

Proceedings of the Fifty-third Annual General Meeting of the members of the Company held at 15.00 hrs on Wednesday, the 16th September, 2015 at the Cultural Centre Auditorium situated at the Registered Office of the Company at Fertilizernagar – 391 750, Dist. Vadodara.

- | | | | |
|---|------------------------|---|---|
| 1 | Dr. S. K. Nanda | - | Chairman & Managing Director |
| 2 | Shri D. C. Anjaria | - | Director &
Chairman of Finance-cum-Audit Committee
Chairman of Nomination & Remuneration
Committee |
| 3 | Prof. Vasant P. Gandhi | - | Director |
| 4 | Smt. Geeta Goradia | - | Director |

A IN ATTENDANCE:

- > Shri V. D. Nanavaty, Sr. Vice President (Finance) & CFO
- > Shri V. V. Vachhrajani, Company Secretary & Vice President (Legal)

B REPRESENTATIVES OF CORPORATE / INSTITUTIONAL MEMBERS

1. Shri Sandeep Shah - Gujarat State Investment Limited

MEMBERS PRESENT:

- > Members Present (in Person) - 360
- > Members Present (through Proxy) - 14

The Chairman confirmed the presence of requisite quorum for the meeting and called the meeting in order.

The Chairman informed the members that the Directors viz. Dr. J N Singh, Shri Ajay Shah, Shri Vijai Kapoor and Shri L. Chuaungo could not remain present at the meeting due to their preoccupation.

The Chairman welcomed all the members present at the fifty-third Annual General Meeting of the Company. The Chairman also welcomed the Statutory Auditor and Secretarial Auditor present at the meeting.



Thereafter, the Notice convening the fifty-third Annual General Meeting along with the Explanatory Statement and the Directors' Report, Report on Corporate Governance and Management Discussion & Analysis Report having been with the members for sometime, were taken as read with the permission of the members present and as called upon by the Chairman, Shri V. V. Vachhrajani, Company Secretary & Vice President (Legal) to read the Auditor's Report.

The Chairman then delivered his speech to the shareholders wherein he touched in brief the economic scenario, overall performance, expansion and diversification, promotional activities etc. of the Company.

The Chairman then invited the Members to ask questions, comments & observations on the accounts.

The Members in general, congratulated the Chairman on the overall performance of the Company. The members raised questions on the working and financials of the Company. The questions so raised were satisfactorily replied.

Thereafter, the Chairman stated that the Company has provided the e-voting facility to its members passing of the Ordinary and Special Resolutions as contained in the Notice. The Chairman then stated that the facility of e-voting commenced on 13th September, 2015 at 9.00 AM and concluded on 15th September, 2015 at 5.00 PM.

It was also stated that, the facility of voting by poll/ ballot has also been provided by the Company during the General Meeting to the members who are present and who have not casted their votes by e-voting.

The members were informed that the votes cast by e-voting and votes cast by ballot papers shall be counted by the Scrutinizer and the result shall be declared



within 48 hours of the conclusion of the Annual General Meeting. The members were further informed that the report of Scrutinizer shall be placed on the company's website as well as CDSSL's website. These resolutions shall be deemed to have been passed at this Annual General Meeting.

The Company Secretary informed to the members that the following resolutions are put to vote by e-voting and ballot.

Item No.	Resolutions
Ordinary Business	
1	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2015 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)
2	Declaration of Dividend on equity shares for the Financial Year ended on 31 st March, 2015. (Ordinary Resolution)
3	Re-appointment of Dr. J N Singh, who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)
4	Ratification of appointment and remuneration of Statutory Auditors. (Ordinary Resolution)
Special Business	
5	Ratification of Remuneration of Cost Auditors for the F. Y. 2015-16. (Ordinary Resolution)
6	Appointment of Smt. Geeta Goradia as an Independent Director for a period of 5 years. (Ordinary Resolution)
7	Appointment of Shri D C Anjaria as an Independent Director for a period of 5 years. (Special Resolution)
8	Appointment of Prof. Vasant Gandhi as an Independent Director for a period of 5 years. (Special Resolution)
9	Appointment of Shri Ajay Shah as an Independent Director for a period of 5 years. (Special Resolution)
10	Appointment of Shri Vijai Kapoor as an Independent Director for a period of 5 years. (Special Resolution)
11	Appointment of Dr. S K Nanda as Chairman and Managing Director and to approve terms and conditions thereof. (Ordinary Resolution)



Post completion of voting through ballot papers the meeting shall be taken as concluded. There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

For Gujarat State Fertilizers & Chemicals Limited

 CS V V Vachhrajani
 Company Secretary & Vice President (Legal)

Handwritten signature of CS V V Vachhrajani
 16/9/15