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/
September 27, 2014

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

Company Code - BSE - "500670"
Fax No.02272 2037 / 3719

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"
Fax No.022 2659 8237 / 38

Sub : Disclosure of Voting Results of the 38th Annual General Meeting of Gujarat Narmada Valley Fertilizers & Chemicals Limited (GNFC) held on 26.9.2014 – Compliance of Clause 35A of the Equity Listing Agreement

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Dear Sirs,

At the 38th Annual General Meeting (AGM) of the Shareholders of the Company (GNFC) held on 26th September, 2014 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 38th AGM were approved by the Shareholders with requisite majority through e-voting. Details of the e- voting results are enclosed in the format prescribed under Clause 35A of the Equity Listing Agreement. A copy of Scrutinizer's report dated 23rd September, 2014 is also enclosed herewith.

Thanking you,

Yours faithfully,
For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD

R B PANCHAL
COMPANY SECRETARY

ENCL : A : A :

GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED
(Formerly known as Gujarat Narmada Valley Fertilizers Co. Ltd)
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

38TH ANNUAL GENERAL MEETING HELD ON 26TH SEPTEMBER, 2014
DECLARATION OF RESULTS OF e-VOTING

As per the provisions of the Companies Act, 2013 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 38th Annual General Meeting (AGM). The e-Voting was open from 20.09.2014 (9:00 AM) to 22.09.2014 (6:00 PM).

The Company had appointed Mr. J. J. Gandhi, Practicing Company Secretary as the Scrutinizer for e-Voting. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to the close of working hours on 22nd September, 2014 and submitted their Report dated 23.09.2014.

The results of e-voting as per the Scrutinizer's Report dated 23.09.2014 are as follows:

Resolution No.	Resolutions	% votes in favour	% votes against
Ordinary Resolutions			
1	Adoption of Annual Accounts and Reports for the year 2013-14.	99.9997	0.0003
2	Declaration of Dividend on Equity Shares.	99.9999	0.0001
3	Appointment of Director in place of a Director retiring by rotation. - Re-appointment of Shri G C Murmu, IAS as a Director liable to retire by rotation.	84.7749	15.2251
4	Appointment of Director in place of a Director retiring by rotation. - Retirement of Dr. T T Ram Mohan as Director by rotation – Non-filing up of the resultant vacancy.	99.9988	0.0012
5	Re-appointment of Statutory Auditors.	98.1623	1.8377
6	Appointment of Prof. Arvind Sahay as an Independent Director.	99.9987	0.0013
7	Appointment of Shri Chandrasekhar Mani as an Independent Director	99.9988	0.0012
8	Ratification / Approval of remuneration of Cost Auditors.	99.9991	0.0009
Special Resolutions			
9	Increase in the Borrowing Limits of the Company.	99.9995	0.0005
10	Authorization for creation of mortgage(s)/hypothecation(s)/ charge(s).	99.9990	0.0010

Based on the Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 38th 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 : 27.09.2014

GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED
(Formerly known as Gujarat Narmada Valley Fertilizers Co. Ltd)
Regd. Office: PO : Narmadanagar-392 015, Dist.: Bharuch, Gujarat
CIN: L24110GJ1976PLC002903, E-mail: investor@gnfc.in
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DETAILS OF VOTING RESULTS OF THE 38TH ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT

Sr. No.	Description	Particulars		
A	Date of Annual General Meeting	**Friday, the 26th September, 2014**		
B.	Book Closure Date	**Saturday, the 23rd August, 2014 to Wednesday, the 27th August, 2014.**		
C.	Total No. of Shareholders on 1st August, 2014 i.e. cut-off date for Voting purpose.	**2,48,126**		
D.		No. of Shareholders present in the Meeting either in person or through proxy		Total
		Present in Person	Present through Proxy	
	Promoter and Promoter Group	**2**	**-**	**2**
	Public	**340**	**4**	**344**
			Total	**346**
E.	No. of Shareholders who attended the meeting through video conferencing :	No video conferencing facility was arranged.		
Details of the Agenda and Voting Results : **The mode of voting for all resolutions was e-Voting.**				

GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

Resolution No.1 - Ordinary Resolution :

Adoption of Annual Accounts and Reports for the year 2013-14

Promoter/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
Promoter and Promoter Group	64003713	64003713	100	64003713	0	100	0
Public - Institutional holders	42823680	41157661	96.1096	41157661	0	100	0
Public - Others	48300580	20017	0.0414	19666	351	98.2465	1.7535
Total	155127973	105181391	67.8030	105181040	351	99.9997	0.0003

Resolution No.2 - Ordinary Resolution :

Declaration of Dividend on Equity Shares

Promoter/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
Promoter and Promoter Group	64003713	64003713	100	64003713	0	100	0
Public - Institutional holders	42823680	41157661	96.1096	41157661	0	100	0
Public - Others	48300580	20017	0.0414	19866	151	99.2456	0.7544
Total	155127973	105181391	67.8030	105181240	151	99.9999	0.0001

Gujarat Narmada Valley Fertilizers & Chemicals Ltd

Resolution No.3 - Ordinary Resolution :

Appointment of Director in place of a Director retiring by rotation - Re-appointment of Shri GC Murmu, IAS as a Director liable to retire by rotation

Promoter/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
Promoter and Promoter Group	64003713	64003713	100	64003713	0	100	0
Public - Institutional holders	42823680	41157661	96.1096	25144906	16012755	61.0941	38.9059
Public - Others	48300580	20017	0.0414	18783	1234	93.8352	6.1648
Total	155127973	105181391	67.8030	89167402	16013989	84.7749	15.2251

Resolution No.4 - Ordinary Resolution :

Appointment of Director in place of a Director retiring by rotation - Retirement of Dr. TT Ram Mohan as Director by rotation - Non-filling up of the resultant vacancy

Promoter/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
Promoter and Promoter Group	64003713	64003713	100	64003713	0	100	0
Public - Institutional holders	42823680	41157661	96.1096	41157661	0	100	0
Public - Others	48300580	20017	0.0414	18783	1234	93.8352	6.1648
Total	155127973	105181391	67.8030	105180157	1234	99.9988	0.0012

Gujarat Narmada Valley Fertilizers & Chemicals Ltd

Resolution No.5 - Ordinary Resolution :

Re-appointment of Statutory Auditors

Promoter/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
Promoter and Promoter Group	64003713	64003713	100	64003713	0	100	0
Public - Institutional holders	42823680	41157661	96.1096	39225120	1932541	95.3045	4.6955
Public - Others	48300580	20017	0.0414	19633	384	98.0816	1.9184
Total	155127973	105181391	67.80	103248466	1932925	98.1623	1.8377

Resolution No.6 - Ordinary Resolution :

Appointment of Prof. Arvind Sahay as an Independent Director

Promoter/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
Promoter and Promoter Group	64003713	64003713	100	64003713	0	100	0
Public - Institutional holders	42823680	41157661	96.1096	41157661	0	100	0
Public - Others	48300580	20017	0.0414	18649	1368	93.1658	6.8342
Total	155127973	105181391	67.8030	105180023	1368	99.9987	0.0013



Resolution No.7 - Ordinary Resolution :

Appointment of Shri Chandrasekhar Mani as an Independent Director

Promoter/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
Promoter and Promoter Group	64003713	64003713	100	64003713	0	100	0
Public - Institutional holders	42823680	41157661	96.1096	41157661	0	100	0
Public - Others	48300580	19883	0.0412	18649	1234	93.7937	6.2063
Total	155127973	105181257	67.8029	105180023	1234	99.9988	0.0012

Resolution No.8 - Ordinary Resolution :

Ratification/Approval of remuneration of Cost Auditors

Promoter/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
Promoter and Promoter Group	64003713	64003713	100	64003713	0	100	0
Public - Institutional holders	42823680	41157661	96.1096	41157661	0	100	0
Public - Others	48300580	20017	0.0414	19033	984	95.0842	4.9158
Total	155127973	105181391	67.8030	105180407	984	99.9991	0.0009

Gujarat Narmada Valley Fertilizers & Chemicals Ltd. GNFC

Resolution No.9 - Special Resolution :

Increase in the Borrowing Limits of the Company

Promoter/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
Promoter and Promoter Group	64003713	64003713	100	64003713	0	100	0
Public - Institutional holders	42823680	41157661	96.1096	41157661	0	100	0
Public - Others	48300580	20017	0.0414	19482	535	97.3273	2.6727
Total	155127973	105181391	67.8030	105180856	535	99.9995	0.0005

Resolution No.10 - Special Resolution :

Authorization for creation of mortgage(s)/hypothecation(s)/charge(s)

Promoter/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
Promoter and Promoter Group	64003713	64003713	100	64003713	0	100	0
Public - Institutional holders	42823680	41157661	96.1096	41157661	0	100	0
Public - Others	48300580	20017	0.0414	19016	1001	94.9993	5.0007
Total	155127973	105181391	67.8030	105180390	1001	99.9990	0.0010

*TOTAL NUMBER OF SHARES HELD EXCLUDES

(i) 169570 Shares of Unclaimed Shares Suspense Account on which voting rights are frozen pursuant to Clause 5A(II)(d) of the Listing Agreement and (ii)121240 shares held by custodian against which depository receipts have been issued, which do not carry voting rights.



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

Report of Scrutinizer
(Based on E-voting)

(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
of 38th Annual General Meeting of Members of
Gujarat Narmada Valley Fertilizers & Chemicals Limited
(CIN – L24110GJ1976PLC002903)
P. O. Narmadanagar
Dist. Bharuch -392015

Dear Sir,

1. I, J. J. Gandhi Proprietor of J J Gandhi & Co. Practising Company Secretaries of Vadodara have been appointed as Scrutinizer vide letter No. SEC/AGM/E-VS dated 12th Aug., 2014 in terms of clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (herein after referred to as Rules) for scrutinizing the e-voting process on the resolutions contained in the Notice (herein after referred to as "Resolutions") of the 38th Annual General Meeting (AGM) of the Members of the Company to be held on 26th Sept., 2014 at 2.30 P.M. at the Registered office of the Company at Open Air Theatre, Sports Complex, Narmadanagar Township, P.O. Naramadanagar 392015, Dist. Bharuch, 392015.

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 on the Resolutions contained in the Notice of 38th AGM of the members of the Company. My responsibility as a scrutinizer for e-voting process is 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.

3. I submit my report as under;

   A. As per requirement of Rule 20(v), Public Advertisement with respect to dispatch of AGM Notice and intimating dates and time of commencement and closing of E-voting have been published in English language in the newspaper Business Standard dated 1st Sept., 2014 and in Gujarati language in the news paper Divay Bhaskar 1st Sept., 2014.

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

J. J. Gandhi & Co.
Practising Company Secretaries
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B. The e-voting period remained open from 9.00 A.M. on 20th Sept., 2014 till 6.00 P. M. on 22nd Sept., 2014.

C. The Members of the Company holding shares as on "Cut-off" date i.e. 1st August, 2014 were entitled to the vote on the resolutions as mentioned in the Notice of 38th AGM of the Company.

D. The votes cast were unblocked on 22nd Sept., 2014 at 7.00 P. M. in the presence of 2 witnesses CS Sonal Shimpi and Ms. Shilpy Jaiswal who are not in employment of the Company. They have signed below to confirm that the e-votes have been unblocked in their presence.

(CS Sonal Shimpi) (Shilpy Jaiswal)

E. Thereafter, 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.

The Result of e-voting are as under;

During E-voting process total 89 Members holding 10,51,81,391 shares representing 67.68% of the total shares of the Company have cast their votes. All the resolutions have been passed with requisite majority. The resolution wise details are provided below;

Resolution No. 1 – Ordinary Resolution

Adoption of audited financial statement for the year ended on 31st March, 2014 and Directors Report and Auditors Report thereon.

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	84	105181040	99.99%
Against the resolution	5	351	0.00%
Invalid votes	0	0	0

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

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Resolution No. 2 – Ordinary Resolution

Declaration of Dividend on Equity Shares

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	87	105181240	99.99%
Against the resolution	2	151	00.00%
Invalid votes	0	0	0

Resolution No. 3 – Ordinary Resolution

Appointment of Shri GC Murmu, IAS, (DIN 00183142) Director in place of a Director retiring by rotation.

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	61	89167402	84.77%
Against the resolution	28	16013989	15.23%
Invalid votes	0	0	0

Resolution No. 4 – Ordinary Resolution

Dr. TT Ram Mohan, (DIN 00008651) who retires by rotation at this meeting, be not reappointed as Director of the company at this meeting and that the resultant vacancy created thereby be not filled up for the time being.

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	81	105180157	99.99%
Against the resolution	8	1234	00.00%
Invalid votes	0	0	0

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

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Resolution No. 5 – Ordinary Resolution

Appointment of Auditor and to fix their remuneration.

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	67	103248466	98.16%
Against the resolution	22	1932925	1.84%
Invalid votes	0	0	0

Resolution No. 6 – Ordinary Resolution

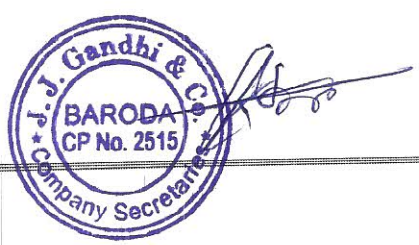
Appointment of Prof. Arvind Sahay (DIN 03248334) as an Independent Director

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	80	105180023	99.99%
Against the resolution	9	1368	00.00%
Invalid votes	0	0	0

Resolution No. 7 – Ordinary Resolution

Appointment of Shri Chandrasekhar Mani (DIN 00031968) as an Independent Director

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	80	105180023	99.99%
Against the resolution	8	1234	00.00%
Invalid votes	1	Not voted	0



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Resolution No. 8 – Ordinary Resolution

Ratification/ approval of remuneration of Cost Auditor for the F Y 2014-15

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	82	105180407	99.99%
Against the resolution	7	984	00.00%
Invalid votes	0	0	0

Resolution No. 9 – Special Resolution

Increase in the Borrowing Limits of the Company

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	82	105180856	99.99%
Against the resolution	7	535	00.00%
Invalid votes	0	0	0

Resolution No. 10 – Special Resolution

Authorization for creation of mortgages/ hypothecations/ charges.

E-votes cast	Number of members given E-voting	Number of votes cast by them	% of total number of valid votes cast
In favour of the resolution	82	105180390	99.99%
Against the resolution	7	1001	00.00%
Invalid votes	0	0	0

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

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

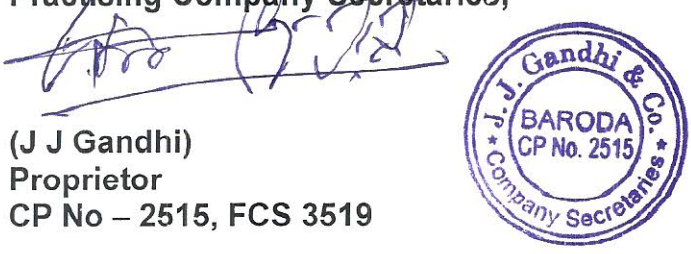
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The relevant records relating to E-voting (containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution) and other records will be handed over to the Company Secretary/ authorized person for safe keeping.

Thanking you,

Yours faithfully,

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



(J J Gandhi)
Proprietor
CP No – 2515, FCS 3519

Place: Vadodara
Dated: 23rd Sept., 2014