GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar - 391 750. Vadodara, Gujarat, INDIA.
CIN : L99999GJ1962PLC001121

NO.SEC/AR/2018 **3rd September, 2018**

The Corporate Relationship Department BSE Limited 1st Floor, New Trading Ring Rotunda Bldg., P.J.Towers, Dalal Street Fort, 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

SCRIP CODE : **500690** SYMBOL : **GSFC**

Sub : Submission of Annual Report – Clause 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir,

The 56th Annual General Meeting (AGM) of Gujarat State Fertilizers & Chemicals Limited will be held on 28th September, 2018 at 3.30 p.m. at Cultural Centre Auditorium situated at Fertilizernagar Township, Fertilizernagar – 391 750, Dist. Vadodara.

We are attaching herewith Annual Report 2017-18 as required under Regulation 34 of SEBI (LODR) Regulations, 2015.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Gujarat State Fertilizers & Chemicals Limited

03/09/18

CS V.V.Vachhrajani
Company Secretary &
Sr. Vice President (Legal & GST)

E-mail : vishvesh@gsfcltd.com

56th ANNUAL REPORT

2017 -18

GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

PUSHING STANDARDS BEYOND BOUNDARIES



Redefining Boundaries with Refined Ideas

Sardar Prime Delivery

GSFC endeavors to extend best agronomical services to the Farmers besides convenience and economy in their input management. With a view to facilitate the Farmers of Gujarat, a unique initiative was taken for the first time in the history of Indian fertilizers industry. Under the "Sardar Prime Delivery" initiative, fertilizers are being delivered at the doorstep of the Farmers. In this Door To Door (D2D) scheme, a truckload of fertilizers is directly supplied to the ordering Farmer in any village of Gujarat on a priority basis directly from the manufacturing location. The deliveries under the "Sardar Prime Delivery" are free of logistics cost to the Farmers. The Company is considering delivery of multiple agro products/fertilizers in a single Truck/fleet under D2D programme.



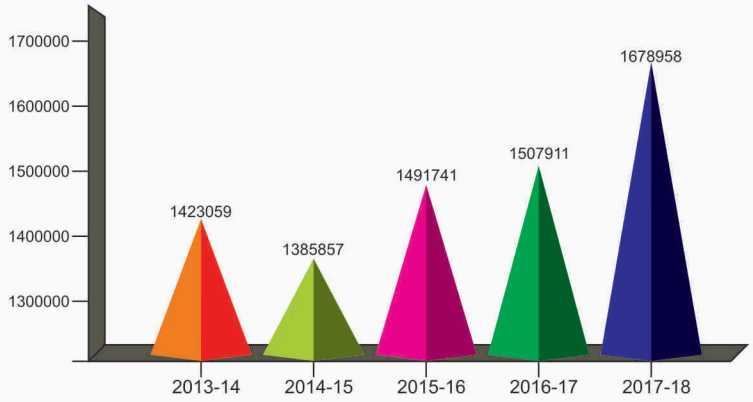
Fertilizer Vending Machine



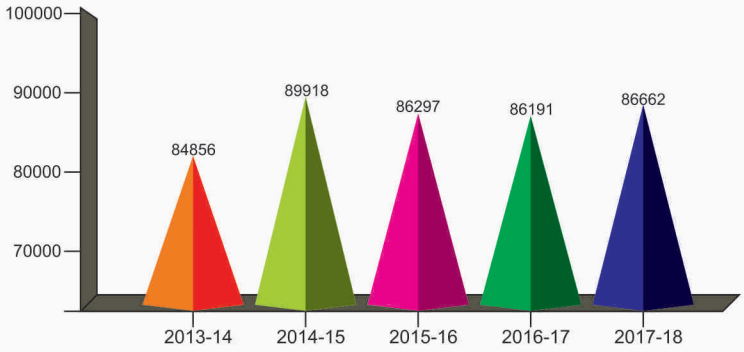
GSFC is surging ahead on the power of innovation. The launch of Fertilizer Vending Machine to cater to the needs of small and marginal Farmers is one such novel idea implemented by the Company. Under this initiative, small and marginal Farmers can buy fertilizers as per their need instead of buying multiple 50kg bags. The objective is to promote balanced nutrient management and control input cost to Farmers.

Performance highlights

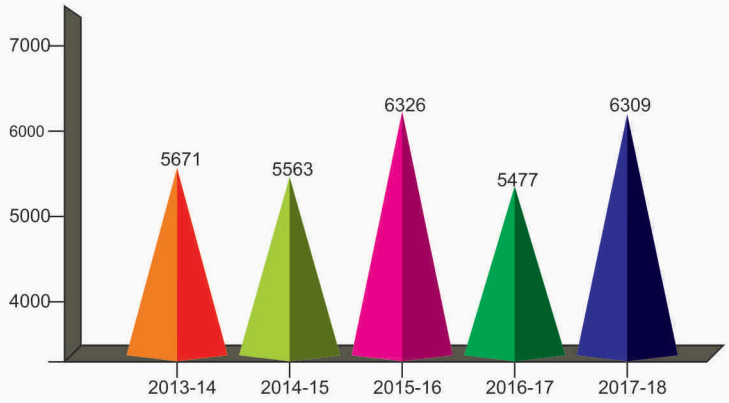
Production (Fertilizers) in MTS



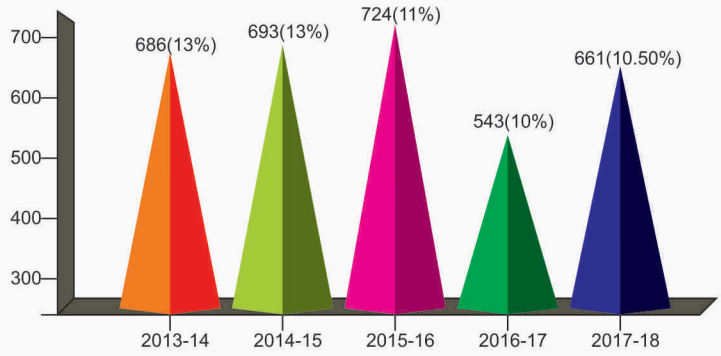
Production (Caprolactum) in MTS



Gross Sales (₹ Crores)

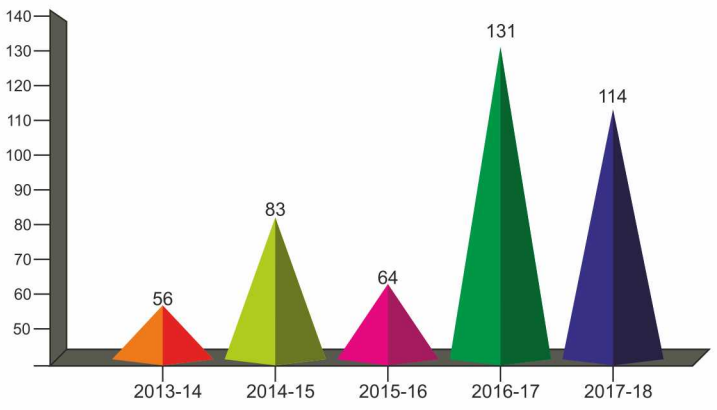


Operating Profit (%) (₹ Crores)

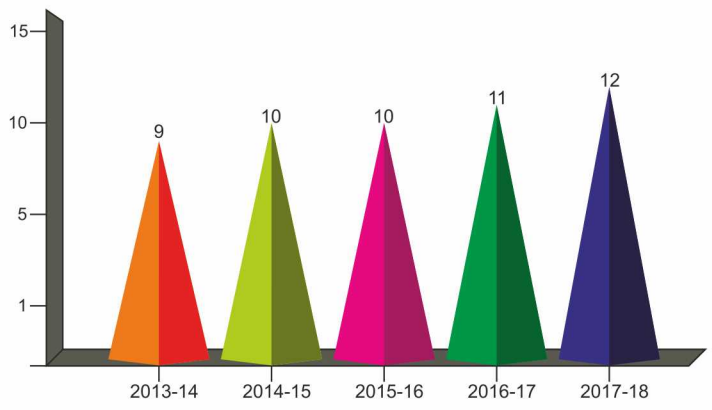


Performance highlights

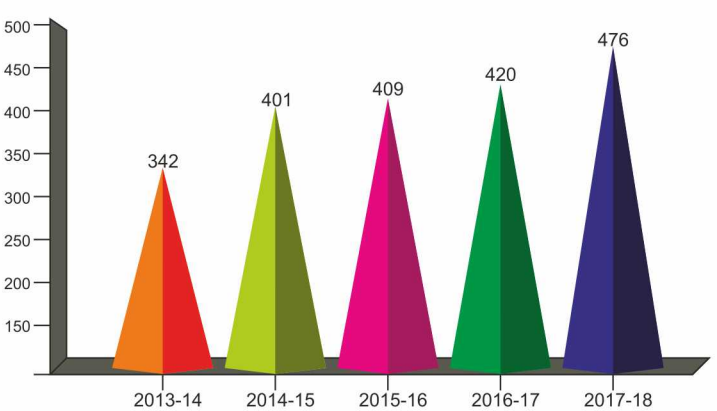
Market Price Per Share
(Face value ₹ 2/- Per Share)
(As on 31st March of Respective Year)



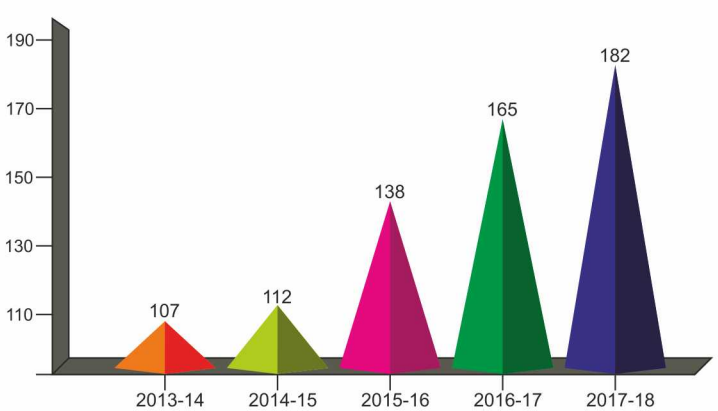
Earning Per Share
(Face Value ₹ 2/- Each)



Profit After Tax
(₹ In Crores)



Book Value Per Share
Amt in Rs. (Face Value ₹ 2/- Each)



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

[Corporate Identity Number (CIN) : L99999GJ1962PLC001121]

56TH ANNUAL GENERAL MEETING

Date	:	28th September, 2018
Day	:	Friday
Time	:	3.30 p.m.
Place	:	Cultural Centre Auditorium Fertilizernagar Township Fertilizernagar - 391 750 District Vadodara

CONTENTS

	Page No.
Notice	03
Directors' Report	11
Business Responsibility Report	32
Management Discussion and Analysis Report	40
Corporate Governance Report	50
Financial Highlights	66
Auditors' Report	67
Balance Sheet	73
Statement of Profit & Loss	75
Cash Flow Statement	76
Statement of Changes in Equity (SOCIE)	77
Notes to the Financial Statements	78
Consolidated Financial Statements	124
KYC Letter for Members	185

REGISTRARS & SHARE TRANSFER AGENTS

Link Intime India Pvt. Ltd.
B-102 & 103, Shangrila Complex, First Floor,
Opp. HDFC Bank, Near Radhakrishna Char Rasta,
Akota, Vadodara - 390 020.
Phone : (0265) 2356573 / 2366794
Fax : (0265) 2356791
Email : vadodara@linkintime.co.in

REGISTERED OFFICE

Fertilizernagar - 391 750
District Vadodara, Gujarat, India
Phone : (0265) 2242451/651/751
Fax : (0265) 2240966/2240119
Email : ho@gsfcltd.com
Website : www.gsfclimited.com

BOARD OF DIRECTORS *(As on 10-08-2018)*

DR. J N SINGH — *Chairman*
SHRI D C ANJARIA
PROF. VASANT P GANDHI
SHRI AJAY N SHAH
SHRI VIJAI KAPOOR
SMT. GEETA GORADIA
SHRI ARVIND AGARWAL
SHRI RAJ GOPAL
SHRI SUJIT GULATI — *Managing Director*

MANAGEMENT TEAM

EXECUTIVE DIRECTOR (FINANCE) & CFO

SHRI V D NANAVATY

EXECUTIVE DIRECTOR (AGRI BUSINESS)

SHRI S P YADAV

SR. VICE PRESIDENTS

SHRI H D DALASANIA
SMT A P GANGULI
SHRI S V VARMA
SHRI A K JAUHARI
SHRI B B BHAYANI
SHRI D B SHAH
SHRI D N THAKKER
SHRI D K GANDHI
SHRI M GARG
SHRI S J PARIKH
SHRI H N GURJAR
SHRI S P BHATT
SHRI D V PATHAKJEE

VICE PRESIDENT

SHRI S H PUROHIT

COMPANY SECRETARY & SR. VICE PRESIDENT (LEGAL & GST)

CS V V VACHHRAJANI

BANKERS

Bank of Baroda
Central Bank of India
Bank of India
Dena Bank
Indian Bank
Vijaya Bank
Yes Bank Ltd.
State Bank of India
Indian Overseas Bank
Axis Bank Ltd.
The Hongkong and Shanghai Banking Corporation Ltd.

LEGAL ADVISORS AND ADVOCATES

Nanavati Associates, Advocates, Ahmedabad
Trivedi & Gupta, Advocates, Ahmedabad
Jaideep B. Verma, Advocate, Vadodara

STATUTORY AUDITORS

M/s T R Chadha & Co., LLP, Ahmedabad

COST AUDITORS

M/s. A. G. Dalwadi & Company, Ahmedabad

SECRETARIAL AUDITORS

Niraj Trivedi, Vadodara

FOR MEMBERS' ATTENTION

1 The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, the 13th September, 2018 to Friday, the 28th September, 2018 (both days inclusive) for the purpose of ascertaining the entitlement for payment of dividend.

2 Dividend, upon its declaration at the meeting, will be paid on Equity Shares of the Company on or after 04th October, 2018, to those members whose names shall appear on the Register of Members of the Company on the Book Closure date.

3 To make the payment of dividend through ECS or to print Bank particulars of the members on the dividend warrants, members are requested to furnish their Bank particulars viz. Name of Bank with its branch and address, Bank A/c. No., 9 Digit MICR Code appearing on the MICR cheque issued by the Bank etc. Please also send a copy of the MICR Cheque together with Bank particulars to the Company latest by 13th September, 2018.

The shareholders who hold shares in electronic form are requested to furnish their Bank particulars as aforesaid to their Depository Participant (DP) by the stipulated date.

4 Members are requested to quote Folio Number or DP ID and Clients ID No. (in case of shares held in demat forms) in all correspondence and also to bring with them the Attendance Card which may be submitted at the entrance gate duly signed.

5 Members who are registered under two or more Ledger Folios are requested to write to the Registrars and share Transfer Agent of the Company for consolidation, giving particulars of such Folios along with the relevant Share Certificates.

6 Members holding shares in the Dematerialized Form are requested to intimate changes, if any, in respect of their Bank details, Mandate instructions, Nomination, Power of Attorney, Change of Address, Change of Name etc. to their Depository Participant (DP).

7 Ministry of Corporate Affairs (MCA) has taken a commendable decision for promoting and implementing "Green Initiatives in the Corporate Governance" by permitting paperless compliances by Companies and has issued Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively clarified that a company would be deemed to have complied with the provisions of Section 53 and 219(1) of the Companies Act, 1956, if documents like notices, annual reports, etc. are sent in electronic form to its Members.

Keeping in view the underlying theme, we also propose to join the bandwagon and accordingly, the said documents of the Company for the financial year ended March 31, 2018 and onwards will be sent in electronic form to those members who have registered their e-mail address with their Depository Participants (DP) and made available to the Company by the Depositories.

However, in case a Member wishes to receive a physical copy of the said documents, he is requested to send e-mail to gogreen@gsfcltd.com duly quoting his DP ID and Client ID or the Folio No., as the case may be.

Members holding shares in physical form are requested to submit their e-mail address to the Registrars & Transfer Agent of the Company, duly quoting their Folio No. Members holding shares in electronic form, who have not registered their e-mail address with their DP are requested to do so at the earliest, so as to enable the Company to send the said documents in electronic form, thereby supporting the "Green Initiatives" taken by MCA and the Company's desire to participate in such initiatives. Please note that the said documents will be uploaded on the website of the Company viz. www.gsfclimited.com and made available for inspection at the Registered Office of the Company during business hours.

8 Members are requested to send their queries, if any, at least seven days in advance of the meeting so that the information can be made available at the meeting.

9 As a measure of economy, the Company does not distribute the copies of Annual Report at the Meeting. Members, therefore, are requested to bring their copies with them.

Very Important

- **Members / Proxy are requested to show their Photo Identity Card at the entry point along with the Attendance Slip duly signed by self/the proxy, failing which the entry to the Annual General Meeting shall be denied.**
- **No bags or belonging shall be permitted to be carried inside the venue of Annual General Meeting.**
- **Carrying the Camara inside the venue of Annual General Meeting is strictly prohibited.**
- **The Members may kindly note that this is being done for the security reason.**

NOTICE

NOTICE is hereby given that the **Fifty-sixth Annual General Meeting** of the Members of the Company will be held at the Cultural Centre Auditorium situated at the Registered Office of the Company at P. O. Fertilizernagar, Vadodara-391750 on **Friday, the 28th September, 2018 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, 2018, 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, 2018.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri Arvind Agarwal, IAS (DIN 00122921), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2019 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, 2019 be paid the remuneration of Rs. 4,80,000/- plus applicable taxes and reasonable out of pocket and traveling expenses."

5. To appoint Shri Sujit Gulati (DIN 00177274), IAS as Managing Director of the Company and to approve terms & conditions of remuneration & perquisites of Shri Sujit Gulati, IAS and in this regard, to consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:

   RESOLVED that subject to the provisions of Section 196, 197 and any other applicable provisions read with Schedule V of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) , the Company hereby accords its consent and approval to the appointment of Shri Sujit Gulati (DIN 00177274), IAS as Managing Director of the Company on the terms & conditions of remuneration and perquisites as set out in the explanatory statement annexed hereto.

   FURTHER RESOLVED that the remuneration, benefits and perquisites as set out in the explanatory statement shall be paid and allowed to him as minimum remuneration notwithstanding the absence/ inadequacy of profit in the year.

   FURTHER RESOLVED that the Board of Directors are hereby authorized to approve any revision/ modification to the remuneration, perquisites or terms & conditions as may be communication by the Government from time to time during the continuity of his appointment.

   FURTHER RESOLVED that so long as Shri Sujit Gulati, IAS functions as Managing Director of the Company, he shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

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

Place: Fertilizernagar
Date : 10/08/2018

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 31-03-2010 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
37	2010-11	17-09-2011	18-10-2018
38	2011-12	04-08-2012	04-09-2019
39	2012-13	03-08-2013	03-09-2020
40	2013-14	08-08-2014	07-09-2021
41	2014-15	16-09-2015	17-10-2022
42	2015-16	17-09-2016	18-10-2023
43	2016-17	16-09-2017	17-10-2024

   Members who have not yet encashed their dividend warrant (s) for the Financial Year ended 31-03-2011 to 31-03-2017, 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 Suspense Account" (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. We therefore, requested to claim your unclaimed/ unpaid 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 Suspense Account is made available on Company's website: www.gsfclimited.com. For any further clarifications/ information, you may contact the Company Secretary.

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 21, 2018.

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 21, 2018 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 21, 2018, 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 25, 2018

End of remote e-voting: up to 5.00 P.M. on September 27, 2018.

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 28, 2018.

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.