



**Gujarat Narmada Valley
Fertilizers & Chemicals Limited**

CIN : L24110GJ1976PLC002903

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

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

NO. SEC/BD/SE/
May 23, 2023

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, 2023

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, 2023, issued by M/s J. J Gandhi & Co., Practicing Company Secretaries 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

ASHWINKUMAR R CHIMANLAL SHAH
Digitally signed by
ASHWINKUMAR
CHIMANLAL SHAH
Date: 2023.05.23
11:08:39 +05'30'

CS A C Shah
COMPANY SECRETARY & GM (LEGAL)



J. J. Gandhi & Co.
Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

F46, India Bulls Mega Mall
Besides Dinesh Mill
Jetalpur, Vadodara - 390 007
Phone (O) 9375085022
JJ Gandhi : 9374620085
Email : jjgandhics@gmail.com

Secretarial Compliance Report of

Gujarat Narmada Valley Fertilizers & Chemicals Limited For the financial year ended 31st March 2023

To

Gujarat Narmada Valley Fertilizers & Chemicals Limited

P.O. Narmadanagar

Dist. Bharuch, Gujarat- 392015

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Gujarat Narmada Valley Fertilizers & Chemicals Limited (CIN L24110GJ1976PLC002903)** (hereinafter referred as "the listed entity"), having its Registered Office at GIDC, Makarpura, Vadodara - 390 010, Gujarat. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

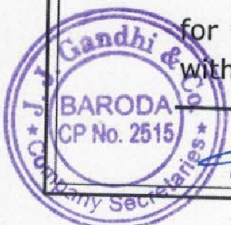
Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on **31st March, 2023**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;

I have examined;

- A. all the documents and records made available to us 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,
- D. any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2023** ("review period") in respect of compliance with the provisions of:

Gujarat Narmada Valley Fertilizers & Chemicals Limited - FY 2022-23





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

F46, India Bulls Mega Mall
Besides Dinesh Mill
Jetalpur, Vadodara - 390 007
Phone (O) 9375085022
JJ Gandhi : 9374620085
Email : jjgandhics@gmail.com

- A. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- B. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

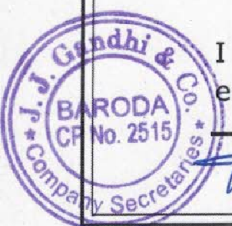
The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include;

- 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 during the review period;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable during the review period;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable during the review period;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable during the review period;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable during the review period;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder.

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below;

Gujarat Narmada Valley Fertilizers & Chemicals Limited - FY 2022-23



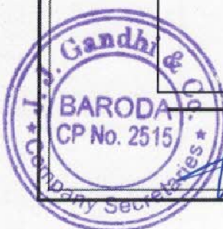


J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

F46, India Bulls Mega Mall
Besides Dinesh Mill
Jetalpur, Vadodara - 390 007
Phone (O) 9375085022
JJ Gandhi : 9374620085
Email : jjgandhics@gmail.com

| Sr. No. | Particulars | Compliance Status (Yes/ No/ NA) | Observations/ Remarks by PCS* |
|---------|---|---------------------------------|---|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | |
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. | Yes | |
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website | Yes | |
| 4. | Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity | Yes | |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | NA | The Listed entity has no subsidiary Company |
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | |





J. J. Gandhi & Co.

Practising Company Secretaries

CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

F46, India Bulls Mega Mall

Besides Dinesh Mill

Jetalpur, Vadodara - 390 007

Phone (O) 9375085022

JJ Gandhi : 9374620085

Email : jjgandhics@gmail.com

| | | | |
|-----|--|---------------|---|
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations. | Yes | |
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained. | Yes NA | Obtained Prior approval of Audit Comm. For Related Party Transactio ns |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein. | NA | No action has been taken against listed entity its promoters Directors |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc. | Yes | |

Compliances related to resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.





J. J. Gandhi & Co.

Practising Company Secretaries

CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

F46, India Bulls Mega Mall

Besides Dinesh Mill

Jetalpur, Vadodara - 390 007

Phone (O) 9375085022

JJ Gandhi : 9374620085

Email : jjgandhics@gmail.com

| Sr. No. | Particulars | Compliance Status (Yes/ No/ NA) | Observations/ Remarks by PCS* |
|---------|--|---------------------------------|---|
| 1. | <p>Compliances with the following conditions while appointing/re-appointing an auditor</p> <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | NA | Auditor has not resigned during the review period |
| 2. | <p>Other conditions relating to resignation of statutory auditor</p> <p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents have been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee/ Board of Directors, as the</p> | NA | Auditor has not resigned during the review period |





J. J. Gandhi & Co.

Practising Company Secretaries

CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

F46, India Bulls Mega Mall

Besides Dinesh Mill

Jetalpur, Vadodara - 390 007

Phone (O) 9375085022

JJ Gandhi : 9374620085

Email : jjgandhics@gmail.com

| | | | |
|----|--|----|---|
| | case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor. | | |
| 3. | The listed entity/ its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/ 114/2019 dated 18 th October, 2019. | NA | Auditor has not resigned during the review period |

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'.

(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) | Regulation/ circular No. | Deviations | Actions taken by | Type of Action Advisory / clarification/ Fine/ show cause notice/ warning etc. | Details of Violation | Fine Amount | Observations/ remarks of the PCS | Management Response | Remarks |
|------------------|---|--------------------------|------------|------------------|--|----------------------|-------------|----------------------------------|---------------------|---------|
| NONE/ NIL | | | | | | | | | | |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

F46, India Bulls Mega Mall
Besides Dinesh Mill
Jetalpur, Vadodara - 390 007
Phone (O) 9375085022
JJ Gandhi : 9374620085
Email : jgandhics@gmail.com

| Sr. No. | Compliance Requirement (Regulation s/ circulars/ guidelines including specific clause) | Regulation/ circular No. | Devi ations | Action s taken by | Type of Action Advisory / clarificati on/ Fine/ show cause notice/ warning etc. | Details of Viola tion | Fine Amo unt | Obse rvati ons/ rema rks of the PCS | Mana geme nt Resp onse | Rem arks |
|--|--|--------------------------|-------------|-------------------|---|-----------------------|--------------|-------------------------------------|------------------------|----------|
| Not Applicable as no observation was in Previous Report | | | | | | | | | | |

Assumptions and Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

for J. J. Gandhi & Co.
Practising Company Secretaries


(J. J. Gandhi)

Proprietor
FCS No. 3519 and CP No. 2515



Place: Vadodara
Date: 22nd May, 2023

UDIN number F003519E000351317

P R No. 1174/2021