



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/GK
07th October, 2023

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: NSE- "GNFC EQ"

Co. Code: BSE - "500670"

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 30th September, 2023 along with Explanatory Statement which has been sent to the Members on 07th October, 2023 i.e. Today seeking their approval for passing of following Resolution by means of Postal Ballot through Remote e-voting:

Sr. No.	Description of Special Resolution
1.	Re-appointment of Smt. Gauri Kumar, IAS (Retd.) (DIN: 01585999) as an Independent Woman 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., Thursday, 05th October, 2023 and such Members only shall be eligible to cast their votes through remote e-voting.

The Remote e-voting commences on Monday, October 09, 2023 at 9:00 A.M. (IST) and ends on Tuesday, November 07, 2023 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

ASHWINKUMAR
CHIMANLAL SHAH

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, as amended and applicable Circulars of the Ministry of Corporate Affairs, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Monday, October 09 , 2023 at 9:00 a.m. (IST)	Tuesday, November 07 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 Standards 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, 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 No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (collectively the 'MCA Circulars'), to transact the Special Businesses as set out hereunder by passing a Special Resolution by way of Postal Ballot through remote e-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 (the 'Notice') for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting Postal Ballot Forms. In compliance with the MCA Circulars, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants (**DPs**). The Company has engaged the services of M/s. KFin Technologies Limited, Hyderabad, (**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 Tuesday, November, 07, 2023. The remote e-voting facility will be disabled by KFinTech immediately thereafter.

SPECIAL BUSINESS:

1. Re-appointment of Smt. Gauri Kumar, IAS (Retd.) (DIN: 01585999) as an Independent Woman Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution :

“RESOLVED THAT pursuant to the applicable provisions of Section 149, 150, 152, 175, 178, read with Schedule IV to the Companies Act, 2013 (the Act) and other applicable provisions, if any, of the Act and the Rules made thereunder (including any Statutory modification(s) or Re-enactment(s) thereof for the time being in force), read with Regulations 16, 17(1) of the SEBI Listing Regulations, 2015, as amended and as recommended by the Board of Directors, Smt. Gauri Kumar, IAS (Retd.) (DIN: 01585999), who was appointed as an Independent Woman Director (Non-Executive) of the Company and who holds office as an Independent Woman Director up to 30th September, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as Independent Woman Director on the Board of Directors of the

Company, for the second term of three (3) consecutive year from 01st October, 2023 to 30th September, 2026 or as may be advised by Statutory Authority, not liable to retire by rotation.”

**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) 2208, 2227.

Fax No.: (02642) 247084.

Email: investor@gnfc.in

Website: www.gnfc.in

Dated: 30-09-2023.

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 Thursday, 05th October, 2023 (“**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 Income-Tax 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. SEBI, vide its Circulars dated November 3, 2021, December 14, 2021 and September, 26, 2023 has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile number, Bank Account details, Specimen signature and Nomination by holders of physical securities. Folios wherein any one of the said document/details are not available on or after December 31, 2023, shall be frozen and you will not be eligible to lodge grievance or avail service request from the RTA. Further effective April 01, 2024 you will not be eligible for receiving dividend in physical mode. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.
8. 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>
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 CS J J Gandhi, Practicing Company Secretary (FCS 3519) (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 Thursday, 09th November, 2023. 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. Tuesday, November 07, 2023.

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	Monday, October 09 , 2023 at 9:00 a.m. (IST)
End of remote e-voting	Tuesday, November 07, 2023 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.nsdl.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.nsdl.com (Select “Register Online for IDeAS”) or https://eservices.nsdl.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.nsdl.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 Income-Tax 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.: 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) ALL 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, Thursday, 05th October, 2023, 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
 - c) Income-Tax PAN to generate password.
 - d) 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).
 - e) 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.
 - f) 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.
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:

Re-appointment of Smt. Gauri Kumar, IAS (Retd.) (DIN: 01585999) as an Independent Woman Director of the Company.

The Shareholders of the Company at the 44th Annual General Meeting held on September 29, 2020, had approved the appointment of Smt. Gauri Kumar, IAS (Retd.) (DIN : 01585999) as an Independent Woman Director (Non-Executive) of the Company for the first term to hold the office of Independent Woman Director up to the 30th September, 2023 (“First Term”), pursuant to the provisions of the Companies Act, 2013 (the Act) and Rules framed thereunder read with Schedule IV to the Act. In terms of the provisions of Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), an Independent Director shall be eligible for re-appointment on passing of a Special Resolution in General Meeting by the Company for the “Second term”.

The Nomination and Remuneration Committee (NRC), based on the various factors viz., the number of Board Committee and General Meetings attended by Smt. Gauri Kumar, IAS (Retd.) (DIN: 01585999); knowledge, qualifications, contribution and extensive and rich experience in respective fields; her specialized skills and expertise in assisting the Board and its Committees in attaining the objectives of the Company and active participation in the Board/Committee deliberations and performance evaluation, recommended to the Board, the reappointment of Smt. Gauri Kumar, IAS (Retd.) as an Independent Woman Director (Non-Executive) for a second term of up to three (3) consecutive years, w.e.f. 01st October, 2023 to 30th September, 2026 or as may be advised by Statutory Authority.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment, not liable to retire by rotation, of Smt. Gauri Kumar, IAS (Retd.) (DIN : 01585999), as an Independent Woman Director, subject to approval of Members / Shareholders of the Company for the second term, by way of passing of a Special Resolution. The Board of Directors states that, given her professional background and extensive and rich experience and contributions made by her during the first term, re-appointment of Smt. Gauri Kumar, IAS (Retd.) will be in the best interest of the Company and its Shareholders and it is desirable to continue to avail her services as an Independent Woman Director.

Smt. Gauri Kumar, IAS (Retd.) (DIN: 01585999) is not disqualified from being appointed as Director in terms of Section 164 of the Act and / or applicable Regulation prescribed by the SEBI or any other authority and has consented to act as an Independent Woman Director of the Company. The Company has also received Declaration from Smt. Gauri Kumar, IAS (Retd.) (DIN : 01585999) that she meets the criteria of independence as prescribed under Section 149 of the Act and the SEBI Listing Regulations.

The Company has received Notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Smt. Gauri Kumar, IAS (Retd.) (DIN: 01585999), for re-appointment as Independent Woman Director of the Company.

In the opinion of the Board, Smt. Gauri Kumar, IAS (Retd.) (DIN: 01585999) meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations and she is Independent of the Management.

Brief details of Smt. Gauri Kumar, IAS (Retd.) (DIN: 01585999) viz. qualification, experience, expertise etc. are provided in the “Annexure – I”, forming part of this Notice pursuant to the provisions of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

Presently, Smt. Gauri Kumar, IAS (Retd.) (DIN: 01585999) is a Member of the Audit Committee and Risk Management Committee (RMC) and Chairperson of Corporate Social Responsibility (CSR) Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

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

Except Smt. Gauri Kumar, IAS (Retd.) (DIN: 01585999), 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 said resolution of her re-appointment.

**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) 2208, 2227.

Fax No.: (02642) 247084.

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

Dated:30-09-2023

Annexure-I

Details of Director seeking appointment by the Shareholders of the Company in pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure) Regulations, 2015 and applicable Secretarial Standards.

Name of Director	Smt. Gauri Kumar, IAS (Retd.)
DIN	01585999
Date of Birth	16-08-1955
Date of first appointment on the Board	29-09-2020
Relationship with Directors	None
Expertise in specific functional areas	<p>Smt. Gauri Kumar, (DIN: 01585999) is a retired member of the 1979 batch of Indian Administrative Services (IAS). She retired as Secretary (Coordination and Public Grievances), Cabinet Secretariat in 2015 and served as Member/Chairperson of the Public Enterprises Selection Board from 2015-18 post her retirement.</p> <p>She has been a former Secretary in the union Ministry of Labour and Employment as well as in the Ministry of Home Affairs (Border Management) (2013-15).</p> <p>She has served as Special/Additional Secretary, Ministry of Mines and Additional Secretary and Financial Advisor, Ministry of Environment and Forests (2010-13). She has also been Principal Secretary, Urban Development (2009-10); Principal Secretary, Industries & Mines (2008-09), Industries Commissioner (2007-08) and Secretary, Education Department (2000-02) in Government of Gujarat. She also held the position of Director General, National Institute of Fashion and Technology, Ministry of Textiles (2002-07).</p>

Qualification(s)	She holds a degree of B.Sc. in Physics, Mathematics and Statistics from Allahabad University. She completed her M.Sc. in Mathematics from Lucknow University and was awarded seven gold medals in the course of her studies for exceptional academic distinction. She also has a Master in Public Administration from the John F. Kennedy School of Government, Harvard University. As a fellow of the Edward G. Mason Program in Public Policy and Management, she was awarded the Littauer Fellowship by Harvard for commitment to excellence, academic achievement and public service.
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Name of Director	Smt. Gauri Kumar, IAS (Retd.)	
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 State Fertilizers & Chemicals Limited. • Gujarat Mineral Development Corporation Limited. 	
Chairman / Member of Committees of Listed Companies in which he is a Director as on date of Notice	Gujarat Narmada Valley Fertilizers & Chemicals Limited.	
	Audit Committee	Member
	Risk Management Committee	Member
	Human Resource Development Committee	Member
	Corporate Social Responsibility Committee	Chairperson
	Nomination and Remuneration Committee	Chairperson

	Gujarat State Fertilizers & Chemicals Limited.	
	Audit Committee	Member
	Risk Management Committee	Member
	Nomination and Remuneration Committee	Chairperson
Listed Entities from which the Director has resigned in past Three (3) years	NIL	
Number of Board Meetings attended after Re-appointment as Director	NIL	