



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750, Vadodara, Gujarat, INDIA.

CIN : L99999GJ1962PLC001121

53rd ANNUAL GENERAL MEETING HELD ON 16th September, 2015

Declaration of Results of e-voting & Voting by Poll

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.

The Board of Directors had appointed Mr. Niraj Trivedi, 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 18-09-2015.

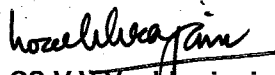
The consolidated results as per the Scrutinizer's Report dated 18-09-2015 is as follows:

Reso. No.	Resolutions	% votes in favour	% votes against	% votes abstained
Ordinary Business				
1.	To consider and adopt the 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)	99.70	0.30	Nil
2.	Declaration of Dividend on equity shares for the Financial Year ended on 31 st March, 2015. (Ordinary Resolution)	100.00	0.00	Nil
3.	Re-appointment of Dr. J N Singh, who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)	96.99	3.01	Nil
4.	Ratification of appointment and remuneration of Statutory Auditors. (Ordinary Resolution)	89.59	10.41	Nil
Special Business				
5.	Ratification of Remuneration of Cost Auditors for the F. Y. 2015-16. (Ordinary Resolution)	99.85	0.15	Nil
6.	Appointment of Smt. Geeta Goradia as an Independent Director for a period of 5 years. (Ordinary Resolution)	100.00	0.00	Nil
7.	Appointment of Shri D C Anjaria as an Independent Director for a period of 5 years. (Special Resolution)	98.29	1.71	Nil
8.	Appointment of Prof. Vasant Gandhi as an Independent Director for a period of 5 years. (Special Resolution)	98.38	1.62	Nil
9.	Appointment of Shri Ajay Shah as an Independent Director for a period of 5 years. (Special Resolution)	79.18	20.82	Nil
10.	Appointment of Shri Vijai Kapoor as an Independent Director for a period of 5 years. (Special Resolution)	79.23	20.77	Nil
11.	Appointment of Dr. S K Nanda as Chairman and Managing Director and to approve terms and conditions thereof. (Ordinary Resolution)	95.95	4.05	Nil

Based on the consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 53rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Date: 18/09/2015


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

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

CONSOLIDATED SCRUTINIZER'S REPORT
(E-Voting & Poll)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman

Of 53rd Annual General Meeting of the Members of
GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED held at
Cultural Center Auditorium,
Fertilizernagar Township,
Fertilizernagar – 391750. Dist. Vadodara
on Wednesday, the 16th September, 2015 at 3:00 p.m.

Dear Sir,

1. I, Niraj Trivedi, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of M/s. **Gujarat State Fertilizers & Chemicals Limited** (the Company) at their meeting held on 14th May, 2015, for the purpose of:
 - (i). Scrutinizing the E-Voting process (Remote E-Voting) under the provisions of Section 108 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and
 - (ii). Poll through Polling Papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the said Rules, on the resolutions contained in the Notice to the 53rd Annual General Meeting (AGM) of the Equity Shareholders of the Company held on the Wednesday, the 16th September, 2015 at 3:00 p.m.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting i.e. by Remote E-Voting and voting by Poll at the AGM for the resolutions contained in the Notice to the 53rd AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through electronic means i.e. through Remote E-Voting and also through Poll at AGM is restricted to make a consolidated scrutinizer's report of votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by **M/s. Central Depository Services (India) Limited (CDSL)**, the agency authorized under the Rules and on voting by Poll at the AGM.

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Practicing Company Secretary

3. The Company had availed the Remote E-Voting facility provided by **M/s. Central Depository Services (India) Limited (CDSL)** for conducting the Remote E-Voting by the shareholders of the Company. The Remote E-Voting period commenced at 9:00 a.m. on 13th September, 2015 and ended at 5:00 p.m. on 15th September, 2015. The Company had provided facilities of Remote E-Voting and Poll was also taken at the meeting by members to exercise their right to vote.
4. I, as a Scrutinizer for scrutinizing the entire voting process carried out by electronic means and by poll at the Annual General Meeting have issued two separate Scrutinizer's Reports both dated 18th September, 2015.
5. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through electronic mode and voting through poll as under:-

Item No. of the Notice	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid Votes
	Nos.	% of Total Number of Valid Votes cast (Favour and Against)	Nos.	% of Total Number of Valid Votes cast (Favour and Against)	Nos.
Item No. 1: Ordinary Business: Consider and adopt the Audited Financial Statement for the financial year ended 31 st March, 2015 together with Reports of the Board of Directors and Auditors' thereon.	24,68,65,465	99.70	7,40,479	0.30	1,32,855
Item No. 2: Ordinary Business: Declaration of Dividend on equity shares for the Financial Year ended on 31 st March, 2015.	24,76,03,154	100	2,790	0.00	1,32,855
Item No. 3: Ordinary Business: Re-appointment of Dr. J N Singh, who retires by rotation and being eligible, offers himself for reappointment.	24,01,62,793	96.99	74,43,071	3.01	1,32,860

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Item No. 4: Ordinary Business: Ratification of appointment and remuneration of statutory auditors.	22,18,30,940	89.59	2,57,74,999	10.41	1,32,860
Item No. 5: Special Business: Ordinary Resolution: Ratification of Remuneration of Cost Auditors for the Financial Year 2015 – 2016.	24,72,27,316	99.85	3,78,623	0.15	1,32,860
Item No. 6: Special Business: Ordinary Resolution: Appointment of Smt. Geeta Goradia as an Independent Director for a period of 5 years.	24,75,99,964	100	5,825	0.00	1,33,010
Item No. 7: Special Business: Special Resolution: Appointment of Shri D C Anjaria as an Independent Director for a period of 5 years.	24,33,84,498	98.29	42,21,441	1.71	1,32,860
Item No. 8: Special Business: Special Resolution: Appointment of Prof. Vasant Gandhi as an Independent Director for a period of 5 years.	24,35,97,854	98.38	40,08,085	1.62	1,32,860
Item No. 9: Special Business: Special Resolution: Appointment of Shri Ajay Shah as an Independent Director for a period of 5 years.	19,58,89,152	79.18	5,14,93,289	20.82	3,56,358

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Item No. 10: Special Business: Special Resolution: Appointment of Shri Vijai Kapoor as an Independent Director for a period of 5 years.	19,61,72,640	79.23	5,14,33,299	20.77	1,32,860
Item No. 11: Special Business: Ordinary Resolution: Appointment of Dr. S K Nanda as Chairman and Managing Director and to approve terms and conditions thereof.	23,75,71,005	95.95	1,00,34,934	4.05	1,32,860

The invalid votes are not considered for the purpose of calculating the percentage.

6. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,
Yours faithfully,

NIRAJ TRIVEDI

Practicing Company Secretary
FCS – 3844(CP No. 3123)

Place: Vadodara

Date: 18th September, 2015

Countersigned by:

FOR GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED


(VISHVESH V VACHHRAJANI)
Company Secretary

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