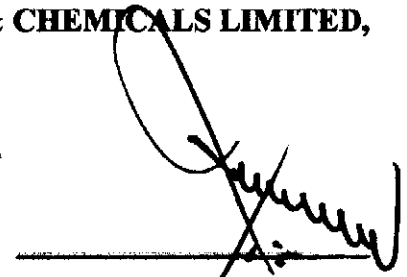
Practicing Company Secretary
FCS – 3844 (C. P. No. 3123)

Date: 29th September, 2018

Place: Bharuch

Countersigned by:

For, GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED,



T. J. LAKHMAPURKAR

COMPANY SECRETARY & GENERAL MANAGER (LEGAL)

Details of Voting Results
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Company Name	GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED
Date of the AGM/EGM	29-09-2018
Total number of shareholders on record date	247174
No. of shareholders present in the meeting either in person or through proxy:	193
Promoters and Promoter Group:	1
Public:	192
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	64,006,713	64,006,713	100.0000	64,006,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,006,713	64,006,713	100.0000	64,006,713	0	100.0000
Public- Institutions	E-Voting	39,858,137	32,950,828	82.6703	32,950,828	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,858,137	32,950,828	82.6703	32,950,828	0	100.0000
Public- Non Institutions	E-Voting	49,895,658	23,910	0.0479	23,604	306	98.7202	1.2798
	Poll		9,998	0.0200	9,523	475	95.2490	4.7510
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,895,658	33,908	0.0680	33,127	781	97.6967
Total		153,760,508	96,991,449	63.0796	96,990,668	781	99.9992	0.0008



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare Dividend on equity shares for the financial year ended 31st March, 2018.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	64,006,713	64,006,713	100.0000	64,006,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,006,713	64,006,713	100.0000	64,006,713	0	100.0000
Public- Institutions	E-Voting	39,858,137	33,048,020	82.9141	33,048,020	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,858,137	33,048,020	82.9141	33,048,020	0	100.0000
Public- Non Institutions	E-Voting	49,895,658	23,910	0.0479	23,604	306	98.7202	1.2798
	Poll		9,998	0.0200	9,523	475	95.2490	4.7510
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,895,658	33,908	0.0680	33,127	781	97.6967
Total		153,760,508	97,088,641	63.1428	97,087,860	781	99.9992	0.0008



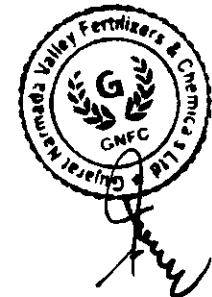
Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Shri V. D. Nanavaty (DIN: 07431075), who retires by rotation and is being eligible offer himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	64,006,713	64,006,713	100.0000	64,006,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,006,713	64,006,713	100.0000	64,006,713	0	100.0000
Public- Institutions	E-Voting	39,858,137	33,048,020	82.9141	17,259,999	15,788,021	52.2270	47.7730
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,858,137	33,048,020	82.9141	17,259,999	15,788,021	52.2270
Public- Non Institutions	E-Voting	49,895,658	23,910	0.0479	23,549	361	98.4902	1.5098
	Poll		9,998	0.0200	9,523	475	95.2490	4.7510
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,895,658	33,908	0.0680	33,072	836	97.5345
Total		153,760,508	97,088,641	63.1428	81,299,784	15,788,857	83.7377	16.2623



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Dr. Rajiv Kumar Gupta, IAS (DIN: 03575316) as Managing Director of the Company for a period from 02.05.2018 to 15.07.2018.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	64,006,713	64,006,713	100.0000	64,006,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,006,713	64,006,713	100.0000	64,006,713	0	100.0000
Public- Institutions	E-Voting	39,858,137	33,048,020	82.9141	33,048,020	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,858,137	33,048,020	82.9141	33,048,020	0	100.0000
Public- Non Institutions	E-Voting	49,895,658	23,910	0.0479	23,499	411	98.2811	1.7189
	Poll		9,998	0.0200	9,523	475	95.2490	4.7510
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,895,658	33,908	0.0680	33,022	886	97.3870
Total		153,760,508	97,088,641	63.1428	97,087,755	886	99.9991	0.0009



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri M. S. Dagur (DIN: 01622222) as Managing Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	64,006,713	64,006,713	100.0000	64,006,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,006,713	64,006,713	100.0000	64,006,713	0	100.0000
Public- Institutions	E-Voting	39,858,137	33,048,020	82.9141	33,048,020	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,858,137	33,048,020	82.9141	33,048,020	0	100.0000
Public- Non Institutions	E-Voting	49,895,658	23,910	0.0479	23,509	401	98.3229	1.6771
	Poll		9,998	0.0200	9,523	475	95.2490	4.7510
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,895,658	33,908	0.0680	33,032	876	97.4165
Total		153,760,508	97,088,641	63.1428	97,087,765	876	99.9991	0.0009



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Shri Sunil Parekh (DIN: 06992456) as an Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	64,006,713	64,006,713	100.0000	64,006,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,006,713	64,006,713	100.0000	64,006,713	0	100.0000
Public- Institutions	E-Voting	39,858,137	33,048,020	82.9141	32,864,881	183,139	99.4458	0.5542
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,858,137	33,048,020	82.9141	32,864,881	183,139	99.4458
Public- Non Institutions	E-Voting	49,895,658	23,910	0.0479	23,519	391	98.3647	1.6353
	Poll		9,998	0.0200	9,523	475	95.2490	4.7510
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,895,658	33,908	0.0680	33,042	866	97.4460
Total		153,760,508	97,088,641	63.1428	96,904,636	184,005	99.8105	0.1895



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Shri Piruz Khambatta (DIN: 00502565) as an Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	64,006,713	64,006,713	100.0000	64,006,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,006,713	64,006,713	100.0000	64,006,713	0	100.0000
Public- Institutions	E-Voting	39,858,137	33,048,020	82.9141	17,259,999	15,788,021	52.2270	47.7730
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,858,137	33,048,020	82.9141	17,259,999	15,788,021	52.2270
Public- Non Institutions	E-Voting	49,895,658	23,910	0.0479	23,549	361	98.4902	1.5098
	Poll		9,998	0.0200	9,523	475	95.2490	4.7510
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,895,658	33,908	0.0680	33,072	836	97.5345
Total		153,760,508	97,088,641	63.1428	81,299,784	15,788,857	83.7377	16.2623



Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to Cost Auditors of the Company for the financial year 2018-19.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	64,006,713	64,006,713	100.0000	64,006,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		64,006,713	64,006,713	100.0000	64,006,713	0	100.0000
Public- Institutions	E-Voting	39,858,137	33,048,020	82.9141	33,020,981	27,039	99.9182	0.0818
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,858,137	33,048,020	82.9141	33,020,981	27,039	99.9182
Public- Non Institutions	E-Voting	49,895,658	23,768	0.0476	23,085	683	97.1264	2.8736
	Poll		9,998	0.0200	9,523	475	95.2490	4.7510
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,895,658	33,766	0.0677	32,608	1,158	96.5705
Total		153,760,508	97,088,499	63.1427	97,060,302	28,197	99.9710	0.0290

*** TOTAL NUMBER OF SHARES HELD EXCLUDES**

(i) 44 259 Shares held in "GNFC Ltd Unclaimed Suspense Account" on which voting rights are frozen pursuant to Regulation 39(4) of the Listing Regulations.

(ii) 73740 Shares held by custodian against which Global Depository Receipts have been issued, which do not carry voting rights.

(iii) 1540276 Shares held by IEPF Authority, which do not carry voting rights.

