



# GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750. Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

**NO.SEC/Clause 31(d)/2016/**

**17<sup>th</sup> September, 2016**

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,

**Sub :-Proceedings of the 54<sup>th</sup> Annual General Meeting of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations,2015.**

Enclosed herewith the proceedings of the 54<sup>th</sup> Annual General Meeting of the Company held on 17<sup>th</sup> September, 2016 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations,2015.

Thanking you,

Yours faithfully,  
For Gujarat State Fertilizers & Chemicals Ltd.,

**CS V V Vachhrajani**  
**Company Secretary &**  
**Vice President (Legal)**  
E-mail : vishvesh@gsfcltd.com

Encl : As above

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

## GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Proceedings of the Fifty-Fourth Annual General Meeting of the members of the Company held at 15.00 hrs on Saturday, the 17<sup>th</sup> September, 2016 at the Cultural Centre Auditorium situated at the Registered Office of the Company at Fertilizernagar – 391 750, Dist. Vadodara.

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- |   |                        |   |   |
|---|------------------------|---|---|
| 1 | Shri D. C. Anjaria     | - | Director &<br>Chairman of Finance-cum-Audit Committee<br>Chairman of Nomination & Remuneration<br>Committee |
| 2 | Prof. Vasant P. Gandhi | - | Director & Chairman of Stakeholders<br>Relationship Committee   |
| 3 | Smt. Geeta Goradia     | - | Director  |
| 4 | Shri Sujit Gulati      | - | Director  |
| 5 | Shri A M Tiwari        | - | Managing 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  |
| 2. | Shri Sanjay S Bhatt | - | Gujarat Alkalies & Chemicals Ltd. |

### MEMBERS PRESENT:

- |   |                                 |   |     |
|---|---------------------------------|---|-----|
| ➤ | Members Present (in Person)     | - | 369 |
| ➤ | Members Present (through Proxy) | - | 02  |

Dr. J. N. Singh, Chairman could not remain present at the meeting. Hence Prof. Vasant Gandhi, Director proposed the name of Shri D C Anjaria, Director as the Chairman for the meeting, which was seconded by Smt. Geeta Goradia and he was voted to the Chair unanimously. Thereupon, Shri D C Anjaria took the Chair and then commenced business of the meeting.



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. Shri Ajay Shah & Shri Vijai Kapoor could not remain present at the meeting due to their preoccupation.

The Chairman welcomed all the members present at the Fifty Fourth 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 Fourth Annual General Meeting alongwith 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.

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.

One Member, congratulated for the overall performance of the Company. No questions were raised at the meeting by the Shareholders present.

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 14<sup>th</sup> September, 2016 at 9.00 AM and concluded on 16<sup>th</sup> September, 2016 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 CDSL'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
<b>Ordinary Business</b>	
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2016 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 <sup>st</sup> March, 2016. (Ordinary Resolution)
3	Re-appointment of Shri Sujit Gulati, who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)
4	Ratification of appointment and remuneration of statutory auditors. (Ordinary Resolution)
<b>Special Business</b>	
5	Ratification of Remuneration of Cost Auditors for the Financial Year 2016-17.(Ordinary Resolution)
6	Appointment of Shri A. M. Tiwari as 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



*V. V. Vachhrajani*  
 CS V V Vachhrajani  
 Company Secretary &  
 Vice President (Legal) 17/9/16