



An ISO 9001, ISO 14001, ISO 45001 & ISO 50001 Certified Company

**Gujarat Narmada Valley
Fertilizers & Chemicals Limited**

CIN : L24110GJ1976PLC002903

P.O Narmadanagar - 392015, Dist. Bharuch, Gujarat, India
Ph. (02642) 247001, 247002 Website: www.gnfc.in

No. SEC/BD/SE/AGM
September 13, 2024

Dy. General Manager
BSE Limited
Corporate Relationship Dept.,
1st Floor, New Trading Ring,
Rotunda Bldg.,
PJ Towers, Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: "500670"

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
C-1, Block - "G",
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051
Symbol: "GNFC"

Sub.: Addendum to the Notice of 48th Annual General Meeting

Dear Sir / Madam,

With reference to our letter dated August 28, 2024 informing about 48th Annual General Meeting (AGM) of the Company scheduled to be held on Friday, September 20, 2024 at 03:00 P.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), an Addendum to the Notice of 48th AGM is being circulated electronically to the members to whom Notice of 48th AGM was sent, in terms of provisions of the Companies Act, 2013 and the Rules made thereunder. The copy of Addendum to the Notice of 48th AGM is enclosed herewith and would be available on the website of the Company at www.gnfc.in

You are requested to take note of the above.

Thanking you.

Yours faithfully,
For Gujarat Narmada Valley Fertilizers & Chemicals Limited

CHETNA
PRABHATKUMAR
DHARAJIYA
AR DHARAJIYA
Date: 2024.09.13
15:30:56 +05'30'

Digitally signed by
CHETNA
PRABHATKUMAR
DHARAJIYA
Date: 2024.09.13
15:30:56 +05'30'

Chetna Dharajiya
Company Secretary & Chief Manager (Legal)

Encl.: As above



GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

Registered Office: P.O.: Narmadanagar - 392 015, Dist.: Bharuch, Gujarat

CIN: L24110GJ1976PLC002903. **Tele Nos.:** (02642) 247001, 247002.

Fax No.: (02642) 247084; **E-mail:** investor@gnfc.in, **Website:** www.gnfc.in

ADDENDUM TO THE NOTICE OF 48TH ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice of 48th Annual General Meeting (AGM) of Gujarat Narmada Valley Fertilizers and Chemicals Limited scheduled to be held on Friday, September 20, 2024 at 03:00 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, notice is hereby given to the members of Gujarat Narmada Valley Fertilizers & Chemicals Limited that the Company has received a Notice under Section 160 of the Companies Act, 2013 for the candidature of Dr. T. Natarajan, IAS (DIN: 00396367) for appointment as Non-Executive Director of the Company.

Accordingly, after requisite statutory compliances, this addendum is being circulated electronically to the members and it shall be form an integral part of the original Notice dated August 13, 2024 of 48th AGM of the Company and the notes provided therein, for all purposes.

SPECIAL BUSINESS:

7. Appointment of Dr. T. Natarajan, IAS (DIN: 00396367) as Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution **as an Ordinary Resolution** :

"**RESOLVED** that pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Dr. T. Natarajan, IAS (DIN: 00396367) who was appointed as

Additional Director of the Company by the Board of Directors w.e.f. September 11, 2024 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company (AoA) and who holds office of Director up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**By Order of the Board of Directors
For Gujarat Narmada Valley Fertilizers & Chemical Limited**

Chetna Dharajiya
Company Secretary & Chief Manager (Legal)

Registered Office:

P.O.: Narmadanagar, Dist.: Bharuch: 392 015

CIN: L24110GJ1976PLC002903

Tele No.: (02642) 247001, 247002

Email: investor@gnfc.in

Website: www.gnfc.in

Dated: September 12, 2024

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the above Special Business to be transacted at the AGM is annexed hereto.
2. All the processes, notes and instructions relating to remote e-voting and e-voting during the AGM as set out in the Notice of 48th AGM of the Company shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice.

ANNEXURE TO THE NOTICE

STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.7:

Appointment of Dr. T. Natarajan, IAS (DIN: 00396367) as a Director of the Company:

In terms of the provisions of Section 161 (1) of the Act read with Article 144 of the Articles of Association (AoA) of the Company, Dr. T. Natarajan, IAS (DIN: 00396367) was appointed by the Board as an Additional Director effective September 11, 2024, based on the recommendation of Nomination & Remuneration Committee and he holds the Office of Director up to the date of this Annual General Meeting.

The Company has received a Notice under Section 160 of the Act from a Member proposing the candidature of Dr. T. Natarajan, IAS (DIN: 00396367) for the office of Director of the Company.

Dr. T. Natarajan is a member of the Indian Administrative Officer from Gujarat Cadre. He held a range of responsibilities in Gujarat Government including District Collector and District Development Officer. He has served in the departments of Finance, Revenue, Industry & Mining and Technical Education and held leadership positions in Public Sector Undertakings. He has completed his graduation in Mining Engineering from college of Engineering, Guindy, Anna University in Tamil Nadu and M.B.A. in Finance from Bharathidasan Institute of Management, Tamil Nadu, India. Later, he acquired additional education qualifications including Masters in International Development at Duke University in USA.

Dr. T. Natarajan, IAS (DIN: 00396367) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. The Company has received a declaration from him that he is not debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other such authority. Further, he has submitted all statutory disclosures/declarations prescribed under the Act and SEBI Listing Regulations.

Dr. T. Natarajan, IAS (DIN: 00396367) is not related to any of the Directors or Key Managerial Personnel of the Company, in terms of Section 2(77) of the Act.

Brief details of Dr. T. Natarajan, IAS viz. qualification, experience, expertise etc. are provided in the “Annexure – I” forming part of this notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

The Board considers that it would be in the interest of the Company to appoint Dr. T. Natarajan, IAS (DIN: 00396367) as Rotational Director on the Board and therefore, recommends the proposed Resolution for your approval by way of an Ordinary Resolution as set out at Item No. 7 of the accompanying Notice.

Except Dr. T. Natarajan, IAS (DIN: 00396367), none of the Directors / Key Managerial Personnel of the Company and their relative(s) is / are, in any way, concerned or interested, financially or otherwise, in the said resolution.

This Explanatory Statement may also be regarded as disclosure under Regulation 36 (3) of Listing Regulations.

The Board recommends the Resolution at Item No. 7 of the Notice for your approval.

**By Order of the Board of Directors,
For Gujarat Narmada Valley Fertilizers & Chemicals Limited**

Chetna Dharajiya
Company Secretary & Chief Manager (Legal)

Registered Office:

P.O.: Narmadanagar, Dist.: Bharuch: 392 015

CIN: L24110GJ1976PLC002903.

Tele No.: (02642) 247001, 247002

Email: investor@gnfc.in Website: www.gnfc.in

Dated: September 12, 2024

Annexure-I

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT BY THE SHAREHOLDERS OF THE COMPANY AT THE ENSUING ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS

Name of Director	Dr. T. NATRAJAN, IAS
DIN	00396367
Date of Birth	05-05-1971
Date of first appointment on the Board	11-09-2024
Relationship with Directors	None
Expertise in specific functional areas	<p>Shri T. Natarajan is a 1996 batch Indian Administrative Officer from Gujarat Cadre. He held a range of responsibilities in Gujarat Government including District Collector and District Development Officer. He has served in the departments of Finance, Revenue, Industry & Mining and Technical Education and held leadership positions in Public Sector Undertakings.</p> <p>Shri T. Natarajan was entrusted with the responsibility of Senior Advisor to the Executive Director of India in the International Monetary Fund at Washington DC by the Government of India. He also served as Additional Secretary in the Department of Economic Affairs in Government of India</p>
Qualification(s)	<p>He has completed his graduation in Mining Engineering from college of Engineering, Guindy, Anna University in Tamil Nadu and M.B.A. in Finance from Bharathidasan Institute of Management, Tamil Nadu, India. Later, he acquired additional education qualifications including Masters in International Development at Duke University in USA.</p>

Name of Director	Dr. T. NATRAJAN, IAS
Number of Shares held in the Company as on date of Notice (including Beneficial Interest)	NIL
List of the Directorships held in other Listed Companies as on date of Notice	<ul style="list-style-type: none"> • Gujarat State Investment Limited • Gujarat State Financial Services Limited • Gujarat Alkalies and Chemicals Limited • Gujarat Gas Limited • Gujarat State Fertilizers and Chemicals Limited • Gujarat State Petroleum Corporation Limited • Sardar Sarovar Narmada Nigam Limited • Gujarat Metro Rail Corporation Limited • Gujarat International Finance Tec-city Limited
Directorship in other Companies along with listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none"> • Bharat Electronics Limited • Goa Shipyard Limited • Hindustan Aeronautics Limited
Chairman / Member of Committees of Listed Companies in which he is a Director as on date of Notice	NIL
Key Terms and Conditions for appointment	As per the resolution at item no. 7 of Addendum of this Notice read with the explanatory statement thereto.
Remuneration proposed to be paid	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.
last drawn remuneration	NIL
Skills and capabilities required for the role and the manner in which Director meets such requirements	NA
Number of Board Meetings attended after appointment as Director	NIL