

Quarterly Compliance Report on Corporate Governance.

1. Name of Listed Entity: **GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED**

2. Quarter ending: **30th June, 2020**

I. Composition of Board of Directors											
Title (Mr./Ms)	Name of the Director	PAN^s & DIN & DOB	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	No. of Directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]	No. of independent Directorship in listed entities including this listed entity [In reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Anil Mukim, IAS	AGNPM2171M 02842064 15.08.1960	Chairperson, Non-Executive & Nominee Director	13-12-2019	--	--	---	3	0	2	2
Mr.	Arvind Agarwal, IAS (Retd.)	ABRPA3143Q 00122921 23-04-1960	Non-Executive - Non Independent Director	10-06-2020	--	--	---	2	0	1	0
Ms.	B.B.Bhayani	ABVPB2372E 07438543 19.09.1962	Non-Executive - Non Independent Director	11-02-2020	--	05-06-2020	--	1	0	0	0
Ms.	Mamta Verma, IAS	ABCPV1523E 01854315 01.04.1972	Non-Executive - Non Independent Director	05-10-2015	--	--	---	1	0	2	0

Mr.	Prof. Arvind Sahay	AYVPS5395M 03218334 21.02.1965	Non-Executive & Independent Director	04-08-2014	29.09.2017	--	69 Months	3	2	5	2
Mr.	Piruz Khambatta	ABMPK6324N 00502565 07.01.1968	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	57 Months	1	1	1	0
Mr.	Sunil Parekh	AALPP8306M 06992456 20.09.1955	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	57 Months	1	1	2	2
Ms.	Gauri Kumar, IAS (Retd.)	ACNPK4025G 01585999 16.08.1955	Non-Executive & Independent Director	30-03-2020	--	--	3 Months	2	2	0	0
Mr.	Shri M S Dagur	AFEPD3776M 01622222 15.07.1958	Managing Director, Executive & Nominee Director	16.07.2018	--	--	---	1	0	2	0

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to managing director or CEO - No

Whether Special Resolution passed? (Refer Reg. 17(1A) of listing Regulations) - NA

\$ PAN number of any director would not be displayed on the website of Stock Exchange.
& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.
* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^s	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1) Shri Sunil Parekh	Chairperson, Non-Executive & Independent Director.	29.05.2019	--
		2) Prof. Arvind Sahay	Non-Executive & Independent Director.	01.11.2018	--

		3) Shri Piruz Khambatta	Non-Executive & Independent Director.	29.05.2019	--
		4) Shri M.S.Dagur	Executive & Nominee Director.	29.05.2019	--
2. Nomination & Remuneration Committee	Yes	1) Shri Piruz Khambatta	Chairperson, Non-Executive & Independent Director.	29.09.2018	--
		2) Prof. Arvind Sahay	Non-Executive & Independent Director.	29.09.2017	--
		3) Shri Sunil Parekh	Non-Executive & Independent Director.	29.05.2019	--
3. Risk Management Committee	Yes	1) Shri M.S.Dagur	Chairperson & Executive & Nominee Director.	11.02.2019	--
		2) Shri Sunil Parekh	Non-Executive & Independent Director.	11.02.2019	--
		3) Shri Piruz Khambatta	Non-Executive & Independent Director.	11.02.2019	--
		4) Shri D.V.Parikh	Chief Financial Officer	11.02.2019	--
		5) Shri T.J.Lakhmapurkar	Company Secretary	11.02.2019	17.04.2020
4. Stakeholders Relationship Committee	Yes	1) Shri Sunil Parekh	Chairperson, Non-Executive & Independent Director.	29.05.2019	--
		2) Shri M. S. Dagur	Executive & Nominee Director.	16.07.2018	--
		3) Smt. Mamta Verma, IAS	Non-Executive Director	04.08.2017	--
5. Corporate Social Responsibility Committee	Yes	1) Prof. Arvind Sahay	Chairman, Non-Executive & Independent Director.	29.09.2017	--
		2) Shri Sunil Parekh	Non-Executive & Independent Director.	29.09.2018	--
		3) Shri Piruz Khambatta	Non-Executive & Independent Director.	29.09.2018	--
		4) Shri M. S. Dagur	Executive & Nominee Director.	16.07.2018	--

III. Meeting of Board of Directors

Date(s) of the meeting (if any) in the previous quarter	Date(s) of the meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive Meetings (in number of days)
11.02.2020	*	Yes	6	2	---

*to be filled in only for current quarter meetings

* SEBI, vide its Circular No SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated June 26, 2020 had extended the timeline for conducting the Board and Audit Committee of listed entities to July 31, 2020 and relaxed the requirement of the maximum stipulated time gap of 120 days between two Meetings of the Board and Audit Committee of listed entities, as required under Regulations 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, owing to the CoVID-19 pandemic. In view of this, the Meeting of the Board of Directors for consideration of Audited Financial Results and Q4 Results for the Financial Year ended 31-3-2020 was held on 10-07-2020.

IV. Meeting of Committees

Date(s) of meeting of committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors Present*	Number of Independent Directors Present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee *	Yes	--	--	11.02.2020	---
Stakeholders Relationship Committee 10.06.2020	Yes	2	1	25.02.2020	105 Days
Nomination and remuneration committee --	--	--	--	11-02-2020	

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

*SEBI, vide its Circular No SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated June 26, 2020 had extended the timeline for conducting the Board and Audit Committee of listed entities to July 31, 2020 and relaxed the requirement of the maximum stipulated time gap of 120 days between two Meetings of the Board and Audit Committee of listed entities, as required under Regulations 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, owing to the CoVID-19 pandemic. In view of this, the Meeting of the Audit Committee for review and recommendation of Audited Financial Results and Q4 Results for the Financial Year ended 31-3-2020 was held on 10-07-2020.

**to be filled in only for the current quarter meetings.

V. Related Party Transactions

Subject	Compliance Status (Yes / No / NA) refer note below
Whether prior approval of audit committee obtained	Yes*
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

* The Audit Committee has granted omnibus approval for Related Party Transactions which are routine and repetitive in nature.

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
5. This Corporate Governance Report for the Quarter ended 30th June, 2020 will be placed at the ensuing Board Meeting. The Corporate Governance Report for the previous Quarter and Annual Compliance Report for the Financial year ended 31st March, 2020 was placed before the Board of Directors at its Meeting held on 10th July, 2020.

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.

Sd/-

**A C SHAH
COMPANY SECRETARY &
GENERAL MANAGER**

Date: 13-07-2020

Place: Narmadanagar