



**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/SE/PostalBallot/PKS
12th April, 2022

TELE : 02642 – 247001
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

Co. Code: BSE - "500670"

Co. Code: NSE- "GNFC EQ"

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Dear Sir,

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations, please find enclosed Notice of Postal Ballot dated 1st April, 2022 along with Explanatory Statement which has been sent to the Members on 12th April, 2022 seeking their approval for passing of following Resolution by means of Postal Ballot through Remote e-voting:

Sr. No.	Description of Special Resolution
1.	Appointment of Prof. Piyushkumar Sinha (DIN: 00484132) as an Independent Director of the Company.

The Notice will be sent only those Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off Date i.e., Friday, 8th April, 2022 and such Members only shall be eligible to cast their votes through remote e-voting.

The Remote e-voting commences on Friday, the 22nd April, 2022 at 9:00 a.m. (IST) and ends on Saturday, 21st May, 2022 at 5:00 p.m. (IST).

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

Yours faithfully,

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

CS A C SHAH
COMPANY SECRETARY & GM (LEGAL)

ENCL:A:A



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

NOTICE OF POSTAL BALLOT

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

VOTING STARTS ON	VOTING ENDS ON
Friday, April 22, 2022 at 9:00 a.m. (IST)	Saturday, May 21, 2022 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to 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 Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS-2**'), each 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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, in view of the COVID-19 pandemic (collectively the '**MCA Circulars**'), to transact the special businesses as set out hereunder by passing Special Resolutions by way of postal ballot through remote electronic voting ('**remote e-voting**') only.

Pursuant to Section 102 and Section 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.

On account of the ongoing COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 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 Saturday, May 21, 2022. The remote e-voting facility will be disabled by KFinTech immediately thereafter.

SPECIAL BUSINESS

1. Appointment of Prof. Piyushkumar Sinha (DIN: 00484132) as an Independent Director of the Company.

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

“RESOLVED THAT Prof. Piyushkumar Sinha (DIN: 00484132) who was appointed as an Additional Director of the Company effective 8th March, 2022, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended and the Articles of Association of the Company, Prof. Piyushkumar Sinha (DIN: 00484132), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) years commencing 8th March, 2022 through 7th March, 2025."

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

CS A C SHAH
Company Secretary & General Manager (Legal)

Registered Office:

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

CIN: L24110GJ1976PLC002903.

Tele No.: (02642) 247001, 247002.

Fax No.: (02642) 247084.

Email: investor@gnfc.in

Website: www.gnfc.in

Dated: 01-04-2022

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 SEBI Listing Regulations and SS-2, in respect of persons seeking appointment / re-appointment as Director are 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, 8th April, 2022 (“**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 being 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 addresses are requested to update their email addresses with the Company’s RTA by writing 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 addresses and in consequence, the Notice could not be serviced, may temporarily get their email addresses 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 due procedure mentioned herein above.
10. Those members who have already registered their email address are requested to keep their email addresses validated with their DP / the Company's RTA, to enable servicing of Notice electronically to their registered email address.
11. The Company has appointed Shri 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, 24th May, 2022. 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. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
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. Saturday, May 21, 2022.
15. The vote in this Postal Ballot cannot be exercised through proxy.

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 circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, 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	Friday, April 22, 2022 at 9:00 a.m. (IST)
End of remote e-voting	Saturday, May 21, 2022 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:

- i. 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.
- ii. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per circular of SEBI 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/myeasi/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/myeasi/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.: 1800 1020 990 / 1800 22 44 30.	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

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

- I. A. In case a member receives an e-mail from the Company / KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
 - 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, 8th April, 2022, 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 jjgandhics@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. In case a member receives an e-mail from the Company / KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

- a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by clicking on <https://rkarisma.kfintech.com/shareholders> or by giving details of folio number, e-mail address and self-attested copy of PAN Card to KFinTech at einward.ris@kfintech.com

- 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 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, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.1 of the accompanying Notice.

Item No.1:

Appointment of Prof. Piyushkumar Sinha (DIN: 00484132) as an Independent Director of the Company:

In terms of the provisions of Section 161 of the Companies Act, 2013 ('Act'), read with Article 144 of the Articles of Association of the Company, the Board of Directors, upon recommendations of the Nomination & Remuneration Committee, appointed Prof. Piyushkumar Sinha (DIN: 00484132) as Additional Director (Independent Category) w.e.f. 8th March, 2022 of the Company. Pursuant to the said Committee's recommendations, the Board has also recommended his appointment to the Members as Independent Director for a term of three (3) consecutive years.

As required under Section 160 of the Act, the Notice proposing the candidature of Prof. Piyushkumar Sinha (DIN: 00484132) has been received from a Member of the Company.

The Company has, inter-alia, received from Prof. Piyushkumar Sinha (DIN: 00484132) (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; and (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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended.

Prof. Piyushkumar Sinha (DIN: 00484132) is a Ph. D. from Sardar Patel University and a professor of Marketing in IIM- Ahmedabad. He has an experience of more than 20-year in academics and industry. He has also taught at the Indian Institute of Management, Bangalore and Xavier Institute of Management, Bhubaneswar. He had researched on Retailing, Shopping, Point of Purchase Communication, Strategy Formulation for Media.

In the opinion of the Board, Prof. Piyushkumar Sinha (DIN: 00484132) is a person of integrity, possess relevant expertise and experience and fulfills the conditions specified in the Act, the Rules and the Listing Regulations made thereunder for his appointment as Independent Director and that he is Independent of Management. Prof. Piyushkumar Sinha (DIN: 00484132) is not related to any of the Directors 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 Independent Director of the Company.

In compliance with Section 149 and other applicable provisions of the Act, the Rules and the Listing Regulations made thereunder, read with Schedule IV to the Act, it is proposed to appoint Prof. Piyushkumar Sinha (DIN: 00484132) as an Independent Director for a term of three (3) consecutive commencing 8th March, 2022 through 7th March, 2025, not liable to retire by rotation.

Your Directors, therefore, commend the resolution for your approval.

Except Prof. Piyushkumar Sinha (DIN: 00484132), 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 of appointment. This Explanatory Statement may also be regarded as disclosure under Regulation 36 (3) of the Listing Regulations.

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

CS A C SHAH
Company Secretary & General Manager (Legal)

Registered Office:

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

CIN: L24110GJ1976PLC002903.

Tele No.: (02642) 247001, 247002.

Fax No.: (02642) 247084.

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

Dated: 01-04-2022

Additional information on the Director recommended for Appointment as required under Regulation 36 of the Listing Regulations and the applicable Secretarial Standards.

Name of Director	Prof. Piyushkumar Sinha
DIN	00484132
Date of Birth	20/12/1960
Date of first appointment on the Board	08/03/2022
Relationship with Directors	None
Expertise in specific functional areas	<p>He has more than 40 years of Advisory, Research and Training as well as Managerial experience in marketing, sales, retailing, service and business strategy for product as well as service companies (B2C and B2B), in the domains of Retailing and E-Commerce; Luxury and Lifestyle; Healthcare; Decision Sciences and IT. He has been involved in more than 100 advisory and training initiatives in these areas.</p> <p>He was a Professor of Marketing at Indian Institute of Management Ahmedabad (IIMA), India. Before IIMA, he taught at IIM Bangalore, XIMB and was Dean at MICA. He has published articles in International Journal of Retail and Distribution Management, Journal of Retailing and Consumer Research, Journal of Brand Management, QMR: An International Research Journal; FQS: Forum Qualitative Sozialforschung / Forum: Qualitative Social Research [On-line Journal] and Vikalpa. He has served on the editorial board of International Journal of Applied Decision Sciences and was the Resident Editor for AMS Review. He has published several books. He is one of the few resources in qualitative research in the country.</p>
Qualification(s)	He has done Ph. D. in the subject of Management

Name of Director	Prof. Piyushkumar Sinha															
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 Narmada Valley Fertilizers & Chemicals Limited - Director • Ujaas Energy Limited - Director • Infibeam Avenues Limited - Director • Silver Touch Technologies Limited - Director 															
Chairman / Member of Committees of Listed Companies in which he is a Director as on date of Notice	<table border="1"> <tr> <td colspan="2" data-bbox="743 873 1214 926">Infibeam Avenues Limited</td> </tr> <tr> <td data-bbox="743 932 1214 1014">Audit Committee</td> <td data-bbox="1222 932 1461 1014">Member</td> </tr> <tr> <td data-bbox="743 1020 1214 1102">Nomination and Remuneration Committee</td> <td data-bbox="1222 1020 1461 1102">Member</td> </tr> <tr> <td data-bbox="743 1108 1214 1190">Corporate Social Responsibility Committee</td> <td data-bbox="1222 1108 1461 1190">Member</td> </tr> <tr> <td data-bbox="743 1197 1214 1278">Stakeholders Relationship Committee</td> <td data-bbox="1222 1197 1461 1278">Member</td> </tr> <tr> <td colspan="2" data-bbox="743 1285 1214 1337">Ujaas Energy Limited</td> </tr> <tr> <td data-bbox="743 1344 1214 1507">Nomination and Remuneration Committee and Compensation Committee</td> <td data-bbox="1222 1344 1461 1507">Member</td> </tr> </table>		Infibeam Avenues Limited		Audit Committee	Member	Nomination and Remuneration Committee	Member	Corporate Social Responsibility Committee	Member	Stakeholders Relationship Committee	Member	Ujaas Energy Limited		Nomination and Remuneration Committee and Compensation Committee	Member
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Corporate Social Responsibility Committee	Member															
Stakeholders Relationship Committee	Member															
Ujaas Energy Limited																
Nomination and Remuneration Committee and Compensation Committee	Member															
Listed Entities from which the Director has resigned in past Three (3) years	NIL															
Number of Board Meetings attended after appointment as Director	1 of 1															