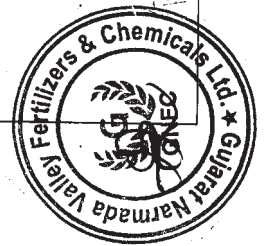


**GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.
P.O.NARMADANAGAR : 392 015, DIST. BHARUCH, GUJARAT**

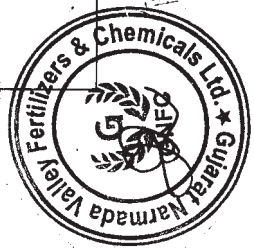
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE (Clause 49 of the Listing Agreement)

Name of the Company : GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.
Quarter ending on : 30th June, 2015

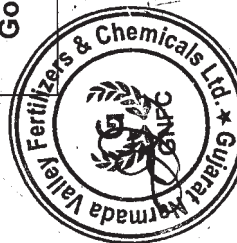
Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
1	2	3	4
II. Board of Directors			
(A) Composition of Board	49 (II) 49 (IIA)	Yes	The Board of Directors of the company presently comprises total 9 (Nine) Directors of which, 8 (Eight) Directors are Non-Executive Directors (NEDs), representing 89% of the total strength. Out of 8 (Eight) NEDs on the Board, 6 (Six) NEDs are Independent Directors (IDs) including 1 (One) Woman Director.
(B) Independent Directors	49 (IIB)	Yes	Composition of the Board is in conformity with this sub-clause. Clause 49(IIB)(1) : Independent Directors meet with the criteria stipulated under this sub-clause. Clause 49(IIB)(2) : None of the IDs serve as a Director in more than 7 (Seven) listed Companies and as whole-time-director in any listed company. Clause 49(IIB)(3) : Tenure of IDs has been fixed in accordance with the Companies Act, 2013. Clause 49(IIB)(4) : Formal letters of appointment were issued to 2 (Two) IDs who were appointed at the last AGM held on 26/9/2014. The terms & conditions of their appointment have been posted on the Company's website. Formal letters of appointment to other 4 (Four) IDs will be issued, when appointed at the ensuing AGM to be held in 2015. Clause 49(IIB)(5) : Requisite details will be included in the Annual Report 2014-15. Clause 49(IIB)(6) : A separate meeting of IDs will be held during FY 2015-16. Clause 49(IIB)(7) : IDs have been suitably familiarized, the details thereof have been posted on company's website and web-link thereto will be provided in the Annual Report 2014-15.



1	2	3	4
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	<p>NEDs are paid remuneration only by way of sitting fees for attending the meetings of the Board and / or Committees thereof, which is within the limits prescribed under the Companies Act, 2013.</p> <p>In case of Directors, who are from Indian Administrative Service, sitting fees payable to them is deposited with Government Treasury.</p>
(D) Other provisions as to Board and Committees	49 (IID)	Yes	<p>Two Board Meetings were held during the period from 1st April, 2015 to 30th June, 2015. The information as required under this sub-clause was made available to the Board of Directors.</p> <p>None of the Directors holds membership in more than 10 Committees or acts as Chairman of more than 5 Committees across all companies in which he/ she is a Director.</p> <p>The Board of Directors periodically reviews the Compliance Report of Laws applicable to the company.</p>
(E) Code of Conduct	49 (IIE)	Yes	<p>The Company has laid down Codes of Conduct (CoC) for all Board Members and Senior Management Personnel of the company. The said Codes have been posted on the company's website.</p> <p>A declaration as to affirmation of compliance with the CoC by Directors and Senior Management Personnel, signed by CEO, will be included in Annual Report - 2014-15.</p>
(F) Whistle Blower Policy	49 (IIF)	Yes	<p>The company has established a Whistle Blower cum Vigil Mechanism Policy for Directors and Employees. The policy has been posted on the company's website and the details whereof will be disclosed in the Directors' Report forming part of Annual Report – 2014-15.</p>
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	<p>Audit Committee comprises 4 (Four) Members, of which 3 (Three) Members are Non-Executive Independent Directors. All Members are financially literate. Chairman of the Committee is an Independent Director.</p> <p>Representatives of Internal Auditors and Statutory Auditors attend the Audit Committee Meeting by invitation. Chief Financial Officer also attends the Audit Committee Meeting.</p> <p>Company Secretary acts as a Secretary to the Committee.</p>



1	2	3	4
(B) Meeting of Audit Committee	49 (IIIB)	Yes	One Audit Committee Meeting was held during the period from 1 st April, 2015 to 30 th June, 2015. Requisite quorum was present at the said meeting.
(C) Powers of Audit Committee	49 (IIIC)	Yes	Terms of reference of Audit Committee include the matters referred to in this sub-clause and Section 177 of the Companies Act, 2013.
(D) Role of Audit Committee	49 (IIID)	Yes	Terms of reference of Audit Committee include the matters referred to in this sub-clause and Section 177 of the Companies Act, 2013.
(E) Review of information by Audit Committee	49 (IIIE)	Yes	Relevant information as referred to in this sub-clause is submitted to the Audit Committee for its review on an on-going basis.
IV. Nomination & Remuneration Committee	49 (IV)	Yes	Nomination & Remuneration Committee (NRC) comprises of 3 (Three) Members who are NEDs & IDs. Chairman of the Committee is ID.
V. Subsidiary Companies	49 (V)	NA	The company does not have any subsidiary company.
VI. Risk Management	49 (VI)	Yes	The company has in place a Risk Assessment and Risk Mitigation Mechanism. Risk Management Report is periodically reviewed by the Audit Committee / Board of Directors.
VII. Related Party Transactions	49 (VII)	Yes	The company has formulated a policy on Related Party Transactions (RPTs).
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	There were no material related party transactions. A Policy for Related Party Transactions is displayed on the company's website and a web link thereto will be provided in the Annual Report 2014-15.
(B) Disclosure of Accounting Treatment	49 (VIII B)	NA	Financial Statements are prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, from time to time.
(C) Remuneration of Directors	49 (VIII C)	Yes	Requisite details will be included in the Annual Report - 2014-15.
(D) Management	49 (VIII D)	Yes	Requisite details will be included in the Annual Report - 2014-15.
(E) Shareholders	49 (VIII E)	Yes	Requisite details will be included in the Annual Report - 2014-15.
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	NA	The company has not raised any money through issue of securities during the quarter.
IX. CEO / CFO Certification	49 (IX)	Yes	A Certificate as required under this sub-clause was placed before the Board at the time of approval of Audited Annual Financial Statement of the company for FY 2014-15.
X. Report on Corporate Governance	49 (X)	Yes	Report on Corporate Governance will form a part of Annual Report - 2014-15. The company has been submitting the quarterly compliance report to BSE and NSE, in accordance with this sub-clause.



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XI. Compliance	49 (XI)	Yes	<p>A Certificate regarding compliance with the conditions of Corporate Governance under Clause 49 will be annexed to the Directors' Report, forming part of the Annual Report - 2014-15.</p> <p>Disclosure as to the compliance of mandatory requirements and adoption of non-mandatory requirements will be made in the Annual Report - 2014-15.</p>

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.

Date : **14 JULY 2015**

Place : Narmadanagar


R.B. PANCHAL
 COMPANY SECRETARY



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