GNFC

Gujarat Narmada Valley Fertilizers & Chemicals Limited
(Formerly known as Gujarat Narmada Valley Fertilizers Company Ltd.)
CIN : L24110GJ1976PLC002903

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

(An ISO 14001 & OHSAS 18001 Company)

No.SEC/BD/SE/

FAX NO. 02642 - 247084
E-mail : rbpanchal@gnfc.in

28 SEP 2015

Dy General Manager
BSE Ltd.
Corporate Relationship Dept
1st Floor, New Trading Ring,
Rotunda Bldg, PJ Towers,
Dalal Street, Fort
Mumbai-400 001

Company Code - BSE - "500670"

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,
C-1, Block - "G",
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Company Code - NSE - "GNFC EQ"

Sub : Disclosure of Voting Results of the 39th Annual General Meeting of Gujarat Narmada Valley Fertilizers & Chemicals Limited (GNFC) held on 26.9.2015 – Compliance of Clause 35A of the Equity Listing Agreement

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Dear Sirs,

At the 39th Annual General Meeting (AGM) of the Shareholders of the Company held on 26th September, 2015 at the Registered Office of the Company at Open Air Theatre, Sports Complex, Narmadanagar Township, PO : Narmadanagar – 392 015, District: Bharuch, Gujarat, all items of Ordinary and Special Business as contained in the Notice convening the 39th AGM were approved by the Shareholders with requisite majority through e-voting and voting by poll. Details of the voting results are enclosed in the format prescribed under Clause 35A of the Listing Agreement. A copy of Consolidated Scrutinizer Report dated 27th September, 2015 on Remote e-voting and voting by Poll is also enclosed herewith.

Thanking you,

Yours faithfully,
For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD

R B PANCHAL
COMPANY SECRETARY

ENCL : A : A :

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GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED
Regd. Office: PO : Narmadanagar-392 015, Dist.: Bharuch, Gujarat
CIN: L24110GJ1976PLC002903, E-mail: investor@gnfc.in
Tele-Fax No. (02642) 247084, Website: www.gnfc.in

39TH ANNUAL GENERAL MEETING HELD ON 26TH SEPTEMBER, 2015
DECLARATION OF RESULTS OF E-VOTING & VOTING BY POLL

As per the provisions of the Companies Act, 2013 read with Rules framed thereunder as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 39th Annual General Meeting (AGM). The e-Voting was open from 23.09.2015 (9:00 AM) to 25.09.2015 (5:00 PM).

The Board of Directors had appointed Mr. J. J. Gandhi, Practicing Company Secretary as the Scrutinizer for e-Voting and voting by poll. The Scrutinizer have carried out the scrutiny of both the electronic votes and physical votes and submitted their Report dated 27.09.2015.

The consolidated results as per the Scrutinizer's Report dated 27.09.2015 is as follows:

Item No.	Resolutions	% votes in favour	% votes against
Ordinary Resolutions			
1	Adoption of Audited Financial Statements of the Company for the year ended 31st March 2015, including the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	99.997	0.003
2	Appointment of a Director in place of Dr. Rajiv Kumar Gupta, IAS, (DIN 03575316), who retires by rotation and is eligible for re-appointment- Re-appointment of Dr. Rajiv Kumar Gupta, IAS as Director.	99.984	0.016
3	Ratification of appointment of Statutory Auditors of the Company.	99.996	0.004
4	Appointment of Dr. SK Nanda, IAS (DIN: 00315376) as Director of the Company liable to retire by rotation.	99.984	0.016
5	Appointment of Shri Piruz Khambatta (DIN: 00502565) as an Independent Director of the Company.	99.986	0.014
6	Appointment of Shri Sunil Parekh (DIN: 06992456) as an Independent Director of the Company.	99.985	0.015
7	Appointment of Shri HV Patel, IAS (Retd.) (DIN: 02174765) as an Independent Director of the Company.	99.985	0.015
8	Ratification/approval of remuneration of Cost Auditors of the Company for the financial year 2015-16.	99.995	0.005
Special Resolution			
9	Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013.	99.714	0.286

Based on the consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 39th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

RB PANCHAL
COMPANY SECRETARY

Date : 28 SEP 2015

Gujarat Narmada Valley Fertilizers & Chemicals Ltd. GNFC

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GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED
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DETAILS OF VOTING RESULTS OF THE 39th ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT

<table>
<tr><th>Sr. No.</th><th colspan="4">Description</th><th>Particulars</th></tr>
<tr><td>A</td><td colspan="4">Date of Annual General Meeting</td><td>Saturday, the 26th September, 2015</td></tr>
<tr><td>B.</td><td colspan="4">Book Closure Date</td><td>Saturday, the 22nd August, 2015 to Wednesday, the 26th August, 2015.</td></tr>
<tr><td>C.</td><td colspan="4">Total No. of Shareholders as on 19th September, 2015 i.e. cut-off date for Voting purpose.</td><td>2,43,203</td></tr>
<tr><td rowspan="5">D.</td><td colspan="5">No. of Shareholders present in the Meeting either in person or through proxy</td></tr>
<tr><td>Shareholders</td><td>Present in Person</td><td>Present through Proxy</td><td>Total</td></tr>
<tr><td>Promoter & Promoter Group</td><td>1</td><td>-</td><td>1</td></tr>
<tr><td>Public</td><td>384</td><td>1</td><td>385</td></tr>
<tr><td>TOTAL</td><td>385</td><td>1</td><td>386</td></tr>
<tr><td>E.</td><td colspan="3">No. of shareholders who attended the meeting through video conferencing.</td><td colspan="2">No video conferencing facility was arranged.</td></tr>
<tr><td colspan="6">Details of the Agenda and Voting Results: The mode of voting for all resolutions was e-voting and voting by poll.</td></tr>
</table>

Gujarat Narmada Valley Fertilizers & Chemicals Ltd. ★ GNFC

GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED
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Resolution No.1 - Ordinary Resolution :

Adoption of Audited Financial Statements of the Company for the year ended 31st March 2015, including the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Promoters / Public	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
	1	2	3=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
MODE OF VOTING (E-VOTING AND PHYSICAL BALLOT)							
Promoters and Promoters Group	64006713	64005713	100.00	64005713	0	100	0
Public-Institutional Holders	48179537	21229631	44.06	21229631	0	100	0
Public- Others	42972812	14611687	34.00	14608758	2792	99.980	0.019
Total	**155159062**	**99847031**	**64.35**	**99844102**	**2792**	**99.997**	**0.003**

** In Physical Ballot, shareholder holding 137 shares abstained from voting

Resolution No.2 - Ordinary Resolution :

Appointment of a Director in place of Dr. Rajiv Kumar Gupta, IAS, (DIN 03575316), who retires by rotation and is eligible for re-appointment-
Re-appointment of Dr. Rajiv Kumar Gupta, IAS as Director.

Promoters / Public	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
	1	2	3=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
MODE OF VOTING (E-VOTING AND PHYSICAL BALLOT)							
Promoters and Promoters Group	64006713	64005713	100	64005713	0	100	0
Public-Institutional Holders	48179537	21229631	44	21229631	0	100	0
Public- Others	42972812	14611687	34	14595121	15429	99.887	0.106
Total	**155159062**	**99847031**	**64.35**	**99830465**	**15429**	**99.984**	**0.016**

** In e-voting a shareholder holding 1000 shares abstained from voting and in Physical Ballot, shareholder holding 137 shares abstained from voting

Gujarat Narmada Valley Fertilizers & Chemicals Ltd.

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Resolution No.3 - Ordinary Resolution :
Ratification of appointment of Statutory Auditors of the Company.

Promoters / Public	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
	1	2	3=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
MODE OF VOTING (E-VOTING AND PHYSICAL BALLOT)							
Promoters and Promoters Group	64006713	64005713	100.00	64005713	0	100.00	0.00
Public-Institutional Holders	48179537	21229631	44.06	21229631	0	100.00	0.00
Public- Others	42972812	14611687	34.00	14608243	3307	99.98	0.02
Total	**155159062**	**99847031**	**64.35**	**99843587**	**3307**	**99.996**	**0.004**

** In Physical Ballot, shareholder holding 137 shares abstained from voting

Resolution No.4 - Ordinary Resolution :
Appointment of Dr. SK Nanda, IAS (DIN: 00315376) as Director of the Company liable to retire by rotation.

Promoters / Public	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
	1	2	3=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
MODE OF VOTING (E-VOTING AND PHYSICAL BALLOT)							
Promoters and Promoters Group	64006713	64005713	100.00	64005713	0	100.0	0.0
Public-Institutional Holders	48179537	21229631	44.06	21229631	0	100.0	0.0
Public- Others	42972812	14611687	34.00	14595262	16288	99.9	0.1
Total	**155159062**	**99847031**	**64.35**	**99830606**	**16288**	**99.984**	**0.016**

** In Physical Ballot, shareholder holding 137 shares abstained from voting

Resolution No.5 - Ordinary Resolution :
Appointment of Shri Piruz Khambatta (DIN: 00502565) as an Independent Director of the Company.

Promoters / Public	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
	1	2	3=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
MODE OF VOTING (E-VOTING AND PHYSICAL BALLOT)							
Promoters and Promoters Group	64006713	64005713	100.00	64005713	0	100.00	0.00
Public-Institutional Holders	48179537	21229631	44.06	21229631	0	100.00	0.00
Public- Others	42972812	14611687	34.00	14596703	13809	99.90	0.09
Total	**155159062**	**99847031**	**64.35**	**99832047**	**13809**	**99.986**	**0.014**

** In e-voting shareholder holding 1113 shares abstained from voting and in Physical Ballot, shareholder holding 62 shares abstained from voting

Gujarat Narmada Valley Fertilizers & Chemicals Ltd.

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Resolution No.6 - Ordinary Resolution :
Appointment of Shri Sunil Parekh (DIN: 06992456) as an Independent Director of the Company.

Promoters / Public	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
	1	2	3=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
MODE OF VOTING (E-VOTING AND PHYSICAL BALLOT)							
Promoters and Promoters Group	64006713	64005713	100.00	64005713	0	100.00	0.00
Public-Institutional Holders	48179537	21229631	44.06	21229631	0	100.00	0.00
Public- Others	42972812	14611687	34.00	14595862	14575	99.89	0.10
Total	**155159062**	**99847031**	**64.35**	**99831206**	**14575**	**99.985**	**0.015**

** In e-voting a shareholder holding 1113 shares abstained from voting and In Physical Ballot, shareholder holding 137 shares abstained from voting

Resolution No.7 - Ordinary Resolution :
Appointment of Shri HV Patel, IAS (Retd.) (DIN: 02174765) as an Independent Director of the Company.

Promoters / Public	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
	1	2	3=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
MODE OF VOTING (E-VOTING AND PHYSICAL BALLOT)							
Promoters and Promoters Group	64006713	64005713	100.00	64005713	0	100.00	0.00
Public-Institutional Holders	48179537	21229631	44.06	21229631	0	100.00	0.00
Public- Others	42972812	14611687	34.00	14596053	14497	99.89	0.10
Total	**155159062**	**99847031**	**64.35**	**99831397**	**14497**	**99.985**	**0.015**

** In e-voting a shareholder holding 1000 shares abstained from voting and in Physical Ballot, shareholder holding 137 shares abstained from voting

Resolution No.8 - Ordinary Resolution :
Ratification/approval of remuneration of Cost Auditors of the Company for the financial year 2015-16.

Promoters / Public	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
	1	2	3=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
MODE OF VOTING (E-VOTING AND PHYSICAL BALLOT)							
Promoters and Promoters Group	64006713	64005713	100.00	64005713	0	100.00	0.00
Public-Institutional Holders	48179537	21229631	44.06	21229631	0	100.00	0.00
Public- Others	42972812	14611687	34.00	14606711	4839	99.97	0.03
Total	**155159062**	**99847031**	**64.35**	**99842055**	**4839**	**99.995**	**0.005**

** In Physical Ballot, shareholder holding 137 shares abstained from voting

Gujarat Narmada Valley Fertilizers & Chemicals Ltd. GNFC

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Resolution No.9 - Special Resolution :

Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013.

Promoters / Public	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
	1	2	3=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
MODE OF VOTING (E-VOTING AND PHYSICAL BALLOT)							
Promoters and Promoters Group	64006713	64005713	100.00	64005713	0	100.00	0.00
Public-Institutional Holders	48179537	21229631	44.06	20947504	282127	98.67	1.33
Public- Others	42972812	14611687	34.00	14608043	3507	99.98	0.02
Total	**155159062**	**99847031**	**64.35**	**99561260**	**285634**	**99.714**	**0.286**

** In Physical Ballot, shareholder holding 137 shares abstained from voting

*** TOTAL NUMBER OF SHARES HELD EXCLUDES**

(i) 168481 Shares held in Unclaimed Shares Suspense Account on which voting rights are frozen pursuant to Clause 5A(II)(d) of the Listing Agreement

(ii) 91240 Shares held by custodian against which Global Depository Receipts have been issued, which do not carry voting rights.

Notes

All the above resolutions were passed with requisite majority.

Votes casted for 2555 Shares were invalid.

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Gujarat Narmada Valley Fertilizers & Chemicals Ltd. ★ GNFC

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Report of Scrutinizer

Consolidated Report on remote E-voting and Voting by Poll at AGM

(Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015)

To,
The Chairman
of 39th Annual General Meeting of Members of
Gujarat Narmada Valley Fertilizers & Chemicals Limited
P.O. Narmadanagar– 392015, Dist. Bharuch

Dear Sir,

Re: Scrutinizers' Report on remote e-voting and voting by poll at the AGM of Gujarat Narmada Valley Fertilizers & Chemicals Limited held on 26th September, 2015

1. I, J. J. Gandhi, Proprietor of J J Gandhi & Co. Practising Company Secretaries, having office at 231, Phoenix Complex, Sayajigunj, Vadodara 390005 has been appointed as Scrutinizer by the Board of Directors pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (herein after referred to as Rules) for scrutinizing the e-voting process and poll at the AGM on the resolutions contained in the Notice (herein after referred to as "Resolutions") of the **39th Annual General Meeting** (AGM) of the Members of the Company held **on 26th Sept., 2015 at 3.00 PM at Open Air Theatre, Sports Complex, Narmada Nagar Township, P.O. Narmadanagar– 392015, Dsit. Bharuch.**

2. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and on poll on the Resolutions contained in the Notice of AGM of the Members of the Company. My responsibilities as a scrutinizer for e-voting process and for poll are restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by the Central Depository Services (India) Ltd., the authorized agency engaged by the Company to provide e-voting facilities and on the poll conducted at the AGM.

3. I submit my report as under;

J. J. Gandhi & Co. BARODA CP No. 2515 Company Secretaries

Gujarat Narmada Valley Fertilizers & Chemicals Ltd. GNFC

(1) (8)

J. J. Gandhi & Co.
Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

A. As per requirement of Rule 20(v), the Public Advertisement with respect to dispatch of AGM Notice and intimating date and time of commencement and closing of E-voting have been published in English language in the newspaper **"Business Standard"** dated **3rd September, 2015** and in Gujarati language in the news paper **"Divya Bhaskar"** dated **3rd September, 2015**.

B. The e-voting period remained open from **23rd Sept., 2015** (9.00 A.M.) to **25th Sept., 2015** (5.00 P.M.).

C. The Members of the Company holding shares in physical form or demat form as on **"Cut-off" date** i.e. **19th Sept., 2015** were entitled to vote on the resolutions mentioned in the Notice of AGM.

D. At the AGM Poll was conducted to facilitate the members/ proxies present at the AGM and who did not vote in the E-voting process.

E. Ballot papers were given to the Members and proxies present at the meeting. The empty ballot boxes were shown, locked and sealed in my presence and in the presence of members and proxies.

F. Subsequently, the ballot boxes were opened in my presence and in the presence of CS Sonal Shimpi and Ms Sakhishree who are not in the employment of the Company. They have signed at the end of report to confirm that polling boxes were opened in their presence.

G. The poll papers were scrutinized and reconciled with the records maintained by the Company/ Registrar & Transfer Agent and the authorizations/ proxies lodged with the Company.

H. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

I. After counting votes cast through poll at AGM, the E-votes cast were unblocked on **26th Sept., 2015** in the presence of 2 witnesses CS Sonal Shimpi and Ms. Sakhishree who are not in employment of the Company. They have signed at the end of report to confirm that the e-votes have been unblocked in their presence.

J. The details of Members who have voted "for" or "against" each of the resolutions that were put to vote were generated from the E-voting website of CDSL viz. www.evotingindia.co.in.

Based on the Reports generated from the CDSL website and the voting through Poll at the AGM, the consolidated report on the voting on each resolution is as under:

J. Gandhi & Co. BARODA CP No. 2515 Company Secretaries

Gujarat Narmada Valley Fertilizers & Chemicals Ltd. GNFC

J. J. Gandhi & Co.
Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

Resolution No. 1 – Ordinary Resolution

Adoption of Audited Financial Statements of the Company for Financial Year ended 31-03-2015 and the Reports of Board of Directors and Auditors thereon.

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	223	99809855	99.962
Poll	136	34247	0.035
Total	359	99844102	99.997
Against the resolution			
E-voting	10	2779	0.003
Poll	1	13	0.000
Total	11	2792	0.003
Invalid votes			
E-voting	0	0	
Poll	25	2555	
Total	25	2555	

J. J. Gandhi & Co. BARODA CP No. 2515 Company Secretaries

Gujarat Narmada Valley Fertilizers & Chemicals Ltd.

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J. J. Gandhi & Co.
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231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

Resolution No. 2 – Ordinary Resolution

Appointment of a Director in place of Dr. Rajiv Kumar Gupta, IAS, who retires by rotation and is eligible for re-appointment.

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	213	99796812	99.950
Poll	130	33653	0.034
Total	343	99830465	99.984
Against the resolution			
E-voting	19	14822	0.014
Poll	7	607	0.000
Total	26	15429	0.016
Invalid votes			
E-voting	0	0	
Poll	25	2555	
Total	25	2555	

J. J. Gandhi & Co. BARODA CP No. 2515 Company Secretaries

Gujarat Narmada Valley Fertilizers & Chemicals Ltd. GNFC

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Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

Resolution No. 3 – Ordinary Resolution

Ratification of appointment of Statutory Auditors of the Company

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	224	99809402	99.962
Poll	136	34185	0.034
Total	360	99843587	99.996
Against the resolution			
E-voting	9	3232	0.004
Poll	1	75	0.000
Total	10	3307	0.004
Invalid votes			
E-voting	0	0	
Poll	25	2555	
Total	25	2555	

J. J. Gandhi & Co. BARODA CP No. 2515 Company Secretaries

Gujarat Narmada Valley Fertilizers & Chemicals Ltd. GNFC

J. J. Gandhi & Co.
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Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

Resolution No. 4 - Ordinary Resolution

Appointment of Dr. S K Nanda, IAS as Director liable to retire by rotation.

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	212	99796712	99.950
Poll	131	33894	0.034
Total	343	99830606	99.984
Against the resolution			
E-voting	21	15922	0.016
Poll	6	366	0.000
Total	27	16288	0.016
Invalid votes			
E-voting	0	0	
Poll	25	2555	
Total	25	2555	

J. J. Gandhi & Co. BARODA CP No. 2515 Company Secretaries

Gujarat Narmada Valley Fertilizers & Chemicals Ltd. GNFC

J. J. Gandhi & Co.
Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

Resolution No. 5 - Ordinary Resolution

Appointment of Shri Piruz Khambatta as an Independent Director of the Company

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	216	99797787	99.952
Poll	136	34260	0.034
Total	352	99832047	99.986
Against the resolution			
E-voting	14	13734	0.014
Poll	1	75	0.000
Total	15	13809	0.014
Invalid votes			
E-voting	0	0	
Poll	25	2555	
Total	25	2555	

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Resolution No. 6 - Ordinary Resolution

Appointment of Shri Sunil Parekh as an Independent Director of the Company

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	215	99797287	99.951
Poll	132	33919	0.034
Total	347	99831206	99.985
Against the resolution			
E-voting	15	14234	0.014
Poll	5	341	0.001
Total	20	14575	0.015
Grand Total	367		100.000
Invalid votes			
E-voting	0	0	
Poll	25	2555	
Total	25	2555	

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Resolution No. 7 - Ordinary Resolution

Appointment of Shri H V Patel, IAS (Retd.) as an Independent Director of the Company

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	213	99797212	99.951
Poll	136	34185	0.034
Total	349	99831397	99.985
Against the resolution			
E-voting	19	14422	0.015
Poll	1	75	0.000
Total	20	14497	0.015
Invalid votes			
E-voting	0	0	
Poll	25	2555	
Total	25	2555	

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Resolution No. 8 - Ordinary Resolution

Ratification / Approval of remuneration of Cost Auditors.

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	220	99808127	99.961
Poll	132	33928	0.034
Total	352	99842055	99.995
Against the resolution			
E-voting	13	4507	0.005
Poll	5	332	0.000
Total	18	4839	0.005
Invalid votes			
E-voting	0	0	
Poll	25	2555	
Total	25	2555	

J. J. Gandhi & Co. BARODA CP No. 2515 Company Secretaries

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Resolution No. 9 - Special Resolution

Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013.

Votes cast	**Number of members present and voting**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the solution			
E-voting	221	99527075	99.680
Poll	136	34185	0.034
Total	357	99561260	99.714
Against the solution			
E-voting	12	285559	0.286
Poll	1	75	0.000
Total	13	285634	0.286
Invalid votes			
E-voting	0	0	
Poll	25	2555	
Total	25	2555	

The relevant records relating to E-voting and Poll will be handed over to the Company Secretary after the Chairman approves and signs the minutes.

For J J Gandhi & Co.,
Practising Company Secretaries,

(J J Gandhi)
Proprietor (CP No – 2515)

J. J. Gandhi & Co. BARODA CP No. 2515 Company Secretaries

Place: Vadodara
Date: 27th Sept., 2015

Witness CS Sonal Shimpi _____ Ms Sakhishree S A Padaria

Gujarat Narmada Valley Fertilizers & Chemicals Ltd. GNFC