

Familiarization Program for Independent Directors

1. PREAMBLE

Earlier, the Clause 49(II)(B)(7) of the Listing Agreement was dealing with the provisions of the Familiarization Programme to the Independent Directors. Now, SEBI has issued new regulations, viz., SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on 2nd September, 2015 which has come into force with effect from 1st December, 2015 and has superseded the Listing Agreements with the Stock Exchanges.

Therefore, the existing Policy is now required to be amended to align with the provisions (relating to Familiarization Programme to Independent Directors) under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The "Regulation 25 – Obligations with respect to Independent Directors", sub-regulation (7) of the Listing Regulations stipulates that:

The listed entity shall familiarise the independent directors through various programmes about the listed entity, including the following:

- (a) nature of the industry in which the listed entity operates;
- (b) business model of the listed entity;
- (c) roles, rights, responsibilities of independent directors; and
- (d) any other relevant information.

2. OBJECTIVE

In view of the above, Gujarat Narmada Valley Fertilizers and Chemicals Limited ("the Company") has adopted the following procedure to familiarize the Independent Directors of the Company to comply with the above listing regulations.

3. FAMILIARIZATION PROGRAMME

- 3.1. On appointment of an Independent Director, a formal letter of appointment is issued, which inter alia explains the role, function, duties and responsibilities expected from the Independent Director under the provisions of the Companies Act and other laws.
- 3.2. The Company also issues Introduction Kit to the Independent Director on his appointment, which covers the following:
 - List of existing Board of Directors of the Company;
 - Details of past and present Chairman / Chairperson;
 - Details of past and present Managing Director;
 - Code of Conduct for the Directors and Vigil Mechanism-cum-Whistle Blower Policy approved by the Board of Directors of the Company;

- Statement of Unaudited / Audited Financial Results of the latest period / quarter available on the date of appointment of the Independent Directors;
- Shareholding Pattern of the Company of the latest period / quarter available on the date of appointment of the Independent Directors;
- Annual Reports of the Company for the last 3 years immediately preceding the date of appointment of the Independent Directors;
- Memorandum and Articles of Association of the Company;
- Company's Product Profile / Brochure.

3.3. The Independent Director is also explained in detail the compliances required from him under the Companies Act, the Listing Agreement / Regulations and other relevant regulations. Also, separate presentations are made in the respective Board / other Board Committees' Meetings to familiarize the Directors in respect of amendment in the Act / Laws or introduction of new rules, regulations concerning the Company and its Directors.

3.4. With a view to familiarize the Independent Directors with the Company's operations, a separate meeting is convened wherein the Director is given detailed presentation covering the organizational set up, details of its promoters, shareholding pattern, accreditations / recognitions received by the Company, the nature of industry in which it operates, business model of the Company, details about its plants operations like installed capacity v/s production achieved, installed capacity of major competitors, financial highlights of Company's performance, market share of major products, export share of major products, strategic advantages and concerns etc.

This will help the directors to keep themselves well informed about the Company and external environment in which the Company operates, which will bring objectivity to for taking informed and balanced decisions in the interest of the Company.

3.5. The Company shall from time to time, through its Senior Managerial Personnel including Executive Director / Functional Heads, make presentations to the Directors in the Board Meeting or other Board Committees, to familiarize them with the budgets / plan of the Company, its strategy to implement the same, performance against the budget / plan, risk management system and reports, compliances management system and report and other areas concerning the operations and functions of the Company.

3.6. The Company may circulate news, updates about the Company's affairs and may provide specific regulatory updates from time to time to the Directors.

4. DISCLOSURE

4.1. Regulation 46(2)(i) of the Listing Regulations states that listed Company shall disseminate following information with respect to Familiarization Programme imparted to Independent Directors on its website:

- (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date),
- (ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
- (iii) other relevant details.

A web link where the details of Familiarization Programme imparted to Independent Directors are disclosed on the website shall be provided in the Corporate Governance Section of the Annual Report of the Company.

5. REVIEW OF THE PROGRAM

- 5.1. The Board will review this Programme and make revisions as may be required. Further, any subsequent amendment / modification in the Act, Listing Regulations and / or other laws in this regard shall automatically apply to this Programme. The same shall be added / amended / modified from time to time by the Board with due procedure.

GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

PO .: NARMADANAGAR- 392015
DIST.: BHARUCH

Details of Familiarization Programme imparted to Independent Directors pursuant to Regulations 46(2)(i) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

Financial Year	Date of Familiarization Programme	Name of Directors attended the Programme	Category of Directors	No. of Hours spent by the Directors in Programme
14-15	15.05.2014	Dr. Varesh Sinha, IAS Shri DJ Pandian, IAS Dr. Has Mukh Adhia, IAS Shri GC Murmu, IAS Shri Atanu Chakraborty, IAS Dr. Ashok Kumar	Non-Executive Independent Directors	1 Hour
14-15	28.07.2014	Dr. Varesh Sinha, IAS Shri DJ Pandian, IAS Dr. Has Mukh Adhia, IAS Shri Atanu Chakraborty, IAS Dr.T T Ram Mohan	Non-Executive Independent Directors	1 Hour
14-15	04.08.2014	Prof. Arvind Sahay Shri C S Mani	Non-Executive Independent Directors	1 Hour
14-15	10.10.2014	Shri Piruz Khambatta Shri Sunil Parekh Dr.ManjulaSubramaniam,IAS (Retd.)	Non-Executive Independent Directors	1 Hour
14-15	21.10.2014	Dr. Varesh Sinha, IAS Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh Shri Piruz Khambatta Dr.ManjulaSubramaniam,IAS (Retd.)	Non-Executive Independent Directors	1 Hour
14-15	30.01.2015	Shri GC Murmu, IAS Shri C S Mani Shri Piruz Khambatta Shri Sunil Parekh	Non-Executive Independent Directors	1 Hour

		Dr.ManjulaSubramaniam,IAS (Retd.)		
14-15	26.03.2015	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh Shri Piruz Khambatta Dr.ManjulaSubramaniam,IAS (Retd.)		0.5 Hour
Total				6.5 Hours
15-16	08.04.2015	Shri H V Patel,IAS(Retd.)	Non-Executive Independent Director	1 Hour
15-16	21.05.2015	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh Shri Piruz Khambatta Shri H V Patel,IAS(Retd.) Dr.ManjulaSubramaniam,IAS (Retd.)	Non-Executive Independent Directors	1 Hour
15-16	11.08.2015	Shri Sunil Parekh Shri H V Patel,IAS(Retd.)	Non-Executive Independent Director	1 Hour
15-16	03.11.2015	Shri C S Mani Shri Piruz Khambatta Shri H V Patel,IAS(Retd.)	Non-Executive Independent Directors	1 Hour
15-16	27.01.2016	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh Shri Piruz Khambatta Shri H V Patel,IAS(Retd.)	Non-Executive Independent Directors	1 Hour
15-16	30.03.2016	Prof. Arvind Sahay Shri Sunil Parekh Shri H V Patel,IAS(Retd.)	Non-Executive Independent Directors	0.5 Hour
Total				5.5 Hours
16-17	26.04.2016	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour

16-17	21.07.2016	Prof. Arvind Sahay Shri C S Mani Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
16-17	20.08.2016	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh	Non-Executive Independent Directors	0.5 Hour
16-17	10.11.2016	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
16-17	23.01.2017	Shri C S Mani Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
Total				4.5 Hours
17-18	29.05.2017	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
17-18	04.08.2017	Prof. Arvind Sahay Shri Sunil Parekh	Non-Executive Independent Directors	1 Hour
17-18	08.11.2017	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
17-18	22.01.2018	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh	Non-Executive Independent Directors	1 Hour
17-18	31.03.2018	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh	Non-Executive Independent Directors	0.5 Hour
Total				4.5 Hours
18-19	23.04.2018	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour

18-19	09.08.2018	Prof. Arvind Sahay Shri C S Mani Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
18-19	01.11.2018	Shri C S Mani Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
18-19	11.02.2019	Prof. Arvind Sahay Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
18-19	28.03.2019	Prof. Arvind Sahay Shri Sunil Parekh	Non-Executive Independent Directors	0.5 Hour
Total				4.5 Hours
19-20	29.05.2019	Shri Piruz Khambatta	Non-Executive Independent Director	1 Hour
19-20	13.08.2019	Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
19-20	05.11.2019	Prof. Arvind Sahay Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
19-20	11.02.2020	Prof. Arvind Sahay Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
19-20	30-03-2020	Smt.GauriKumar,IAS(Retd.)	Non-Executive Independent Director	1 Hour
Total				5 Hours
20-21	10.07.2020	Smt.GauriKumar,IAS(Retd.) Shri Sunil Parekh Shri Piruz Khambatta Prof. Arvind Sahay	Non-Executive Independent Directors	1 Hour

20-21	31.08.2020	Smt.GauriKumar,IAS(Retd.) Shri Sunil Parekh Shri Piruz Khambatta Prof. Arvind Sahay	Non-Executive Independent Directors	1 Hour
20-21	29.10.2020	Prof.Ranjan Kumar Ghosh	Non-Executive Independent Director	1 Hour
20-21	06.11.2020	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
20-21	04.02.2021	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
20-21	15.03.2021	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	0.5 Hour
Total				5.5 Hours
21-22	17.05.2021	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
21-22	12.08.2021	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Sunil Parekh Shri Piruz Khambatta	Non-Executive Independent Directors	1 Hour
21-22	28.10.2021	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh	Non-Executive Independent Directors	1 Hour
21-22	29.12.2021	Shri Bhadresh Mehta Dr.N.Ravichandran	Non-Executive Independent Directors	1 Hour
21-22	04.02.2022	Prof.Ranjan Kumar Ghosh Shri Bhadresh Mehta Dr.N.Ravichandran	Non-Executive Independent Directors	1 Hour

21-22	22.02.2022	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Bhadresh Mehta Dr.N.Ravichandran	Non-Executive Independent Directors	0.5 Hour
21-22	08-03-2022	Prof. Piyush Kumar Sinha	Non-Executive Independent Director	1 Hour
Total				6.5 Hours
22-23	09.05.2022	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Bhadresh Mehta Dr.N.Ravichandran Prof. Piyush Kumar Sinha	Non-Executive Independent Directors	1 Hour
22-23	08.08.2022	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Bhadresh Mehta Dr.N.Ravichandran Prof. Piyush Kumar Sinha	Non-Executive Independent Directors	1 Hour
22-23	10.11.2022	Shri Bhadresh Mehta Dr.N.Ravichandran	Non-Executive Independent Directors	1 Hour
22-23	07.02.2023	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Bhadresh Mehta Dr.N.Ravichandran Prof. Piyush Kumar Sinha	Non-Executive Independent Directors	1 Hour
22-23	16.03.2023	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Bhadresh Mehta Dr.N.Ravichandran Prof. Piyush Kumar Sinha	Non-Executive Independent Directors	0.5 Hour
Total				4.5 Hours
23-24	18.05.2023	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Bhadresh Mehta Dr.N.Ravichandran Prof. Piyush Kumar Sinha	Non-Executive Independent Directors	1 Hour
23-24	07.08.2023	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Bhadresh Mehta Dr.N.Ravichandran	Non-Executive Independent Directors	1 Hour

		Prof. Piyush Kumar Sinha		
23-24	08.11.2023	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Bhadresh Mehta Dr.N.Ravichandran Prof. Piyush Kumar Sinha	Non-Executive Independent Directors	1 Hour
23-24	07.02.2024	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Bhadresh Mehta Dr.N.Ravichandran Prof. Piyush Kumar Sinha	Non-Executive Independent Directors	1 Hour
23-24	07.03.2024	Smt.GauriKumar,IAS(Retd.) Prof.Ranjan Kumar Ghosh Shri Bhadresh Mehta Dr.N.Ravichandran Prof. Piyush Kumar Sinha	Non-Executive Independent Directors	0.5 Hour
Total				4.5 Hours