



**Gujarat Narmada Valley
Fertilizers & Chemicals Limited**

CIN : L24110GJ1976PLC002903



(An ISO 14001 & ISO 45001 Company)

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

NO. SEC/BD/SE/
13th January 2020

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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 : Compliance Report on Corporate Governance for Quarter III

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 third quarter ended 31-12-2019 in the prescribed format.

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 DECEMBER, 2019

I. Composition of Board of Directors											
Title (Mr./Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁶	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 Directors hip 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	02842064 AGNPM2171M	Chairperson, Non-Executive & Nominee Director	13-12-2019	--	--	---	3	0	0	0
Mr.	Dr. JN Singh, IAS	00955107 AYBPS5382C	Chairperson, Non-Executive & Nominee Director	31-08-2016	--	06-12-2019	---	1	0	0	0
Mr.	Sujit Gulati, IAS	00177274 ABWPG2305D	Non-Executive Director	09.10.2018	--	--	---	1	0	0	0
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	--	63 Months	3	3	3	1
Mr.	Piruz Khambatta	00502565 ABMPK6324N	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	51 Months	1	1	1	---
Mr.	Sunil Parekh	06992456 AALPP8306M	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	51 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

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

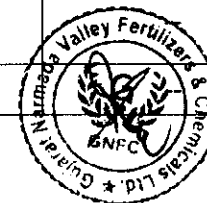
\$ PAN number of any director would not be displayed on the website of Stock Exchange.

& 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) ⁵	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.Lakmapurkar	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)
13.08.2019	05.11.2019	Yes	6	3	83 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 05.11.2019	Yes	4	3	13.08.2019	83 Days
Stakeholders Relationship Committee 03.10.2019	Yes	3	1	23.08.2018	40 Days
06.11.2019	Yes	2	1		33 Days
22.11.2019	Yes	2	1		15 Days
27.11.2019	Yes	2	1		4 Days
28.11.2019	Yes	2	1		0 Days
13.12.2019	Yes	2	1		14 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

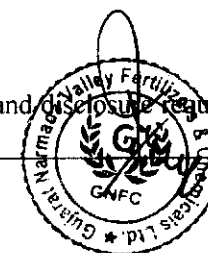
* The Audit Committee has granted omnibus approval for Related Party Transactions which are routine and repetitive in nature.

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.

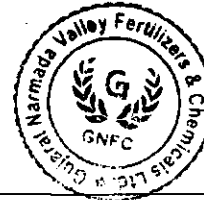
VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – No*
- 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 December, 2019 will be placed at the forthcoming Board Meeting. The Corporate Governance Report for the previous quarter ended 30th September, 2019 was placed before the Board of Directors at its meeting held on 5th November, 2019. - Yes
- * The Company is in process of identifying and appointing a Woman Independent Director having relevant expertise and experience with appropriate balance of skill and knowledge.

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.



T J LAKHMIPURKAR
COMPANY SECRETARY & GENERAL MANAGER

Date: 13-01-2020

Place: Narmadanagar