

GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

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

NO.SEC/ 2016/

03rd October, 2016

The Corporate Relationship Department BSE Limited Dept. of Corporate Services 1st Floor, New Trading Ring 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

SCRIP CODE: 500690

SYMBOL: GSFC

Dear Sirs,

Sub: Submission of Annual Report - Clause 34(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

The 54th Annual General Meeting (AGM) of Gujarat State Fertilizers & Chemicals Limited was held on Saturday, 17th September, 2016 at 3.00 p.m. at Cultural Centre Auditorium situated at Fertilizernagar Township, Fertilizernagar – 391-750, District Vadodara.

We are enclosing herewith Annual Report 2015-16 as required under Regulation 34 (1) of the SEBI (LODR) Regulations, 2015.

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







Shaping the future of Indian Agriculture











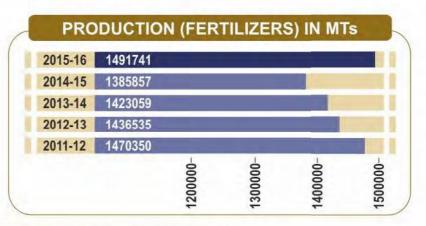


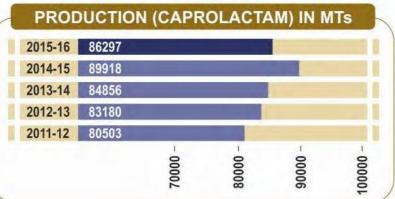


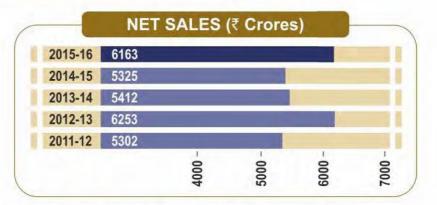


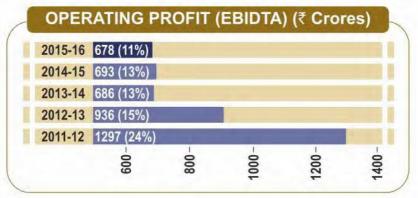
54th Annual Report 2 0 1 5 - 1 6











GSFC AT A GLANCE & JOURNEY SO FAR

Evolving. Involving.

21st century - India is keen on achieving harmonious balance between the agrarian and industrial sectors of its economy. GSFC's emergence in 1962 was originally to boost the latter field. However, ever since the introduction of fertilizers in the early sixties and the industrial chemicals later, GSFC has always been

insightful and innovative about the Country's vital demands. That's how the Company has become a front runner in its twin cores. While its brand "SARDAR" of fertilizers got triggered and supports in a big way the Country's agricultural productivity surge, the chemicals that GSFC manufacture, goes into countless products for use of millions of people. GSFC is thus, enriching the economy, and the lives of common man.



NEW UPDATES ON PRODUCTS & PLANTS

Blooming Big. Expansions & Endeavors.

GSFC, as a company possesses, exemplary foresight. Our constant initiatives and endeavours today keep us future ready. We have increased production in almost the entire spectrum of our fertilizers during the year. Production and product expansions were in full fledge. Some of the innovative new products developed through in house research saw the light of day.

FERTILIZERS:

GSFC, in its constant endeavours globetrotting to expand its wings in all such parts of the globe where it can reap the benefits of its rich experience of over five decades. At home in India, our two Urea manufacturing plants have made the record production of 411431 tonnes during the FY 2015-16. It is worth mentioning that we achieved increased production for most of our fertilizers over the last year. Expansion in terms of production volume is also

envisaged for Water Soluble Fertilizers, Liquid Biofertilizers, Seeds and Tissue Culture products and is all set to enhance GSFC's overall fertilizer product portfolio.





CHEMICALS:

Through a competitive bidding process, GSFC has awarded a Rs. 650 crore EPC Contract to M/s L&T Hydrocarbon Engineering (LTHE) for setting up a 40000 MTPA Melamine Plant at our Vadodara Complex. LTHE will carry out extended basic engineering, detailed engineering, procurement, supply, transportation, storage, fabrication, inspection, installation, testing, mechanical completion, pre-commissioning and commissioning of the unit. M/s. Casale SA of Switzerland will provide the energy efficient technology for the Melamine plant. With the expansion, GSFC will continue to be the largest producer of Melamine in India and this will reduce the import-dependency for Melamine in India.

Adding another jewel to its legacy of innovative products crown, GSFC has launched GUJCON CRF and PRF. These virgin Nylon-6 fibres are capable to revolutionize road and building infrastructure by providing secondary reinforcement to all construction applications. These breakthrough products increase the serviceability, durability and life of the structures by preventing occurrence of shrinkage cracks and water seepage and by enhancing performance properties viz. wear / impact / shock load / abrasion resistance.

In what could be more examples of GSFC's consumer first commitment, developing one of the largest hubs for Phosphatic and complex fertilizers in India is fast nearing completion at Sikka. At Vadodara, a new Nylon-6 plant is turning into reality, thus substantially increasing production capacities. Another new plant for water soluble fertilizers is also taking shape. Furthermore, production capacities for Phosphoric Acid, Sulphuric Acid, Ammonia, Urea, Caprolactam, Melamine, MMA, and PMMA are all planned to be set up at different locations in Gujarat.



FINANCIAL HIGHLIGHTS 2015-16

The year under review witnessed a new development. The production of Caprolactam, the major contributor to the company's bottom-line, recorded at 86297 MT as compared to 89918 MT in 2014-15. Annual production of Cyclohexane, Cyclohexanone HAS and HX-1 too created new records.

On the fertilizer front Ammonium Phosphate production of 334072 MT, Urea production of 355402 MT and Ammonium Sulphate production of 329778 MT was highest in last five years.

The results of FY 2015-16 as compared to FY 2014-15 are as under:

- The revenue from operations (turnover) during FY 2015-16 is Rs 6163 crores compared to the revenue of Rs 5325 crores in FY 2014-15.
- Trading of products increased from Rs 396crores in FY 2014-15 to Rs 736 crores in FY 2015-16, a rise of 86% due to higher trading of imported DAP and Methanol.
- The Earnings before Interest Depreciation and taxes for the year 2015-16 is Rs 678crores, with operating profit margin being 13%. The Net profit

stood at Rs 379 crores as against Rs 400 crores in 2014-15, which is a decrease of Rs 21 crores. The cash profit (net profit before depreciation and deferred taxation) during 2015-16 is Rs 460 crores compared to Rs 516 crores in 2014-15.

- However the way forward looks positive and the reason being there is now uniform (pooled) gas price for our operations. So, the cost for products which are interrelated may not be very high.
- There is also a new development. The Government of India has accepted a proposal of GSFC shifting to the production of 100 percent Neem Coated urea. This will prevent the diversion of Urea for chemical and industrial uses.
- The earnings per share (EPS) for the year 2015-16 work out to Rs 9.52 as against Rs 10.05 during the previous period (Based on Face value of Rs 2 per share). The return on equity works out to 7.83%.
- The company with a Debt Equity Ratio of 0.25.1 is virtually debt free. The book value per share is Rs 121.55.



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

[Corporate Identity Number (CIN): L99999GJ1962PLC001121]

54TH ANNUAL GENERAL MEETING

Date: 17th September, 2016

Day : Saturday Time : 3.00 p.m.

Place : Cultural Centre Auditorium

Fertilizernagar Township Fertilizernagar - 391 750

District Vadodara

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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 27-07-2016)

SHRI G. R. ALORIA Chairman

SHRI D. C. ANJARIA PROF. VASANT P. GANDHI

SHRI AJAY N. SHAH SHRI VIJAI KAPOOR SMT. GEETA GORADIA

SHRI L. CHUAUNGO (upto 27-06-2016) SHRI SUJIT GULATI (w.e.f. 25-07-2016)

DR. J. N. SINGH

SHRI A. M. TIWARI Managing Director

ADVISOR

SHRI J. N. HATHI

SR. VICE PRESIDENT (FINANCE) & CFO

SHRI V. D. NANAVATY

SR. VICE PRESIDENTS

MS. F. M. DAYAMAKUMAR

DR. Y. P. SINGH

SHRI S. P. YADAV

SHRI D. R. DAVE

SHRI N. J. SHETH SHRI H D DALSANIA

SMT. A. P. GANGULI

SHRIS. V. VARMA

COMPANY SECRETARY & VICE PRESIDENT (LEGAL)

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. Royal Bank of Scotland N.V.

LEGAL ADVISORS AND ADVOCATES

M/s. Nanavati & Nanavati, Advocates, Ahmedabad M/s. Nanavati Associates, Advocates, Ahmedabad

Jaideep B. Verma, Advocate, Vadodara

STATUTORY AUDITORS

M/s. Deloitte Haskins & Sells, Vadodara

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 Saturday, the 3rd September, 2016 to Saturday, the 17th September, 2016 (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 and from 23rd September, 2016, 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 3rd September, 2016.
 - 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.
- 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, 2016 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.

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NOTICE

NOTICE is hereby given that the **Fifty-fourth 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 17th September, 2016 at 15.00 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, 2016, 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, 2016.
- 2. To declare Dividend on Equity Shares.
- 3. To appoint a Director in place of Shri Sujit Gulati, IAS (DIN: 00177274), 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 Section 139 (2) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Vadodara (Firm Registration No. 117364W) be and is hereby ratified as auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.

Special Business

- 5. To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2017 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 reenactment 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, 2017 be paid the remuneration of Rs. 4,80,000/- plus service tax and reasonable out of pocket and traveling expenses.
- 6. To appoint Shri A.M.Tiwari, IAS as Managing Director of the Company and to approve terms & conditions of remuneration & perquisites of Shri A.M. Tiwari, 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 A.M. Tiwari, IAS as Managing Director of the Company on the terms & conditions as to 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 any year during his tenure.

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 A.M.Tiwari, 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 & Vice President (Legal)

Place: Fertilizernagar Date: 27.07.2016



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 31-03-2008 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
35	2008-09	25-09-2009	30-10-2016
36	2009-10	24-09-2010	29-10-2017
37	2010-11	17-09-2011	22-10-2018
38	2011-12	04-08-2012	09-09-2019
39	2012-13	03-08-2013	08-09-2020
40	2013-14	08-08-2014	13-09-2021
41	2014-15	16-09-2015	21-10-2022

Members who have not yet encashed their dividend warrant (s) for the Financial Year ended 31-03-2009 to 31-03-2015, are requested to lodge their claims to the Company accordingly, without any delay.

- 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 Regulation 44 of SEBI (LODR) Regulations, 2015 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 not 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.

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NOTES (Contd..)

- 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 10, 2016.
- 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 10, 2016 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 10, 2016, 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.cdslindia.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 14, 2016
 - End of remote e-voting: up to 5.00 P.M. on September 16, 2016.
 - 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.cdslindia.com. The results shall simultaneously be communicated to the stock exchange.
- k. Subject to receipt of requite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting, i.e. September 17, 2016.
- I. 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.
 - (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 t records for the said demat account or folio in dd/mm/yyyy form			
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.