



**Gujarat Narmada Valley
Fertilizers & Chemicals Limited**

CIN : L24110GJ1976PLC002903



(An ISO 14001 & ISO 45001 Company)

P.O. Narmadanagar - 392 015, Dist. Bharuch, Gujarat, India
Ph (02642) 247001, 247002
Websites www.gnfc.in

NO. SEC/BD/SE/
June 16, 2021

FAX : 02642 - 247084
E-Mail: acshah@gnfc.in

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

Scrip Code: "500670"

Symbol - "GNFC"

Sub.: Submission of Annual Secretarial Compliance Report for year ended
31st March, 2021

Ref.: SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 8, 2019

Dear Sir,

In terms of Clause 3(b)(iii) of the above referred SEBI circular and in compliance of Regulation 24A of SEBI (LODR) Regulations, 2015, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2021, issued by CS Shalin Patel (C.P No. 17070), Practicing Company Secretary, as Secretarial Auditor of the Company.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD

CS A C Shah
COMPANY SECRETARY & GM (LEGAL)

CS SHALIN PATEL
Practicing Company Secretary

SECRETARIAL COMPLIANCE REPORT OF

M/S. GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED
(CIN: L24110GJ1976PLC002903)

For the Financial Year ended 31st March, 2021

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019]

I, SHALIN PATEL, have examined:-

- a) all the documents and records made available to me and explanation provided by Gujarat Narmada Valley Fertilizers & Chemicals Limited ("The Listed Entity");
- b) the filings / submissions made by the Listed Entity to the Stock Exchanges;
- c) website of the Listed Entity; and
- d) any other document / filing, as may be relevant, which has been relied upon to make this certification;

for the year ended **31st March, 2021** ("Review Period") in respect of compliance with the provisions of:-

1. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Rules, Regulations, Circulars, Guidelines issued thereunder; and
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars and Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars / Guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable for review period;**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 – **Not Applicable for review period;**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **Not Applicable for review period;**

D 20 Revapark Society, Near Shanti Kunj Society No. 2
Manjalpur, Vadodara – 390011, (Gujarat), India.
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CS SHALIN PATEL
Practicing Company Secretary

- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not Applicable for review period;**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – **Not Applicable for review period;**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
- j) Other Regulations as applicable and Circulars / Guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) warranted due to the Spread of the Covid – 19 Pandemic, I hereby report that, during the Review Period:-

- a) The Listed Entity has complied with the provisions of the above Regulations and Circulars / Guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations / Circulars / Guidelines including specific clause) | Deviations | Observations / Remarks of the Practicing Company Secretary |
|----------------------|---|------------|--|
| NIL / NOT APPLICABLE | | | |

- b) The Listed Entity has maintained proper records under the provisions of the above Regulations and Circulars / Guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the Listed Entity / its Promoters / Directors / ~~Material Subsidiaries~~ either by SEBI or by Stock Exchanges (Including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and Circulars / Guidelines issued thereunder:-

| Sr. No. | Actions taken by | Details of violation | Details of action taken e.g. Fine, warning letter, debarment, etc. | Observations / Remarks of the Practicing Company Secretary, if any. |
|----------------------|------------------|----------------------|--|---|
| NIL / NOT APPLICABLE | | | | |

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Practicing Company Secretary

d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:-

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the Secretarial Compliance Report for the year ended 31 st March, 2020 | Action taken by the Listed Entity | Comments of the Practicing Company Secretary on the actions taken by the Listed Entity |
|---------|---|--|--|---|
| 1. | On 30 th March, 2020 Smt. Gauri Kumar, IAS (Retd.) was appointed as an Independent Woman Director. | Delay in appointment of Independent Woman Director | Fine imposed was paid to both BSE and NSE and Independent Woman Director was appointed by the Company. | The said observation was taken note in the Board of Director meeting on 10 th July, 2020 as directed by Exchanges. |

Date: 24th May, 2021

Place: Vadodara



Signature : *Shalin Patel*

Name of PCS : SHALIN PATEL

C. P. No. : 17070

A C S No. : 22687

UDIN : A022687C000360299

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