

Quarterly Compliance Report on Corporate Governance.

1. Name of Listed Entity: **GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED**
 2. Quarter ending: **31ST March, 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 provision 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.	Sujit Gulati, IAS	ABWPG2305D 00177274 22.11.1959	Non-Executive - Non Independent Director	09-10-2018	--	30.01.2020	---	0	0	0	0
Ms.	B.B.Bhayani	ABVPB2372E 07438543 19.09.1962	Non-Executive - Non Independent Director	11-02-2020	--	--	--	1	0	0	0
Ms.	Mamta Verma, IAS	ABCPV1523E 01854315 01.04.1972	Non-Executive - Non Independent Director	05-10-2015	--	--	---	1	0	3	0



Mr.	Prof. Arvind Sahay	AYVPS5395M 03218334 21.02.1965	Non-Executive & Independent Director	04-08-2014	29.09.2017	--	66 Months	3	3	5	1
Mr.	Piruz Khambatta	ABMPK6324N 00502565 07.01.1968	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	54 Months	1	1	1	0
Mr.	Sunil Parekh	AALPP8306M 06992456 20.09.1955	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	54 Months	1	1	2	2
Ms.	*Gauri Kumar, IAS (Retd.)	ACNPK4025G 01585999 16.08.1955	Non-Executive & Independent Director	30-03-2020	--	--	0	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

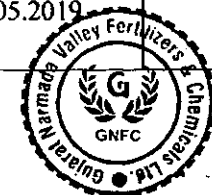
Whether Chairperson is related to managing director or CEO - No

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.
*Ms. Gauri Kumar, IAS (Retd.) appointed as Independent Woman Director during the Quarter. Since it is in number of Days figure "0" is mentioned in the column titled "Tenure of Director" (in months)

II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) [§]	Date of Appointment	Date of Cessation
I. 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.Lakshmapurkar	Company Secretary	11.02.2019	--
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)
05.11.2019	11.02.2020	Yes	6	2	97 Days



*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 11.02.2020	Yes	3	2	05.11.2019	97 Days
Stakeholders Relationship Committee 13.01.2020 25.02.2020	Yes Yes	3 2	1 1	13.12.2019	30 Days 42 Days

*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



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 report and/or the report submitted in the previous quarter has been placed before Board of Directors.: This report as of 31st March, 2020 will be placed at the ensuing Board Meeting. The Report for the previous quarter ended 31st December, 2019 was placed before the Board of Directors at its meeting held on 11th February, 2020.

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.



Date: 15-04-2020
Place: Narmadanagar

Sd/-
A C SHAH
COMPANY SECRETARY &
GENERAL MANAGER

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Sl No.	Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
1	Details of business	Yes	http://www.gnfc.in/
2	Terms and conditions of appointment of independent directors	Yes	http://www.gnfc.in/
3	Composition of various committees of board of directors	Yes	http://www.gnfc.in/
4	Code of conduct of board of directors and senior management personnel	Yes	http://www.gnfc.in/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://www.gnfc.in/
6	Criteria of making payments to non-executive directors	Yes	http://www.gnfc.in/
7	Policy on dealing with related party transactions	Yes	http://www.gnfc.in/
8	Policy for determining 'material' subsidiaries	NA	---
9	Details of familiarization programmes imparted to independent directors	Yes	http://www.gnfc.in/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://www.gnfc.in/
11	email address for grievance redressal and other relevant details	Yes	http://www.gnfc.in/
12	Financial results	Yes	http://www.gnfc.in/
13	Shareholding pattern	Yes	http://www.gnfc.in/
14	Details of agreements entered into with the media companies and/or their associates	NA	---
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	http://www.gnfc.in/
16	New name and the old name of the listed entity	NA	----
17	Advertisements as per regulation 47 (1)	Yes	http://www.gnfc.in/
18	Credit rating or revision in credit rating obtained	Yes	http://www.gnfc.in/



19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	http://www.gnfc.in/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	http://www.gnfc.in/
21	Materiality Policy as per Regulation 30	Yes	http://www.gnfc.in/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	http://www.gnfc.in/
23	It is certified that these contents on the website of the listed entity are correct	Yes	http://www.gnfc.in/

II. Annual Confirmations

Sl. No	Particulars	Regulation Number	Compliance status (Yes/No/NA)	Remark
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	No	*1
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	



22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	No	*2
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

***1 Performance Evaluation of Independent Directors is done by the Board in the first meeting held after the close of the Financial Year accordingly, it is done in the Board Meeting held in May / June after the close of the FY.**

***2. MCA has vide its General Circular No. 11 /2020 dated 24-03-2020 has clarified that for the FY 2019-20, if the IDs of the Company have not been able to hold the meeting, the same shall not be viewed as violation in view of the COVID -19 outbreak.**



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 ". The company has applied to the Registrar of Companies (RoC), for removal of its name from the Register of RoC (Form STK 2 filed on 5th March, 2020) in accordance with Section 248 of the Companies Act, 2013

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.

Date: 15-04-2020
Place: Narmadanagar



Sd/-
A C SHAH
COMPANY SECRETARY &
GENERAL MANAGER (LEGAL)