



**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
Website www.gnfc.in

NO. SEC/BD/SE/
June 03, 2020

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, 2020

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, 2020, 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

CS A C Shah
COMPANY SECRETARY & GM (LEGAL)



J. J. Gandhi & Co.

Practising Company Secretaries &
Insolvency Professional

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) 2985022 Cell : 9374620085

Email : jjgandhics@gmail.com

SECRETARIAL COMPLIANCE REPORT OF

GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

For the financial year ended 31st March 2020

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019]

To

Gujarat Narmada Valley Fertilizers & Chemicals Limited

P.O. Narmadanagar,

Dist. Bharuch - 392015,

Gujarat

I have examined;

- A. all the documents and records made available to me and explanation provided by **Gujarat Narmada Valley Fertilizers & Chemicals Limited** (hereinafter called as '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,

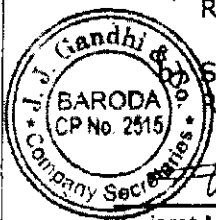
for the year ended **31st March, 2020** (hereinafter referred to as 'review period') in respect of compliance with the provisions of;

- 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;

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not Applicable during the review period;





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- 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) Regulations, 2014 - 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 and Redeemable Preference Shares) Regulations, 2013 - Not Applicable during the review period;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and based on the above examination, 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 following;

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ remarks of the PCS
1.	Regulation 17(1)(a) of SEBI (LODR) Regulations 2015	Delay in appointment of independent woman Director	On 30 th March, 2020 Smt. Gauri Kumar, IAS (Retd.) was appointed as an independent woman Director

- (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 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;





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Sr. No.	Actions taken by	Details of violation	Details of action taken e.g. Fine, warning letter, debarment etc.	Observations/ remarks of the PCS, if any.
1.	Both the exchanges BSE and NSE vide its letter dated 3 rd Feb., 2020 imposed fine	Delay in appointment of independent woman Director	Fine of Rs. 4,60,000/- + GST was imposed each by BSE and NSE	Fine imposed was paid to both BSE and NSE on 13 th Feb., 2020. On 30 th March, 2020 Smt. Gauri Kumar, IAS (Retd.) was appointed as an independent woman Director

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports;

Sr. No.	Observations of the PCS in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March, 2019	Actions taken by the Listed entity	Comments of the PCS on the actions taken by the listed entity
	Not Applicable as no observation was made in the previous report			

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

(J. J. Gandhi)

Proprietor

FCS No. 3519 and CP No. 2515



Place: Vadodara
Date: 29th May, 2020

UDIN number F003519B000301157