



(An ISO 14001 & OHSAS 18001 Company)

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

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NO. SEC/BD/SE/

13 OCT 2016

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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 II &
Half year ended 30.09.2016

Dear Sirs,

In terms of Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015 read with SEBI Circular No CIR/CFD/CMD/ 5 /2015 dated 24th September, 2015, we send herewith, Compliance Report on Corporate Governance for the second quarter & Half year ended 30-09-2016 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


R.B PANCHAL
COMPANY SECRETARY &
EXECUTIVE DIRECTOR

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 , 2016**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)^a	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.	G R Aloria, IAS	02913711 ABEPA6965H	Non-Executive & Nominee Director	24.08.2016 (Date of Cessation)	---	4	---	---
Mr.	Dr. JN Singh, IAS	00955107 AYBPS5382C	Chairperson, Non-Executive & Nominee Director	31.08.2016	---	6	1	---
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.
	4) Dr. JN Singh, IAS	Non-Executive 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)
26/04/2016	1) 21/07/2016 2) 30/09/2016	85 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 21/07/2016	Yes	26/04/2016	85 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

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 (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 30th September, 2016 will be placed at the ensuing Board Meeting to be held for the quarter ended 30th September 2016. The Corporate Governance Report for the previous quarter ended 30th June, 2016 was placed before the Board of Directors at its meeting held on 21st July, 2016.


For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.

Date: **13 OCT 2016**
Place: Narmadanagar


R B PANCHAL
COMPANY SECRETARY &
EXECUTIVE DIRECTOR



ANNEXURE II**Compliance Report on Corporate Governance for the half-year ended 30-09-2016**

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)	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.		
For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.		
Date: 13 OCT 2016 Place: Narmadanagar	 R B PANCHAL COMPANY SECRETARY & EXECUTIVE DIRECTOR	