



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/SE/Postal Ballot/ABK
January 27, 2025

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

Dy. General 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"

Dear Sir / Madam,

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to Regulation 30 read with part A of schedule III of the Listing Regulations, please find enclosed notice of Postal Ballot dated January 17, 2025 along with Explanatory Statement which has been sent to the members on January 27, 2025 seeking approval for passing of following special resolution by means of Postal Ballot through remote e-voting:

Sr. No.	Description of Special Resolution
1.	Appointment of Shri Ajai Bahadur Khare (DIN: 07416463) as an Independent Non-Executive Director of the Company

The notice will be sent only to those members whose names appear in the Register of members / List of beneficial owners as on the cut-off date i.e., Friday, January 24, 2025 and such members only shall be eligible to cast their votes through remote e-voting.

The remote e-voting commences on Thursday, January 30, 2025 at 9:00 A.M. (IST) and ends on Friday, February 28, 2025 at 5:00 P.M. (IST).

You are requested to take note of the above.

Thanking you.

Yours faithfully,

For Gujarat Narmada Valley Fertilizers & Chemicals Limited

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, INDIA

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

E-mail: investor@gnfc.in, Website: www.gnfc.in

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108, 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time]

VOTING STARTS ON	VOTING ENDS ON
Thursday, January 30, 2025 at 9:00 A.M. (IST)	Friday, February 28, 2025 at 5:00 P.M. (IST)

Dear member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('**Rules**'), as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, including General Circular No. 09/2024 dated September 19, 2024 issued by the MCA (collectively the '**MCA Circulars**') and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and

SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India (**'SEBI'**) (hereinafter collectively referred to as **'the Circulars'**) to transact the special businesses as set out hereunder by passing a Special Resolution by way of postal ballot through remote electronic voting (**'remote e-voting'**) only.

Pursuant to provisions of Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of KFin Technologies Limited (**'KFinTech / RTA'**) for the purpose of providing remote e-voting facility to its members. This Notice is also available on the website of the Company www.gnfc.in

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Friday, February 28, 2025. The remote e-voting facility will be disabled by KFinTech immediately thereafter.

SPECIAL BUSINESS

1. Appointment of Shri Ajai Bahadur Khare (DIN: 07416463) as an Independent Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules') as amended, and Regulations 16 and 17(1) of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and the Nomination Remuneration and Evaluation Policy of the Company, the appointment of Shri Ajai Bahadur Khare (DIN: 07416463), who was appointed as an Additional Director (Independent Category) in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years w.e.f. January 17, 2025, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Sd/-
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

Date: January 17, 2025

Place: Bharuch

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Act read with the Rules, setting out all material facts relating to the Resolution mentioned in this Notice is attached. The information required to be furnished under Regulation 36(3) of Listing Regulations and SS-2, in respect of person seeking appointment / re-appointment as Director is also annexed.
2. In accordance with the MCA Circulars, this Notice is being sent only by electronic mode to those members whose names appear on the Register of members / List of Beneficial Owners as on Friday, January 24, 2025 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depositories / RTA. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not sent to members for this Postal Ballot.
3. Only those members whose names are appearing in the Register of members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only.
4. In compliance with the MCA Circulars, the Notice and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
5. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
6. Members holding shares in physical mode and who have not updated their email address are requested to update their email address with the Company’s RTA by sending an email at einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (eg. Driving License, Election Identity Card, Passport) in support of the address of the member. members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, members may also write to investor@gnfc.in

7. This Notice is available on the website of the Company at www.gnfc.in, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and is also available on the website of KFinTech at <https://evoting.kfintech.com>
8. In light of the MCA Circulars, members who have not registered their email address and in consequence, the Notice could not be serviced, may temporarily get their email address registered with the RTA, by clicking the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and follow the registration process. Post successful registration of the email address, the shareholder would get the Notice and the procedure for e-voting along with the User ID and Password to enable e-voting. If you are already registered with KFinTech for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
9. It is clarified that for permanent registration of email address, the members are requested to register their email address by following procedure as mentioned in point no. 6 herein above.
10. Those members who have already registered their email address are requested to keep their email address validated with their DP / the Company's RTA, to enable servicing of Notice electronically to their registered email address.
11. The Company has appointed CS J. J. Gandhi, Practicing Company Secretary (FCS 3519 and CP No. 2515) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report to the Chairman or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Tuesday, March 04, 2025. The Scrutinizer's decision on the validity of votes cast will be final.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gnfc.in and on the website of KFinTech <https://evoting.kfintech.com> immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the Equity Shares of the Company are listed.
14. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Friday, February 28, 2025.

15. Important Communication for shareholders:

Updation of bank account details: Shareholders holding shares in demat mode are requested to update with their respective depository participants, their correct core banking account number, including 9-digit MICR Code and 11-digit IFSC Code, e-mail ID and mobile no(s). Shareholders holding shares in physical form may communicate such details to the RTA of the Company.

Updation of PAN, e-mail address and other details: Shareholders holding shares in demat mode are requested to update their records such as tax residential status, PAN, registered email addresses, mobile numbers and other details with their respective depository participants. Shareholders holding shares in physical mode are requested to furnish these details to the RTA of the Company.

Shareholders holding shares in physical form: Shareholder(s) holding shares in physical form whose folio(s) do not have PAN or contact details or mobile number or bank account details or specimen signature updated, shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the aforesaid details in entirety.

Further, the said shareholder(s) shall be eligible for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024. Accordingly, the said shareholder(s) are requested to update the said details with the RTA of the Company.

Transfer permitted only in demat mode: SEBI has mandated that securities of listed companies can be transferred only in demat form. Therefore, shareholders are advised to dematerialize shares held by them in physical form at the earliest.

Availing nomination facility: Shareholders holding shares of the Company, especially in a single name (i.e. no joint holding) are requested to nominate any other individual in respect of their demat account.

PROCEDURE FOR E-VOTING:

1. E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated October 06, 2023) on e-Voting Facility provided by Listed Entities, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility. The Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolution by electronic means.
- ii. The e-voting facility will be available during the following period:

Commencement of remote e-voting	Thursday, January 30, 2025 at 9:00 A.M. (IST)
End of remote e-voting	Friday, February 28 , 2025 at 5:00 P.M. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

- iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.

2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

3. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

As per SEBI circular on e-Voting Facility provided by Listed Entities dated December 9, 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>a) URL: https://eservices.nsd.com</p> <p>b) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>c) On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-voting”.</p> <p>d) Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p> <p>2. User not registered for IDeAS e-Services**</p> <p>a) To register click on link : https://eservices.nsd.com (Select “Register Online for IDeAS”) or https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>b) Proceed with completing the required fields.</p> <p>** (Post registration completion, follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-voting website directly and follow the process below:</p> <p>a) URL: https://www.evoting.nsd.com</p> <p>b) Click on the icon “Login” which is available under ‘Shareholder / member’ section.</p> <p>c) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>d) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>e) Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>a) URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com</p> <p>b) Click on New System Myeasi.</p> <p>c) Login with user ID and password.</p> <p>d) Option will be made available to reach e-voting page without any further authentication.</p> <p>e) Click on e-voting service provider name to cast your vote.</p> <p>2. User not registered for Easi / Easiest**</p> <p>a) Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>b) Proceed with completing the required fields.</p> <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-voting website directly and follow the process below:</p> <p>a) URL: www.cdslindia.com</p> <p>b) Provide demat Account Number and PAN No.</p> <p>c) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>d) After successful authentication, user will be provided links for the respective Electronic Service Provider (ESP) where the e-voting is in progress.</p> <p>e) Click on company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for “**e-Voting**” will be available once they have successfully logged-in through their respective logins. Click on the option “**e-Voting**” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against Gujarat Narmada Valley Fertilizers & Chemicals Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: or call at toll free no.: 022-4886 7000 and 022-24997000.	members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

C. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

- I. A. Members whose email IDs are registered with the Company / Depository Participant(s) [members whose e-mail address is registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password]:
 - a) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - b) Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your votes.
 - c) After entering the details appropriately, click on LOGIN.

- d) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt the member to select the e-voting Event Number “EVENT” for “GNFC Limited”.
 - g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date Friday, January 24, 2025, under "FOR / AGAINST" or alternatively, member may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed their total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - h) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - i) Members may then cast their vote by selecting an appropriate option and click on “SUBMIT”.
 - j) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once a member confirms, he/she will not be allowed to modify. During the voting period, members can login any number of times till they have voted on the Resolution.
 - k) Upon confirmation, the message ‘Vote cast successfully’ will be displayed. Once you have confirmed your vote on the resolution, you cannot modify your vote.
 - l) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI. Etc.) are also required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at jigandhics@gmail.com with a copy marked to evoting@kfintech.com The scanned image of the above mentioned documents should be in the naming format “GNFC Limited_ EVENT NO.”
- B. Members whose email IDs are not registered with the Company / Depository Participant(s) and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:
- a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to submit their e-mail and other KYC details (Income-tax PAN, Postal address with PIN, mobile number, bank details, signature) in Form ISR-1 and ISR-2 to RTA of the Company.

- b) Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) where they maintain their demat accounts.
 - c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
 - d) Follow the instructions at I.(A). (a) to (l) to cast your vote.
- II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:
- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX123456789
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and Income-Tax PAN to generate password.
 - c) Member may call on KFinTech’s toll-free numbers 1800-309-4001 (from 9:00 a.m. IST to 6:00 p.m. IST on all working days).
 - d) Member may send an e-mail request to einward.ris@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
 - e) If the member is already registered with KFinTech’s e-voting platform, then he/she/it can use his/her/its existing password for logging-in.
- IV. In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting : <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.

- V. Members are requested to note the following contact details for addressing e-voting related grievances:

KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032.
Phone No.: +91 40 6716 1700
Toll-free Nos.: 1800-309-4001
(from 9:00 a.m. IST to 6:00 p.m. IST on all working days)

PROCEDURE FOR INSPECTION OF DOCUMENTS:

All documents referred to in the Notice of the Postal Ballot will be available for inspection in electronic mode upto the last date of the voting. members seeking to inspect such documents can send an email to investor@gnfc.in

ANNEXURE TO THE NOTICE

As required by section 102 of the companies Act, 2013 and pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings, the following explanatory statement set out all material facts relating to business mentioned under item no. 1 of the accompanying Notice:

Item No.1:

Appointment of Shri Ajai Bahadur Khare (DIN: 07416463) as an Independent Non-Executive Director of the Company:

In terms of the provisions of Section 161 of the Companies Act, 2013, read with Article 144 of the Articles of Association of the Company, the Board of Directors, upon recommendation of the Nomination & Remuneration Committee had appointed Shri Ajai Bahadur Khare (DIN: 07416463) as an Additional Director (Independent Category) w.e.f. January 17, 2025 of the Company. Pursuant to such recommendations, the Board also recommends to the members the appointment of Shri Ajai Bahadur Khare as an Independent Non-Executive Director for a term of three (3) consecutive years w.e.f. January 17, 2025.

As required under Section 160 of the Act, the Notice proposing the candidature of Shri Ajai Bahadur Khare (DIN: 07416463) has been received from a member of the Company.

The Nomination and Remuneration Committee has reviewed the capabilities of Shri Ajai Bahadur Khare vis-a-vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate to recommend the appointment of Shri Ajai Bahadur Khare as an Independent Director, for a term of three (3) consecutive years effective from January 17, 2025. In the opinion of Nomination and Remuneration Committee and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company.

The Company has, inter-alia, received from Shri Ajai Bahadur Khare (DIN: 07416463) (i) consent in writing to act as a Director pursuant to Section 152(5) of the Act, read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Rules'); (ii) intimation in terms of Section 164(2) of the Act, read with Rule 14(1) of the Rules, to the effect that he is not disqualified from being appointed as Director; (iii) a declaration to the effect that he meets with the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations as amended; and (iv) he is not debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

Shri Ajai Bahadur Khare (DIN: 07416463) is a B.E (Chemical) from Roorkee University/IIT Roorkee. He has has about more than 38 years of association with Rashtriya Chemicals and Fertilizers Limited (RCFL). He joined RCFL as Management Trainee and left the Company with position of Senior General Manager (Commercial). He had been CMD of the Madras Fertilizer Limited, Fertilizers and Chemicals Travancore Limited and Board Member in Fortune Biotech Limited.

Regulation 17(1C) of the Listing Regulations provides that the appointment or re-appointment of a person on the Board of Directors of the Company shall be taken at next General Meeting or within a time period of three months from the date of appointment or re-appointment, whichever is earlier.

In the opinion of Nomination & Remuneration Committee and the Board, Shri Ajai Bahadur Khare (DIN: 07416463) is a person of integrity, possess relevant expertise and experience and fulfills the conditions specified in the Act, the Rules and the Listing Regulations as applicable for his appointment as an Independent Non-Executive Director and that he is Independent of Management. Shri Ajai Bahadur Khare (DIN: 07416463) is not related to any of the Director or Key Managerial Personnel of the Company in terms of Section 2 (77) of the Act. Therefore, it would be of immense benefit and in the interest of the Company to appoint him as an Independent Non-Executive Director of the Company.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the **Annexure-1** attached to this Notice.

In compliance with Section 149 and other applicable provisions of the Act, the Rules and the Listing Regulations read with Schedule IV to the Act, it is proposed to appoint Shri Ajai Bahadur Khare (DIN: 07416463) as an Independent Non-Executive Director for a term of three (3) consecutive years w.e.f. January 17, 2025, not liable to retire by rotation.

Accordingly, the Board of Directors recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Shri Ajai Bahadur Khare as an Independent Director, not liable to retire by rotation, for a period of three (3) consecutive years w.e.f. January 17, 2025, for approval of the Members.

Except Shri Ajai Bahadur Khare (DIN: 07416463), being an appointee, 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 resolution set out at item No. 1 of the accompanying Notice.

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

Sd/-
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

Date: January 17, 2025

Place: Bharuch

**Details of Director seeking appointment
Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure) Regulations,
2015 and Secretarial Standards-2 on General Meetings**

Name of Director	Shri Ajai Bahadur Khare
DIN	07416463
Age	66
Date of first appointment on the Board	January 17, 2025
Relationship with Directors	None
Expertise in specific functional areas	<p>Shri Ajai Bahadur Khare has about more than 38 years of association with Rashtriya Chemicals and Fertilizers Limited (RCFL). He joined RCFL as Management Trainee and left the Company with position of Senior General Manager (Commercial). He had been CMD of the Madras Fertilizer Limited, the Fertilizers and Chemicals Travancore Limited and Board Member in Fortune Biotech Limited.</p> <p>He was a Sectorial Expert for recruitment of Deputy Secretary/Additional Secretary for Ministry of Chemicals and Petro Chemicals and also served as a Board member of Fertilizer Association of India.</p>
Qualification(s)	B.E (Chemical) from Roorkee University/IIT Roorkee
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	NIL
Chairman / member of Committees of Listed Companies in which he is a Director as on date of Notice	NIL

Name of Director	Shri Ajai Bahadur Khare
Listed Entities from which the Director has resigned in past Three (3) years	NIL
Key Terms and conditions for appointment	As per the resolution at Item No. 1 of this Notice
Number of Board Meetings attended after appointment as Director	NA
Remuneration proposed to be paid	Remuneration of Non-Executive Directors (NEDs) is decided by the Board. NEDs are paid remuneration by way of sitting fees only for attending the Board or committees meeting(s)
Last drawn remuneration	NIL
Skills and capabilities required for the role and the manner in which Director meets such requirements	Please refer explanatory statement for Item No. 1 forming part of this Notice
Number of Board Meetings attended during the financial year 2024-25	NA