



**Gujarat Narmada Valley
Fertilizers & Chemicals Limited**

CIN : L24110GJ1976PLC002903



(An ISO 14001 & OHSAS 18001 Company)

NO. SEC/BD/SE/
10th October, 2019

Dy General Manager
BSE Ltd.
Corporate Relationship Dept
1st Floor, New Trading Ring,
Rotunda Bldg
PJ Towers, Dalal Street, Fort
Mumbai-400 001

Co. Code: BSE - "500670"

P.O. Narmadanagar - 392 015, Dist. Bharuch, Gujarat, India

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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: NSE- "GNFC EQ"

Sub : Compliance Report on Corporate Governance for Quarter II &
Half year ended 30.09.2019

Dear Sirs,

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated 16th July, 2019 we send herewith, Compliance Report on Corporate Governance for the second quarter & Half year ended 30-09-2019 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: **30TH SEPTEMBER, 2019**

I. Composition of Board of Directors											
Title (Mr./ Ms)	Name of the Director	PAN^s & DIN	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.	Dr. JN Singh, IAS	00955107 AYBPS5382C	Chairperson, Non-Executive & Nominee Director	31-08-2016	--	--	---	5	0	0	2
Mr.	Sujit Gulati, IAS	00177274 ABWPG2305D	Non-Executive Director	09.10.2018	--	--	---	2	0	1	--
Ms.	Mamta Verma, IAS	01854315 ABCPV1523E	Non-Executive Director	05-10-2015	--	--	---	1	0	3	---
Mr.	Prof. Arvind Sahay	03218334 AYVPS5395M	Non-Executive & Independent Director	04-08-2014	29.09.2017	--	60 Months	3	3	3	1



Mr.	CS Mani	00031968 ADRPM3735E	Non-Executive & Independent Director	04-08-2014	29.09.2017	23.07.2019	58 Months	0	0	0	0
Mr.	Piruz Khambatta	00502565 ABMPK6324N	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	48 Months	1	1	1	---
Mr.	Sunil Parekh	06992456 AALPP8306M	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	48 Months	1	1	0	2
Mr.	Shri M S Dagur	01622222 AFEPD3776M	Managing Director, Executive & Nominee Director	16.07.2018	--	--	---	1	0	2	---

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to managing director or CEO - No

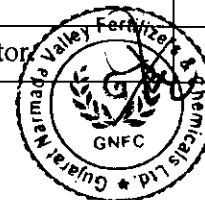
§ PAN number of any director would not be displayed on the website of Stock Exchange.

& 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	--
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	--

\$ 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	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)
29.05.2019	13.08.2019	Yes	4	2	75 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 13.08.2019	Yes	3	2	24.05.2019	80 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:

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 30th September, 2019 will be placed at the forthcoming Board Meeting. The Corporate Governance Report for the previous quarter ended 30th June, 2019 was placed before the Board of Directors at its meeting held on 13th August, 2019.



For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.



Date: 10-10-2019
Place: Narmadanagar

T J Lakshmi Purkar
**T J LAKHMI PURKAR
COMPANY SECRETARY &
GENERAL MANAGER**

ANNEXURE II**Compliance Report on Corporate Governance for the half-year ended 30-09-2019**

I. Affirmations		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report Displayed on Website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting.	19(3)	No
Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting.	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with Para C of Schedule V	Yes
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. *The Chairman of the Nomination and Remuneration Committee was out of Station and the Shareholders queries were replied by the Chairman of the Meeting.		
For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.		
Date: 10-10-2019 Place: Narmadanagar		 T J LAKHMAPURKAR COMPANY SECRETARY