

## Quarterly Compliance Report on Corporate Governance.

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

2. Quarter ending: 30<sup>th</sup> September, 2020

<b>I. Composition of Board of Directors</b>											
Title (Mr./ Ms)	Name of the Director	PAN <sup>s</sup> & DIN & DOB	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	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	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	--	---	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.	Prof. Arvind Sahay	AYVPS5395M 03218334 21.02.1965	Non-Executive & Independent Director	04-08-2014	29-09-2017	30-09-2020	72 Months	3	2	5	2

Mr.	Piruz Khambatta	ABMPK6324N 00502565 07.01.1968	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	60 Months	1	1	1	0
Mr.	Sunil Parekh	AALPP8306M 06992456 20.09.1955	Non-Executive & Independent Director	10-10-2014	29.09.2018	--	60 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	--	6 Months	2	2	1	0
Mr.	Shri M S Dagur	AFEPD3776M 01622222 15.07.1958	Managing Director, Executive & Nominee Director	16.07.2018	--	15-07-2020	---	1	0	2	0
Mr.	Shri Pankaj Joshi, IAS	ADXPJ1749F 01532892 19-10-1965	Managing Director, Executive & Nominee Director	16-07-2020	--	--	--	4	0	5	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) <sup>s</sup>	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	30-09-2020

		3) Shri Piruz Khambatta	Non-Executive & Independent Director.	29-05-2019	--
		4) Shri M.S.Dagur	Executive & Nominee Director.	29-05-2019	15-07-2020
		5) Shri Pankaj Joshi IAS	Executive & Nominee Director.	16-07-2020	--
		6) Smt. Gauri Kumar IAS Retd	Non-Executive - Independent Director	10-07-2020	--
<b>2. Nomination &amp; Remuneration Committee</b>	Yes	1) Shri Piruz Khambatta	Chairperson, Non-Executive & Independent Director.	29-09-2018	--
		2) Prof. Arvind Sahay	Non-Executive & Independent Director.	29-09-2017	30-09-2020
		3) Shri Sunil Parekh	Non-Executive & Independent Director.	29-05-2019	--
		4) Smt. Gauri Kumar IAS Retd	Non-Executive - Independent Director	31-08-2020	--
<b>3. Risk Management Committee</b>	Yes	1) Shri M.S.Dagur	Chairperson & Executive & Nominee Director.	11-02-2019	15-7-2020
		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 A C Shah	Company Secretary	10-07-2020	--
		6) Shri Pankaj Joshi IAS	Chairperson & Executive & Nominee Director.	16-07-2020	--
		7) Smt. Gauri Kumar IAS Retd	Non-Executive - Independent Director	31-08-2020	--
<b>4. Stakeholders Relationship Committee</b>	Yes	1) Shri Sunil Parekh	Chairperson, Non-Executive & Independent Director.	29-05-2019	--
		2) Shri M. S. Dagur	Executive & Nominee Director.	16-07-2018	15-07-2020
		3) Smt. Mamta Verma, IAS	Non-Executive Director	04-08-2017	--
		4) Shri Pankaj Joshi IAS	Executive & Nominee Director.	16-07-2020	--
<b>5. Corporate Social Responsibility Committee</b>	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	15-07-2020
		5) Shri Pankaj Joshi IAS	Executive & Nominee Director.	16-07-2020	--
		6) 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)
10.-07-2020	31-08-2020	Yes	7	4	51

\*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*
<b>Audit Committee</b> 31-08-2020	Yes	4	2	10-07-2020	51
<b>Stakeholders Relationship Committee</b> 06-08-2020	Yes	2	1	--	--
<b>Corporate Social Responsibility Committee</b> 28-08-2020	Yes	3	2	--	--

\*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. – Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
  - 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. - 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 Corporate Governance Report for the Half year ended 30-09-2020 will be placed before the Board of Directors at its ensuing Meeting. The Corporate Governance Report for the previous quarter ended 30-06-2020 was placed before the Board of Directors in its Meeting held on 31-08-2020.

**For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.**

Sd/-

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

**Date: 03-10-2020**

**Place: Bharuch**

**ANNEXURE II**

**Compliance Report on Corporate Governance for the half-year ended 30-09-2020**

<b>I. Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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)	Yes
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
<b>Note</b> 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.		
<b>For GUJARAT NARMADA VALLEY FERTILIZERS &amp; CHEMICALS LTD.</b>		
<b>Date: 03-10-2020</b> <b>Place: Bharuch</b>	<b>S/d</b> <b>A C SHAH</b> <b>COMPANY SECRETARY</b>	