

NOTICE

NOTICE is hereby given that the **Fifty-fifth Annual General Meeting** of the Members of the Company will be held at the Cultural Centre Auditorium situate at the Registered Office of the Company at Fertilizernagar – 391 750, Dist. Vadodara on **Saturday, the 16th September, 2017 at 3.30 PM** to transact the following business:

Ordinary Business

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri Anil Mukim, IAS (DIN 02842064), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution with or without modifications, as an **Ordinary Resolution**:

“**RESOLVED** that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of Audit Committee, M/s. T R Chadha & Co., LLP, Ahmedabad, Chartered Accountants (Firm Registration No. 006711N/N500028), be and are hereby appointed as Statutory Auditors of the Company, who shall hold office from the conclusion of this 55th Annual General Meeting (AGM) till the conclusion of 57th AGM of the Company, in place of M/s. Deloitte Haskins and Sells, Chartered Accountants, whose one term to the office as auditors stands completed, upon such terms as to remuneration as may be determined by the Board of Directors based on the recommendation of Audit Committee plus applicable taxes and reasonable out of pocket expenses actually incurred by them during the course of Audit.”

Special Business

5. To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2018 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), M/s A G Dalwadi & Company, Cost Accountants, Ahmedabad (Firm Registration No. 100071), appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 be paid the remuneration of Rs. 4,80,000/- plus applicable taxes and reasonable out of pocket and traveling expenses.

Place : Fertilizernagar
Date : 25/07/2017

By Order of the Board
Sd/-
CS V. V. Vachrajani
Company Secretary &
Vice President (Legal)

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

Please bring your copy of Annual Report and attendance card at the meeting. Persons other than members or proxy will not be allowed to attend the meeting.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. As required under the Rule 4A of the Companies Unpaid Dividend (Transfer to General Revenue Account of Central Government) Rules, 1978, the Company hereby informs its Members that all unpaid/ unclaimed dividends declared for and up to the Financial Year ended 31st March, 1994 have been transferred to the General Revenue Account of the Central Government. Members who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies (Gujarat), Housing Board Building, Opp. Roopal Park Society, Ankur Char Rasta, Naranpura, Ahmedabad - 380 013.

Members are requested to note that pursuant to the provisions of Section 124 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) and Rules made thereunder the dividend remaining unclaimed/ unpaid for a period of seven years from the date of transfer to the "Unpaid Dividend Account" shall be credited to the Investor Education and Protections Fund (Fund) set up by the Central Government. Accordingly, the unclaimed dividends for the Financial Year ended 31-03-1995 to 31-03-1999 and 31-03-2005 to 31-03-2009 has been transferred to the said fund.

4. **Details of dividend to be transferred to Investors' Education & Protection Fund (IEPF):**

Dividend No.	Financial Year	Date of Declaration	Due for transfer to IEPF on
36	2009-10	24-09-2010	24-10-2017
37	2010-11	17-09-2011	17-10-2018
38	2011-12	04-08-2012	03-09-2019
39	2012-13	03-08-2013	02-09-2020
40	2013-14	08-08-2014	07-09-2021
41	2014-15	16-09-2015	15-09-2022
42	2015-16	17-09-2015	16-09-2023

Members who have not yet encashed their dividend warrant (s) for the Financial Year ended 31-03-2010 to 31-03-2016, are requested to lodge their claims to the Company accordingly, without any delay.

Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with Rule 6 of Investor Education & Protection Fund Authority (Accounting, Audit, Transfer & Refund) Amendment Rules, 2017, the Company is mandated to transfer all such shares in respect of which dividend amount remains unclaimed/ unpaid for a consecutive period of seven years or more, in the name of "Investor Education and Protection Fund" (IEPF) Demat Account to be opened by the IEPF Authority. In this regard, we have informed all those members vide our letter dated 16/02/2017, requesting to claim their dividend amount for a consecutive period of seven years from financial year 2009-10. Now, in compliance of Rule 6 as referred above, the Company shall be required to transfer equity shares of such investor to IEPF Authority, in case the unclaimed dividend is not claimed. The due date of transfer of such shares to IEPF Authority was 31/05/2017 as per MCA Circular dated 28/02/2017 which have now been extended till further amended. You are therefore, requested to claim your dividend amount as soon as possible, failing which the subject shares shall be transferred to IEPF Authority. We would like to draw your attention that subsequent to transfer of such shares to IEPF Authority, all future benefits if any, (except right issue) which may accrue on subject shares including dividend will be credited to IEPF Demat Account. Further, in terms of Rule 7 of the said Rules, shareholder may claim his shares from IEPF Authority by filing an online application in Form IEPF-5 which is available on IEPF website: www.iepf.gov.in. The IEPF Shares Register showing the name of shareholders whose shares are liable to be transferred to IEPF Demat Account is made available on Company's website: www.gsclimited.com. For any further clarifications/ information, you may contact the Share Department of the Company at Tel. No. 0265-3093854.

NOTES (Contd..)

5. Relevancy of questions and the order of speakers at the meeting shall be decided by the Chairman.
6. **Voting through electronic means**
- a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote by electronic means on resolutions proposed to be passed in the Meeting by electronic means through remote e-voting. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - b. The facility of poll shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through poll.
 - c. The members who have casted their votes by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 - d. The company has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility.
 - e. The Board of Directors of the Company has appointed Shri Niraj Trivedi, a Practicing Company Secretary, Vadodara as Scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same.
 - f. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 09, 2017.
 - g. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 09, 2017 only shall be entitled to avail the facility of remote e-voting/ poll.
 - h. **Any person who becomes a member of the company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. September 09, 2017, may cast their votes by following the instructions and process of remote e-voting as provided in the Notice of the AGM uploaded at our website www.gsfclimited.com and CDSL website: www.evotingindia.com. If the member is already registered with CDSL e-voting platform then he can use his existing user ID and password for casting the vote through remote e-voting.**
 - i. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: from 9.00 A.M. on September 13, 2017
End of remote e-voting: up to 5.00 P.M. on September 15, 2017.
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
 - j. The scrutinizer, after scrutinizing the votes cast at the meeting (poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.gsfclimited.com and on the website of the CDSL www.evotingindia.com. The results shall simultaneously be communicated to the stock exchange.
 - k. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting, i.e. September 16, 2017.
 - l. **Instructions and other information relating to remote e-voting:**
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Now click on "Shareholders" tab to caste your vote.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
Permanent Account Number (PAN)	Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * For Members holding shares in demat / physical form and have not updated their PAN with the Company/ Depository Participant are requested to use the 10 digits sequence number. The Sequence Number is printed on address sticker pasted on Annual Report.
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company Selection Screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the E- Voting Sequence Number (EVSN) 170810019 along with "Gujarat State Fertilizers & Chemicals Limited" from the drop down menu and click on "SUBMIT"
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xviii) Note for Non – Individual Shareholders and Custodians;
- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 04

This explanatory statement is provided though mandatorily not required as per Section 102 of the Companies Act, 2013 (the Act).

The Members of the Company had at their 52nd Annual General Meeting (AGM) held on 04.08.2012 appointed M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara (Firm Registration No.117364W) as Statutory Auditors of the Company. The Members re-appointed M/s Deloitte Haskins & Sells, Chartered Accountants, Vadodara for a term of 3 consecutive years till the conclusion of this 55th Annual General Meeting (AGM), subject to ratification by the Members at every AGM.

Since, M/s. Deloitte Haskins & Sells were originally appointed as Statutory Auditors of the company at the 50th AGM held in the year 2012. Thereafter under the provisions of Companies Act, 2013 they were appointed as Statutory Auditors for the one term of 03 (Three) consecutive years which shall conclude the ensuing 55th AGM.

Accordingly it is proposed to appoint M/s. T R Chadha & Co., LLP, Chartered Accountants (Firm Registration No. 006711N/ N500028), Ahmedabad, as Statutory Auditors in place of M/s. Deloitte Haskins & Sells, Chartered Accountants, whose first term of appointment gets over at the conclusion of this Annual General Meeting. The appointment of M/s T R Chadha & Co., LLP is proposed for approval for a first term of two years i.e. from the conclusion of the 55th Annual General Meeting till the conclusion of the 57th Annual General Meeting. .

The Audit Committee, after considering the qualifications and experience of M/s. T R Chadha & Co., LLP, Chartered Accountants, recommended their appointment as Statutory Auditors of the Company to the Board and the Board of Directors have also based on the recommendations of Audit Committee recommended their appointment to the Members as Statutory Auditors of the Company, to hold office from the conclusion of this AGM until the conclusion of next AGM.

T R Chadha & Co., LLP, are a renowned firm of Chartered Accountants and they have wide experience of Audit of large size Companies.

Necessary consent and certificate as required under Section 139 (1) of the Act and Rule 4 of the Companies (Audit & Auditors) Rules, 2014 have been received from the Auditors proposed to be appointed at this AGM.

Your Directors recommend the proposed resolution for your approval.

None of the Directors/ Key Managerial Personnel of the Company and their relative (s) is/are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM No. 05

The Board on recommendation of the Audit Committee has approved the appointment of and subject to the consent of members, approved the remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2018 at a fee as proposed in the resolution.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for payment of remuneration to the Cost Auditors by passing an ordinary resolution as set out at item no. 5 of the notice for the Financial Year ending March 31, 2018.

Your Directors recommend the proposed resolution for your approval.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Place : Fertilizernagar
Date : 25/07/2017

By Order of the Board
Sd/-
CS V. V. Vachrajani
Company Secretary &

ANNEXURE TO THE NOTICE (Contd..)

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

(In pursuance of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name in Full	Dr. Jagdip Narayan Singh, IAS	Shri Anil Mukim, IAS
DIN	00955107	02842064
Birth Date	2 nd May, 1959	15 th August, 1960
Qualification	MA (International Studies, JNU) M.D.M (AIM Manila) PHD From M.S. University, IAS	B.Com. (Management), LL.B., IAS
Status	Chairman - Nominee Director (Govt. of Gujarat) (w.e.f. 31-08-2016) Non Executive	Non Executive Rotational Director
Date of Appointment	25-11-2014	24-10-2016
Self & Family Members Shareholding in GSFC Ltd.	Nil	Nil
Directorship (Other than Gujarat State Fertilizers and Chemicals Limited)	<ol style="list-style-type: none"> 1. Sardar Sarovar Narmada Nigam Limited 2. Gujarat Namada Valley Fertilizers & Chemicals Limited 3. Gujarat State Petroleum Corporation Limited 4. Gujarat Alkalies and Chemicals Limited 5. Gujarat State Petronet Limited 6. Gujarat Gas Limited 7. GSPL India Gas Net Limited 8. GSPL India Transco Limited 	<ol style="list-style-type: none"> 1. Gujarat State Investment Ltd. 2. Gujarat State Financial Services Ltd. 3. Sardar Sarovar Narmada Nigam Limited 4. Gujarat International Finance Tech City Company Ltd (GIFTCL) 5. Metro Link Express for Gandhinagar Ahmedabad (MEGA) Company Ltd 6. Gujarat Narmada Valley Fertilizers & Chemicals Limited 7. Gujarat Alkalies and Chemicals Limited 8. Gujarat State Petronet Limited 9. Gujarat State Petroleum Corporation Limited
Membership/ Chairmanship of Companies (includes only Audit & Stakeholders Relationship Committee)	Nil	<ol style="list-style-type: none"> 1. Gujarat State Petronet Limited - Audit Committee - Member 2. Gujarat State Fertilizers and Chemicals Ltd. - Audit Committee - Member 3. Gujarat Alkalies and Chemicals Limited - Audit Committee - Member 4. Gujarat Alkalies and Chemicals Limited - Stakeholders Committee - Chairman
Brief Profile covering experience	<p>Dr. J N Singh, IAS is Chief Secretary, Government of Gujarat. He has very rich and varied experience of 33 years holding various positions in Government of Gujarat and Government of India.</p> <p>He has served largely in Infrastructure & Finance sector including Industrial Infrastructure, Power, Telecom, Information Technology, Highways, Water, etc.</p> <p>He was Additional Chief Secretary, Finance Department, Government of Gujarat from 05.11.2014 to 31.07.2016, Jt. Managing Director of GIDC, Member of Gujarat Electricity Board and Managing Director of Sardar Sarovar Narmada Nigam Limited.</p>	<p>Shri Anil Mukim, IAS, is a very Senior IAS Officer of Government of Gujarat. He has done Graduation in Commerce and Law.</p> <p>He has held various distinguished positions in Government of Gujarat and Government of India. He has worked as Collector, Principal Secretary to Hon'ble Chief Minister, Principal Secretary, Revenue Department, Additional Chief Secretary, Health & Family Welfare Department, Municipal Commissioner, Ahmedabad, Joint Secretary, Ministry of Commerce & Industry, Government of India, CVO, Housing & Urban Development Corporation, etc. He has rich experience in the field of Finance, Management and Administration. Presently, he is Additional Chief Secretary of Finance Department, Government of Gujarat.</p>