



**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/
January 12, 2017

FAX : 02642 – 247084

E-Mail : tjakhmapurkar@gnfc.in

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 ended 31st December, 2016

Dear Sir,

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith Compliance Report on Corporate Governance for Quarter – III ended 31st December, 2016, 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

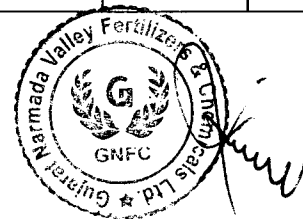

T.J. LAKHMAPURKAR
COMPANY SECRETARY &
GENERAL MANAGER (LEGAL)

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, 2016**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)^{&}	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.	V D Nanavaty	07431075 AAHPN3677K	Non-Executive Director	05.04.2016	---	1	---	---
Ms.	Mamta Verma, IAS	01854315 ABCPV1523E	Non-Executive Director	05.10.2015	---	1	---	---
Mr.	Prof. Arvind Sahay	03218334 AYVPS5395M	Non-Executive & Independent Director	26.09.2014	3 Years	2	1	---



Mr.	CS Mani	00031968 ADRPM3735E	Non-Executive & Independent Director	26.09.2014	3 Years	1	---	2
Mr.	Piruz Khambatta	00502565 ABMPK6324N	Non-Executive & Independent Director	26.09.2015	3 Years	1	1	---
Mr.	Sunil Parekh	06992456 AALPP8306M	Non-Executive & Independent Director	26.09.2015	3 Years	1	1	---
Mr.	Anil Mukim, IAS	02842064 AGNPM2171M	Non-Executive Director	30.09.2016	---	1	---	---
Mr.	Dr. Rajiv Kumar Gupta, IAS	03575316 ACAPG6419R	Managing Director, Executive & Nominee Director	02.05.2013	---	1	1	---

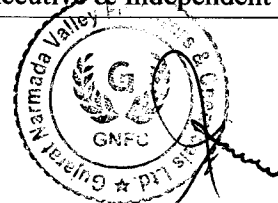
\$ PAN number of any director would not be displayed on the website of Stock Exchange.

& 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 Piruz Khambatta	Non-Executive & Independent Director.
	3) Shri Sunil Parekh	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)	Not Applicable	
4. Stakeholders Relationship Committee	1) Shri C S Mani	Chairperson, Non-Executive & Independent Director.
	2) Dr. Rajiv Kumar Gupta, IAS	Executive & Nominee 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)
21/07/2016 30/09/2016	10/11/2016	40 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 10/11/2016	Yes	21/07/2016	111 Days

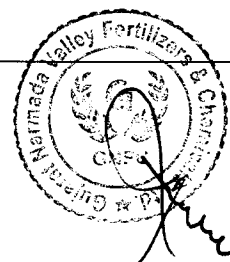
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

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

i. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

As per Regulation 17 of Listing Regulations, 2015, at least half of the company's Board should comprise of Independent Directors (IDs). Presently, there are 5 Non-IDs and 4 IDs on the Board. Hence, one more ID needs to be appointed on the Board to have proper composition of the Board. The company is in process of identifying and selecting one more Independent Director having relevant expertise and experience with appropriate balance of skill and knowledge and will be appointed at the earliest.

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 (applicable to the top 100 listed entities): **Not Applicable**

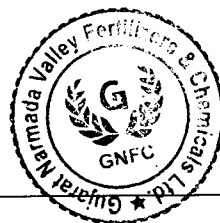
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

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 December, 2016 will be placed at the ensuing Board Meeting to be held on 23rd January, 2017. The Corporate Governance Report for the previous quarter ended 30th September, 2016 and Compliance Report for the Half year ended on 30.9.2016 were placed before the Board of Directors at its meeting held on 10th November, 2016.

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.

Date: 12th January, 2017
Place: Narmadanagar



T J Lakhmapurkar
Company Secretary &
General Manager (Legal)