

Quarterly Compliance Report on Corporate Governance.

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

2. Quarter ending: **31st December, 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	29-09-2020	07-12-2020	---	2	0	1	0
Ms.	Mamta Verma, IAS	ABCPV1523E 01854315 01.04.1972	Non-Executive - Non Independent Director	05-10-2015	--	--	---	1	0	2	0
Mr.	Piruz Khambatta	ABMPK6324N 00502565 07.01.1968	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	63 Months	1	1	1	0

Mr.	Sunil Parekh	AALPP8306M 06992456 20.09.1955	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	63 Months	1	1	2	2
Ms.	Gauri Kumar, IAS (Retd.)	ACNPK4025G 01585999 16.08.1955	Non-Executive & Independent Director	30-03-2020	29-09-2020	--	9 Months	2	2	1	0
Mr.	Shri Pankaj Joshi, IAS	ADXPJ1749F 01532892 19-10-1965	Managing Director, Executive & Nominee Director	16-07-2020	--	--	--	4	0	5	0
Mr.	Prof. Ranjan Kumar Ghosh	AIRPG0909M 08551618 29-10-1981	Non- Executive - Independent Director	29-10-2020	--	--	2 Months	2	1	1	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) Shri Piruz Khambatta	Non-Executive & Independent Director.	29-05-2019	--
		3) Shri Pankaj Joshi IAS	Executive & Nominee Director.	16-07-2020	--
		4) Smt. Gauri Kumar IAS Retd	Non-Executive - Independent Director	10-07-2020	--

2. Nomination & Remuneration Committee	Yes	1) Shri Piruz Khambatta	Chairperson, Non-Executive & Independent Director.	29-09-2018	--
		2) Shri Sunil Parekh	Non-Executive & Independent Director.	29-05-2019	--
		3) Smt. Gauri Kumar IAS Retd	Non-Executive - Independent Director	31-08-2020	--
3. Risk Management Committee	Yes	1) Shri Sunil Parekh	Non-Executive & Independent Director.	11-02-2019	--
		2) Shri Piruz Khambatta	Non-Executive & Independent Director.	11-02-2019	--
		3) Shri D.V.Parikh	Chief Financial Officer	11-02-2019	--
		4) Shri A C Shah	Company Secretary	10-07-2020	--
		5) Shri Pankaj Joshi IAS	Chairperson & Executive & Nominee Director.	16-07-2020	--
		6) Smt. Gauri Kumar IAS Retd	Non-Executive - Independent Director	31-08-2020	--
4. Stakeholders Relationship Committee	No	1) Shri Sunil Parekh	Chairperson, Non-Executive & Independent Director.	29-05-2019	--
		2) Smt. Mamta Verma, IAS	Non-Executive Director	04-08-2017	--
		3) Shri Pankaj Joshi IAS	Executive & Nominee Director.	16-07-2020	--
5. Corporate Social Responsibility Committee	No	1) Shri Sunil Parekh	Non-Executive & Independent Director.	29-09-2018	--
		2) Shri Piruz Khambatta	Non-Executive & Independent Director.	29-09-2018	--
		3) Shri Pankaj Joshi IAS	Executive & Nominee Director.	16-07-2020	--
		4) Smt. Gauri Kumar IAS Retd	Non-Executive - Independent Director	31-08-2020	--

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)
31-08-2020	06-11-2020	Yes	7	4	66

*to be filled in only for current quarter meetings

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 05-11-2020	Yes	4	3	31-08-2020	65
Stakeholders Relationship Committee 11-11-2020	Yes	2	1	29-10-2020	--

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

**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:

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – Yes
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk Management Committee
- 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
- 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 year ended 31-12-2020 will be placed before the Board of Directors at its ensuing Meeting. The Corporate Governance Report for the previous Half year ended 30-09-2020 was placed before the Board of Directors in its Meeting held on 06-11-2020.

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.

Sd/-

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

Date: 12-01-2021

Place: Bharuch