

General information about company

Scrip code	500670
NSE Symbol	GNFC
MSEI Symbol	NOTLISTED
ISIN	INE113A01013
Name of the entity	GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Half Yearly
Date of Report	30-09-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Number of directors explanatory																
as a Regular Chairperson		Yes														
Person related to Promoter		No														
		Disqualification of Directors under section 164 of the Companies Act, 2013														
Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
Independent Director	Chairperson		06-05-1962	No				Active	NA		07-09-2021				5	0
Independent Director	Not Applicable		26-01-1964	No				Active	NA		07-01-2021				2	0
Independent Director	Not Applicable		01-04-1972	No				Active	NA		05-10-2015				3	0
Independent Director	Not Applicable		01-07-1965	No				Active	NA		20-12-2021				4	0

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directors in listed entities including this listed entity (Refer Regulation 17A(1) Listing Regulation)
Non-Executive - Independent Director	Not Applicable	Shareholder Director	16-08-1955	No				Active	NA		30-03-2020	29-09-2020		24	3	3
Non-Executive - Independent Director	Not Applicable	Shareholder Director	29-10-1981	No				Active	NA		29-10-2020	23-09-2021		12	1	1
Non-Executive - Independent Director	Not Applicable	Shareholder Director	23-02-1960	No				Active	Yes	27-09-2022	29-12-2021	27-09-2022		0	3	3
Non-Executive - Independent Director	Not Applicable	Shareholder Director	24-09-1953	No				Active	Yes	27-09-2022	29-12-2021	27-09-2022		0	1	1

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
Non-executive - independent director	Not Applicable	Shareholder Director	20-12-1960	No				Active	Yes	21-05-2022	08-03-2022	08-03-2022		7	4	4
Executive director	Not Applicable	MD	19-10-1965	No				Active	NA		16-07-2020				1	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02625115	Bhadresh Mehta	Non-Executive - Independent Director	Chairperson	04-02-2022		
2	01585999	Gauri Kumar IAS Retd.	Non-Executive - Independent Director	Member	10-07-2020		
3	08551618	Prof. Ranjan Kumar Ghosh	Non-Executive - Independent Director	Member	04-02-2021		
4	01952821	J P Gupta IAS	Non-Executive - Non Independent Director	Member	04-02-2022		
5	02065298	Dr. N Ravichandran	Non-Executive - Independent Director	Member	04-02-2022		
6	01532892	Pankaj Joshi IAS	Executive Director	Member	16-07-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01585999	Gauri Kumar IAS Retd.	Non-Executive - Independent Director	Chairperson	31-08-2020		
2	08551618	Prof. Ranjan Kumar Ghosh	Non-Executive - Independent Director	Member	04-02-2021		
3	01854315	Mamta Verma IAS	Non-Executive - Non Independent Director	Member	28-10-2021		
4	02625115	Bhadresh Mehta	Non-Executive - Independent Director	Member	04-02-2022		
5	02065298	Dr. N Ravichandran	Non-Executive - Independent Director	Member	04-02-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08551618	Prof. Ranjan Kumar Ghosh	Non-Executive - Independent Director	Chairperson	28-10-2021		
2	01854315	Mamta Verma IAS	Non-Executive - Non Independent Director	Member	16-07-2018		
3	01532892	Pankaj Joshi IAS	Executive Director	Member	16-07-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08551618	Prof. Ranjan Kumar Ghosh	Non-Executive - Independent Director	Chairperson	28-10-2021		
2	01585999	Gauri Kumar IAS Retd.	Non-Executive - Independent Director	Member	31-08-2020		
3	02625115	Bhadresh Mehta	Non-Executive - Independent Director	Member	04-02-2022		
4	02065298	Dr. N Ravichandran	Non-Executive - Independent Director	Member	04-02-2022		
5	01532892	Pankaj Joshi IAS	Executive Director	Member	16-07-2020		
6	07653680	D V Parikh	Member	Member	11-12-2019		Textual Information(1)
7	06745194	A C Shah	Member	Member	10-07-2020		Textual Information(2)

Sr Text Block

Textual Information(1)	Shri D V Parikh is Cheif Financial officer of the Company and has appointed as member of the Risk Managment Committee on 11-12-2019.
Textual Information(2)	Shri A C Shah is Company Secreatary of the Company and has appointed as member of the Risk Managment Committee on 10-07-2020.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01585999	Gauri Kumar IAS Retd.	Non-Executive - Independent Director	Chairperson	31-08-2020		
2	08551618	Prof. Ranjan Kumar Ghosh	Non-Executive - Independent Director	Member	04-02-2021		
3	02625115	Bhadresh Mehta	Non-Executive - Independent Director	Member	04-02-2022		
4	02065298	Dr. N Ravichandran	Non-Executive - Independent Director	Member	04-02-2022		
5	01532892	Pankaj Joshi IAS	Executive Director	Member	16-07-2020		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	09-05-2022				Yes	10	10	5
2		08-08-2022	90		Yes	10	9	5

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	07-05-2022				Yes	6	5	3	0
2	Audit Committee	06-08-2022	90			Yes	6	5	4	0
3	Stakeholders Relationship Committee	25-06-2022				Yes	3	3	1	0
4	Stakeholders Relationship Committee	27-08-2022	62			Yes	3	3	1	0
5	Stakeholders Relationship Committee	23-09-2022	26			Yes	3	3	1	0
6	Corporate Social Responsibility Committee	30-07-2022				Yes	5	5	4	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block

Textual Information(1)

The Audit Committee has granted omnibus approval for related party transactions which are routine and repetative in nature.

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	A C SHAH
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

This Corporate Governance Report for the Second Quarter and Half Year ended on 30th September, 2022 of the FY 2022-23 will be placed before the Board of Directors at its ensuing Meeting. The Corporate Governance Report for the Previous quarter ended on 30th June, 2022 was placed before the Board of Directors in its Meeting held on 8th August, 2022

Annexure III

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	A C SHAH
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	D V PARIKH		
Designation	CFO		
Place	Bharuch		
Date	19-10-2022		

Signatory Details

Name of signatory	A C SHAH
Designation of person	Company Secretary and Compliance Officer
Place	BHARUCH
Date	19-10-2022

