



GNFC

**Gujarat Narmada Valley
Fertilizers & Chemicals Limited**

CIN : L24110GJ1976PLC002903



(An ISO 14001 & OHSAS 18001 Company)

P.O. Narmadanagar - 392 015, Dist. Bharuch, Gujarat, India
Ph (02642) 247001, 247002
Website www.gnfc.in

NO. SEC/BD/SE/
09th April 2019

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Dy General Manager
BSE Ltd.
Corporate Relationship Dept
1st Floor, New Trading Ring,
Rotunda Bldg
PJ 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 (E)
Mumbai – 400 051

Co. Code: BSE - "500670"

Co. Code: NSE- "GNFC EQ"

Sub : Quarter IV and Annual Compliance Report on Corporate
Governance – FY 2018-19

Dear Sirs,

We send herewith Quarter IV and Annual Compliance Report on Corporate Governance under SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015 for FY 2018-19 in the prescribed format as per Annexure I and Annexure II respectively.

We request you to kindly take note of the same.

Thanking you,

Yours faithfully,
For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD

T J LAKHMAPURKAR
COMPANY SECRETARY &
GENERAL MANAGER (LEGAL)

ENCL : A : A :

Quarterly Compliance Report on Corporate Governance.

1. Name of Listed Entity: **GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED**
 2. Quarter ending: **31st March, 2019**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)⁶	Date of Appointment in the current term / Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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.	Dr. JN Singh, IAS	00955107 AYBPS5382C	Chairperson, Non-Executive & Nominee Director	31.08.2016	---	5	---	---
Mr.	Sujit Gulati, IAS	00177274 ABWPG2305D	Non-Executive Director	09.10.2018	---	2	1	--
Ms.	Mamta Verma, IAS	01854315 ABCPV1523E	Non-Executive Director	05.10.2015	---	1	3	---
Mr.	Prof. Arvind Sahay	03218334 AYVPS5395M	Non-Executive & Independent Director	29.09.2017	54 Months	3	4	1



Mr.	CS Mani	00031968 ADRP3735E	Non-Executive & Independent Director	29.09.2017	54 Months	1	2	2
Mr.	Piruz Khambatta	00502565 ABMPK6324N	Non-Executive & Independent Director	29.09.2018	42 Months	1	0	---
Mr.	Sunil Parekh	06992456 AALPP8306M	Non-Executive & Independent Director	29.09.2018	42 Months	1	1	---
Mr.	Shri M S Dagur	01622222 AFEPD3776M	Managing Director, Executive & Nominee Director	16.07.2018	---	1	1	---

\$ 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	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵
1. Audit Committee	1) Shri CS Mani	Chairperson, Non-Executive & Independent Director.
	2) Shri Sunil Parekh	Non-Executive & Independent Director.
	3) Prof. Arvind Sahay	Non-Executive & Independent Director.
2. Nomination & Remuneration Committee	1) Shri Piruz Khambatta	Chairperson, Non-Executive & Independent Director.
	2) Prof. Arvind Sahay	Non-Executive & Independent Director.
	3) Shri C S Mani	Non-Executive & Independent Director.
3. Risk Management Committee (if applicable)	1) Shri M.S.Dagur	Chairperson & Executive & Nominee Director..
	2) Shri Sunil Parekh	Non-Executive & Independent Director.
	3) Shri Piruz Khambatta	Non-Executive & Independent Director.



	4) Shri D.V.Parikh	Chief Financial Officer
	5) Shri T.J.Lakhmapurkar	Company Secretary
4. Stakeholders Relationship Committee	1) Shri C S Mani	Chairperson, Non-Executive & Independent Director.
	2) Shri M. S. Dagur	Executive & Nominee Director.
	3) Smt. Mamta Verma, IAS	Non-Executive Director

§ 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.

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	Maximum gap between any two consecutive Meetings (in number of days)	
01.11.2018	11.02.2019	101 Days	
IV. Meeting of Committees			
Date(s) of meeting of committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 11.02.2019	Yes	01.11.2018	101 Days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
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.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - 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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.: This report as of 31st March, 2019 will be placed at the forthcoming Board Meeting. The Corporate Governance Report for the previous quarter ended 31st December, 2018 was placed before the Board of Directors at its meeting held on 11th February, 2019.

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.



Date: 09-04-2019
Place: Narmadanagar


T J Lakshmapurkar
COMPANY SECRETARY &
GENERAL MANAGER

ANNEXURE II**Annual Compliance Report on Corporate Governance**

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

2. Financial Year: 1st April, 2018 to 31st March, 2019

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism / Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email Address for Grievance Redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and / or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes



Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transactions	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes



Policy with respect to obligations of Directors and Senior Management.	26(2) & 26(5)	Yes
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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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Company does not have any material subsidiary company and hence provisions relating to material subsidiary policy are not applicable.

The Company has formed a Wholly Owned Subsidiary Company on 28th February 2017 in the name of "GUJARAT NCODE SOLUTIONS LIMITED" and the Corporate Governance requirements with respect to subsidiary of the company are complied with.

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.



Date: 09-04-2019
Place: Narmadanagar

(Handwritten Signature)
T J LAKHMAPURKAR
COMPANY SECRETARY &
GENERAL MANAGER (LEGAL)