



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar – 391 750. Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

BY FAX/REGISTERED POST A.D.

NO.SEC/SEs/Clause-35A/2015

18th September, 2015

The Corporate Relationship Department
BSE Limited
Dept. of Corporate Services
P J Towers, Dalal Street
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

Dear Sirs,

**Sub : Clause 35A of the Listing Agreement-Details of voting results of the
53rd Annual General Meeting of the Company**

The 53rd Annual General Meeting (AGM) of the Gujarat State Fertilizers & Chemicals Limited (Company) was held on Wednesday, 16th September, 2015 at 03:00 p.m. at Cultural Centre Auditorium situated at Fertilizernagar Township, Fertilizernagar – 391 750, District Vadodara.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of AGM through electronic voting (e-voting) services provided by Central Depository Services Limited (CDSL) during the period commencing from 13th September 2015 (9.00 AM) to 15th September, 2015 (5.00 PM) and voting by Poll at the venue of the AGM.

All the resolutions contained in the Notice of the above AGM was approved by requisite majority of shareholder through e-voting and voting by Poll. Accordingly, all the resolutions are declared to be passed on 16th September, 2015 which is the date of the AGM. In accordance with Clause 35A of the Listing Agreement, please find enclosed herewith the voting results of the 53rd Annual General Meeting of the Company held on 16th September, 2015 in the prescribed format alongwith the scrutinizer's report for e-voting.

Kindly take the same on record.

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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Website : www.gsfclimited.com

ISO 9001, ISO 14001, OHSAS 18001 & EN 16001 Certified Company

**Details of voting results of the 53rd Annual General Meeting of the Company
pursuant to Clause 35A of the Listing Agreement**

Sr. No.	Description	Particulars		
A.	Date of Annual General Meeting	Wednesday, 16 th September, 2015		
B.	Book Closure Date	Wednesday 2 nd September, 2015 to Wednesday 16 th September, 2015		
C.	Total no. of shareholders on 9 th September 2015 i.e. cut-off date for e-voting purpose	1,10,044		
D.	No. of shareholders present in the Meeting either in person or through proxy	A.		
	Shareholders	Present in person	Present through Proxy	Total
	Promoter and Promoter Group	-	1	1
	Public	346	13	359
	Total	346	14	360
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 and voting through poll



Resolution No. 1

Ordinary Resolution

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

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	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Mode of Voting (E-Voting)							
Promoter and Promoter Group	150787405	150787405	100.00	150787405	0	100.00	0.00
Public – Institutional holders	141882079	#96825998	68.24	95984324	737939	99.13	0.76
Public – Others	93142021	47940	0.05	45400	2540	94.70	5.30
Total (A)	385811505	247661343	64.19	246817129	740479	99.66	0.30
Mode of Voting (Physical Ballot)							
Promoter and Promoter Group	12500	0	0.00	0	0	0.00	0.00
Public – Institutional holders	176500	0	0.00	0	0	0.00	0.00
Public – Others	12477025	*48336	0.39	48336	0	100.00	0.00
Total (B)	12666025	48336	0.38	48336	0	100.00	0.00
Result (A + B)	398477530	247709679	64.57	246865465	740479	99.66	0.30

Note: The aforesaid Resolution was passed with requisite majority

* Votes casted for 29,120 shares were invalid/ voted neither in favour nor against the resolution.

#One shareholder holding 1,81,052 shares has casted vote for 77,317 shares and for balance 1,03,735 shares, abstained from voting.

Resolution No. 2

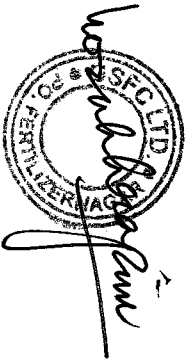
Ordinary Resolution

Declaration of Dividend on equity shares for the Financial Year ended on 31st March, 2015.

Promoter/ Public	No. of Shares held *	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting (E-Voting)							
Promoter and	150787405	150787405	100.00	150787405	0	100.00	0.00
Promoter Group							
Public – Institutional holders	141882079	#96825998	68.24	96722263	0	99.89	0.00
Public – Others	93142021	47940	0.05	45150	2790	94.18	5.82
Total (A)	385811505	247661343	64.19	247554818	2790	99.96	0.00
Mode of Voting (Physical Ballot)							
Promoter and	12500	0	0.00	0	0	0.00	0.00
Promoter Group							
Public – Institutional holders	176500	0	0.00	0	0	0.00	0.00
Public – Others	12477025	*48336	62.4	48336	0	100.00	0.00
Total (B)	12666025	48336	62.4	48336	0	100.00	0.00
Result (A + B)	398477530	247709679	62.16	247603154	2790	99.96	0.00

Note : The aforesaid Resolution was passed with requisite majority

* Votes casted for 29,120 shares were invalid/ voted neither in favour nor against the resolution.
#one shareholder holding 1,81,052 shares has casted vote for 77,317 shares and for balance 1,03,735 shares, abstained from voting.



Resolution No. 3

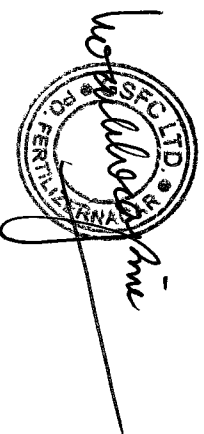
Ordinary Resolution

Re-appointment of Dr. J N Singh, who retires by rotation and being eligible, offers himself for reappointment.

Promoter/ Public	No. of Shares held *	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	-1	-2		-4	-5		
Mode of Voting (E-Voting)							
Promoter and Promoter Group	150787405	150787405	100.00	150787405	0	100.00	0.00
Public – Institutional holders	141882079	#96825998	68.24	89283102	7439161	92.21	7.68
Public – Others	93142021	47935	0.05	44245	3690	92.30	7.70
Total (A)	385811505	247661333	64.19	240114752	7442851	96.95	3.00
Mode of Voting (Physical Ballot)							
Promoter and Promoter Group	12500	0	0.00	0	0	0.00	0.00
Public – Institutional holders	176500	0	0.00	0	0	0.00	0.00
Public – Others	12477025	*48261	0.39	48041	220	99.54	0.46
Total (B)	12666025	48261	62.40	48041	220	99.54	0.46
Result (A + B)	398477530	247709594	62.16	240162793	7443071	96.95	3.00

Note : The aforesaid Resolution was passed with requisite majority

* Votes casted for 29,120 shares were invalid/ voted neither in favour nor against the resolution.
#one shareholder holding 1,81,052 shares has casted vote for 77,317 shares and for balance 1,03,735 shares, abstained from voting. Another shareholder holding 5 shares abstained from voting.



Resolution No. 4

Ordinary Resolution

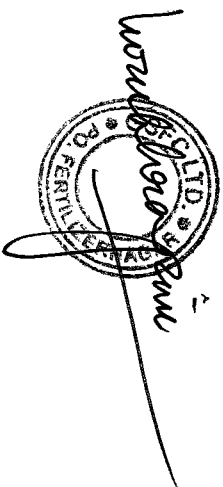
Ratification of appointment and remuneration of Statutory Auditors.

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
Mode of Voting (E-Voting)							
Promoter and Promoter Group	150787405	150787405	100	150787405	0	100	0
Public – Institutional holders	141882079	#96825998	68.24	70950309	25771954	73.28	26.62
Public – Others	93142021	47935	0.05	44890	3045	93.65	6.35
Total (A)	385811505	247661338	64.19	221782604	25774999	89.55	10.41
Mode of Voting (Physical Ballot)							
Promoter and Promoter Group	12500	0	0	0	0	0	0
Public – Institutional holders	176500	0	0	0	0	0	0
Public – Others	12477025	*48336	62.4	48336	0	100	0
Total (B)	12666025	48336	62.4	48336	0	100	0
Result (A + B)	398477530	247709674	62.16	221830940	25774999	89.55	10.41

Note : The aforesaid Resolution was passed with requisite majority

* Votes casted for 29,120 shares were invalid/ voted neither in favour nor against the resolution.

#one shareholder holding 1,81,052 shares has casted vote for 77,317 shares and for balance 1,03,735 shares, abstained from voting. Another shareholder holding 5 shares abstained from voting.



Resolution No. 5

Special Resolution

Ratification of Remuneration of Cost Auditors for the F. Y. 2015-16.

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
Mode of Voting (E-Voting)							
Promoter and Promoter Group	150787405	150787405	100.00	150787405	0	100.00	0.00
Public – Institutional holders	141882079	#96825998	68.24	96346885	375378	99.51	0.39
Public – Others	93142021	47935	0.05	44690	3245	93.23	6.77
Total (A)	385611505	247661338	64.19	247178960	378623	99.81	0.15
Mode of Voting (Physical Ballot)							
Promoter and Promoter Group	12500	0	0.00	0	0	0.00	0.00
Public – Institutional holders	176500	0	0.00	0	0	0.00	0.00
Public – Others	12477025	*48336	62.40	48336	0	100.00	0.00
Total (B)	12666025	48336	62.40	48336	0	100.00	0.00
Result (A + B)	398477530	247709674	62.16	247227316	378623	99.81	0.15

Note: The aforesaid Resolution was passed with requisite majority

* Votes casted for 29,120 shares were invalid/ voted neither in favour nor against the resolution.
#one shareholder holding 1,81,052 shares has casted vote for 77,317 shares and for balance 1,03,735 shares, abstained from voting. Another shareholder holding 5 shares abstained from voting.

Resolution No. 6

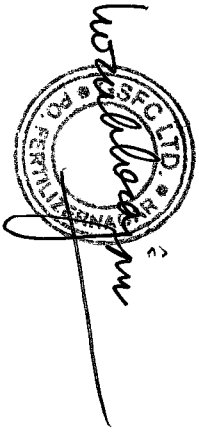
Special Resolution

Appointment of Smt. Geeta Goradia as an Independent Director for a period of 5 years.

Promoter/ Public	No. of Shares held *	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting (E-Voting)							
Promoter and	150787405	150787405	100.00	150787405	0	100.00	0.00
Promoter Group							
Public – Institutional holders	141882079	#96825998	68.24	96722263	0	99.89	0.00
Public – Others	93142021	47785	0.05	42440	5345	88.81	11.19
Total (A)	385811505	247661188	64.19	247552108	5345	99.96	0.00
Mode of Voting (Physical Ballot)							
Promoter and	12500	0	0.00	0	0	0.00	0.00
Promoter Group							
Public – Institutional holders	176500	0	0.00	0	0	0.00	0.00
Public – Others	12477025	*48336	0.39	47856	480	99.00	1.00
Total (B)	12666025	48336	0.38	47856	480	100.00	0.00
Result (A + B)	398477530	247709524	0.01	247599964	5825	99.96	0.00

Note : The aforesaid Resolution was passed with requisite majority

* Votes casted for 29,120 shares were invalid/ voted neither in favour nor against the resolution.
#one shareholder holding 1,81,052 shares has casted vote for 77,317 shares and for balance 1,03,735 shares, abstained from voting. Another shareholder holding 5 shares abstained from voting.



Resolution No. 7

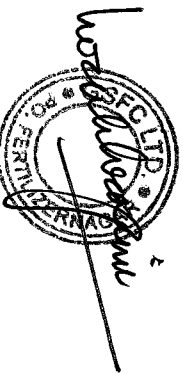
Special Resolution

Appointment of Shri D C Anjaria as an Independent Director for a period of 5 years.

Promoter/ Public	No. of Shares held *	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	-1	-2		-4	-5		
Mode of Voting (E-Voting)							
Promoter and Promoter Group	150787405	150787405	100.00	150787405	0	100.00	0.00
Public – Institutional holders	141882079	#96825998	68.24	92504422	4217841	95.54	4.36
Public – Others	93142021	47935	0.05	44345	3590	92.51	7.49
Total (A)	385811505	247661338	64.19	243336172	4221431	98.25	1.70
Mode of Voting (Physical Ballot)							
Promoter and Promoter Group	12500	0	0.00	0	0	0.00	0.00
Public – Institutional holders	176500	0	0.00	0	0	0.00	0.00
Public – Others	12477025	*48336	0.39	48326	10	99.98	0.02
Total (B)	12666025	48336	0.38	48326	10	99.98	0.02
Result (A + B)	398477530	247709674	62.16	243384498	4221441	98.25	1.70

Note : The aforesaid Resolution was passed with requisite majority

* Votes casted for 29,120 shares were invalid/ voted neither in favour nor against the resolution.
#one shareholder holding 1,81,052 shares has casted vote for 77,317 shares and for balance 1,03,735 shares, abstained from voting. Another shareholder holding 5 shares abstained from voting.



Resolution No. 8

Special Resolution

Appointment of Prof. Vasant Gandhi as an Independent Director for a period of 5 years.

Promoter/ Public	No. of Shares held *	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting (E-Voting)							
Promoter and Promoter Group	150787405	150787405	100	150787405	0	100	0
Public - Institutional holders	141882079	#96825998	68.24	92717868	4004395	95.76	4.14
Public - Others	93142021	47935	0.05	44245	3690	92.3	7.70
Total (A)	385811505	247661338	64.19	243549518	4008085	99.65	1.62
Mode of Voting (Physical Ballot)							
Promoter and Promoter Group	12500	0	0	0	0	0	0
Public - Institutional holders	176500	0	0	0	0	0	0
Public - Others	12477025	*48336	0.39	48336	0	100	0
Total (B)	12666025	48336	0.38	48336	0	100.00	0.00
Result (A + B)	398477530	247709674	62.16	243597854	4008085	98.34	1.62

Note : The aforesaid Resolution was passed with requisite majority

* Votes casted for 29,120 shares were invalid/ voted neither in favour nor against the resolution.
#one shareholder holding 1,81,052 shares has casted vote for 77,317 shares and for balance 1,03,735 shares, abstained from voting. Another shareholder holding 5 shares abstained from voting.

Resolution No. 9

Special Resolution

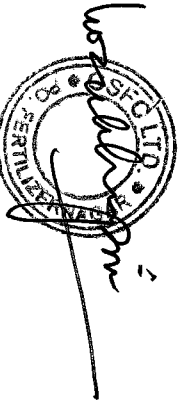
Appointment of Shri Ajay Shah as an Independent Director for a period of 5 years.

Promoter/ Public	No. of Shares held *	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	-1	-2		-4	-5		
Mode of Voting (E-Voting)							
Promoter and Promoter Group	150787405	150787405	100.00	150787405	0	100.00	0.00
Public – Institutional holders	141882079	#96602500	68.09	45009586	51489179	46.59	53.30
Public – Others	93142021	47935	0.05	44245	3690	92.30	7.70
Total (A)	385811505	247437840	64.13	195841236	51492869	79.15	20.81
Mode of Voting (Physical Ballot)							
Promoter and Promoter Group	12500	0	0.00	0	0	0.00	0.00
Public – Institutional holders	176500	0	0.00	0	0	0.00	0.00
Public – Others	12477025	*48336	0.39	47916	420	99.13	0.87
Total (B)	12666025	48336	0.38	47916	420	99.13	0.87
Result (A + B)	398477530	247486176	62.11	195889152	51493289	79.15	20.81

Note : The aforesaid Resolution was passed with requisite majority

* Votes casted for 29,120 shares were invalid/ voted neither in favour nor against the resolution.

#one shareholder holding 1,81,052 shares has casted vote for 77,317 shares and for balance 1,03,735 shares, abstained from voting, other shareholder holding 5 shares abstained from voting and another shareholder holding 2,23,498 shares abstained from voting.



Resolution No. 10

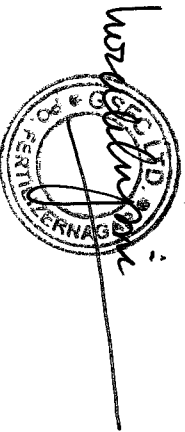
Special Resolution

Appointment of Shri Vijai Kapoor as an Independent Director for a period of 5 years.

Promoter/ Public	No. of Shares held *	No. of Votes Polled	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting (E-Voting)							
Promoter and Promoter Group	150787405	150787405	100.00	150787405	0	100.00	0.00
Public – Institutional holders	141882079	#96825998	68.24	45293084	51429179	46.78	53.12
Public – Others	93142021	47935	0.05	44245	3690	92.30	7.70
Total (A)	385611505	247661338	64.19	196124734	51432869	56.41	20.77
Mode of Voting (Physical Ballot)							
Promoter and Promoter Group	12500	0	0.00	0	0	0.00	0.00
Public – Institutional holders	176500	0	0.00	0	0	0.00	0.00
Public – Others	12477025	*48336	0.39	47906	430	99.11	0.89
Total (B)	12666025	48336	0.38	47906	430	99.11	0.89
Result (A + B)	398477530	247709674	62.16	196172640	51433299	79.19	20.76

Note : The aforesaid Resolution was passed with requisite majority

* Votes casted for 29,120 shares were invalid/ voted neither in favour nor against the resolution.
#one shareholder holding 1,81,052 shares has casted vote for 77,317 shares and for balance 1,03,735 shares, abstained from voting.



Resolution No. 11

Special Resolution

Appointment of Dr. S K Nanda as Chairman and Managing Director and to approve terms and conditions thereof.

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	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Mode of Voting (E-Voting)							
Promoter and Promoter Group	150787405	150787405	100.00	150787405	0	100.00	0.00
Public – Institutional holders	141882079	#96825998	68.24	86691119	10031144	89.53	10.36
Public – Others	93142021	47935	0.05	44145	3790	91.33	7.84
Total (A)	386811505	247661338	64.19	237522669	10034934	95.91	4.05
Mode of Voting (Physical Ballot)							
Promoter and Promoter Group	12500	0	0.00	0	0	0.00	0.00
Public – Institutional holders	176500	0	0.00	0	0	0.00	0.00
Public – Others	12477025	*48336	0.39	48336	0	100.00	0.00
Total (B)	12666025	48336	0.38	48336	0	100.00	0.00
Result (A + B)	398477530	247709674	62.16	237571005	10034934	95.91	4.05

Note : The aforesaid Resolution was passed with requisite majority

* Votes casted for 29,120 shares were invalid/ voted neither in favour nor against the resolution.

#one shareholder holding 1,81,052 shares has casted vote for 77,317 shares and for balance 1,03,735 shares, abstained from voting. Another shareholder holding 5 shares abstained from voting.

Shares excludes 34,155 Shares of the Unclaimed Shares Suspense Account on which voting rights are frozen pursuant to Clause 5A(1)(d) of the Listing Agreement.

Note : All the aforesaid resolutions were passed with requisite majority.

