



GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

Regd. 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 39TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY given that the **39th Annual General Meeting** of the Members of Gujarat Narmada Valley Fertilizers & Chemicals Limited will be held on **Saturday, the 26th September, 2015 at 3.00 PM** at the Registered Office of the Company, at Open Air Theatre, Sports Complex, Narmadanagar Township, P.O. Narmadanagar - 392 015, District : Bharuch to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2015, including the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Rajiv Kumar Gupta, IAS (DIN 03575316), who retires by rotation and is eligible for re-appointment.
3. To ratify the appointment of Auditors of the Company to hold office until the conclusion of the next Annual General Meeting (AGM) and, if thought fit, to pass with or without modification(s), the following resolution **as an Ordinary Resolution**:

“**RESOLVED** that, pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the resolution passed by the Members at the 38th AGM held on 26th September, 2014, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No.117365W), as the Auditors of the Company to hold office till the conclusion of 40th AGM to be held in the calendar year 2016, be and is hereby ratified on a remuneration, as determined by the Board of Directors, plus applicable taxes and reasonable out of pocket expenses actually incurred by them in connection with Audit of Accounts for the year 2015-16.”

SPECIAL BUSINESS:

4. **Appointment of Dr. SK Nanda, IAS (DIN: 00315376) as Director of the Company liable to retire by rotation.**

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

“**RESOLVED** that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. SK Nanda, IAS (DIN: 00315376) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. **Appointment of Shri Piruz Khambatta (DIN: 00502565) as an Independent Director of the Company:**

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

“**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Piruz Khambatta (DIN: 00502565), who was appointed as an Additional Director and holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years up to 30th September, 2018 and that he shall not be liable to retire by rotation.”

6. **Appointment of Shri Sunil Parekh (DIN: 06992456) as an Independent Director of the Company:**

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

“**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Sunil Parekh (DIN: 06992456), who was appointed as an Additional Director and holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be

and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years up to 30th September, 2018 and that he shall not be liable to retire by rotation.”

7. Appointment of Shri HV Patel, IAS (Retd.) (DIN: 02174765) as an Independent Director of the Company:

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

“**RESOLVED** that pursuant to the provisions of Sections 149, 150,152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri HV Patel, IAS (Retd.) (DIN: 02174765), who was appointed as an Additional Director and holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years up to 30th September, 2018 and that he shall not be liable to retire by rotation.”

8. Ratification/approval of remuneration of Cost Auditors of the Company for the financial year 2015-16:

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

“**RESOLVED** that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs.3.70 Lac per annum plus service tax and reimbursement of out of pocket expenses and statutory levies at actuals, as recommended by the Audit Committee and approved by the Board of Directors to be paid to Shri SV Diwanji of M/s Diwanji & Associates, Cost Accountants, Vadodara (Firm Registration No. 100227) for conducting and carrying out the cost audit of the Company for the financial year ending 31st March, 2016, be and is hereby ratified / approved.”

“**RESOLVED FURTHER** that the Board of Directors and / or its delegated authority be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

9. Adoption of new set of Articles of Association of the Company in conformity with the Companies Act 2013:

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

“**RESOLVED** that pursuant to Sections 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the new set of Articles of Association of the Company be and is hereby approved and adopted in place of existing Articles of Association of the Company.”

“**RESOLVED FURTHER** that the Board of Directors of the Company or any other person authorized in this behalf be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

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

R B Panchal
Company Secretary

Registered Office:
P.O. Narmadanagar, Dist.Bharuch:392 015
CIN:L24110GJ1976PLC002903
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Dated : 17th August 2015

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Business under Item Nos. 3 to 9 set out above is annexed hereto. The information as are required to be furnished under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors are also annexed.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting at least 48 hours before the meeting.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members, the facility to exercise their right to vote at the 39th AGM by electronic means from a place other than the venue of the AGM ("remote e-voting")

For this purpose the Company, has availed the remote e-Voting services provided by Central Depository Services (India) Ltd., (CDSL). A separate sheet containing Attendance slip, detailed process, instructions and manner of availing remote e-voting facility together with proxy form is enclosed.

The facility for voting through Ballot paper shall also be made available at the meeting and the members attending the meeting who have not casted their vote through remote e-voting shall be able to cast their vote at the meeting. Members who would have already casted their vote through remote e-voting shall be entitled to attend the meeting but shall not have the right to vote again.

ANNEXURE TO THE NOTICE

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013, THE FOLLOWING EXPLANATORY STATEMENT SET OUT ALL MATERIAL FACTS RELATING TO BUSINESS MENTIONED UNDER ITEM NOS.3 TO 9 OF THE ACCOMPANYING NOTICE DATED 17th AUGUST, 2015 :

Item No. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013 (the Act).

M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No.117365W) were appointed as Statutory Auditors of the Company at the 38th AGM held on 26th September, 2014 to hold office from the conclusion of that AGM until the conclusion of 40th AGM for a term of two consecutive years, subject to ratification of their appointment at the 39th AGM on such remuneration as may be determined by the Board of Directors.

In terms of the first proviso to Section 139(1) of the Companies Act, 2013, the appointment of Statutory Auditors is required to be ratified at this AGM.

The Company has received a written consent as required under Section 139(1) of the Act and a Certificate confirming that they are not disqualified for such appointment within the meaning of Section 141 of the Act.

Your Directors commend the proposed resolution for your ratification.

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. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, where the Company's equity shares are enlisted.

Item No. 4

In accordance with the provisions of Section 161(4) of the Companies Act 2013, (the Act) read with Article 141 of the Articles of Association of the Company, Dr. SK Nanda, IAS was appointed as Director on the Board of the Company effective 30th January 2015 in the casual vacancy caused by the resignation of Shri Atanu Chakraborty, IAS, based on the recommendation of Nomination & Remuneration Committee.

Pursuant to Section 161(4) of the Act, Dr. SK Nanda will hold office of Director up to the date of this AGM when Shri Atanu Chakraborty would have retired, had he continued as Director. As required under Section 160 of the Act, the Notice proposing the candidature of Dr. SK Nanda, IAS has been received from a Member along with requisite deposit.

Dr. SK Nanda is a very senior IAS officer and presently is the Chairman & Managing Director of Gujarat State Fertilizers & Chemicals Ltd. He has rich experience in the field of Management & Administration, Finance, Health etc. Brief resume of Dr. SK Nanda, IAS is given in the Annexure forming part of this Notice.

The Board considers that it would be in the interest of the Company to appoint Dr. SK Nanda, IAS as Director on the Board of the Company and therefore, commend the resolution for your approval.

Except Dr. SK Nanda, IAS, 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. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, where the Company's equity shares are enlisted.

Item Nos. 5 to 7

In terms of the provisions of Section 161 of the Companies Act, 2013, read with Article 142 of the Articles of Association of the Company, the Board of Directors has, upon the recommendations of Nomination & Remuneration Committee, appointed Shri Piruz Khambatta and Shri Sunil Parekh as Additional Directors (Independent Category) effective 10th October, 2014 and Shri HV Patel, IAS (Retd.) as Additional Director (Independent Category) effective 8th April, 2015 on the Board of the Company. They hold the office of Director up to the date of this AGM. Pursuant to the said Committee's recommendations, the Board has also recommended their appointment to the Members as Independent Directors for a term of 3 (three) consecutive years up to 30th September, 2018 at this AGM.

As required under Section 160 of the Act, the Notices proposing the candidature of Shri Piruz Khambatta, Shri Sunil Parekh and Shri HV Patel, IAS (Retd.) have been received from a Member along with requisite deposit.

The Company has received from Shri Piruz Khambatta, Shri Sunil Parekh and Shri HV Patel, IAS (Retd.) - (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; (ii) intimation in terms of Section 164(2) of the Act, read with Rule 14(1) of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified from being appointed as Directors; and (iii) a declaration to the effect that they meet with the criteria of independence as provided in Section 149(6) of the Act.

Shri Piruz Khambatta is an Industrialist and currently is the Chairman and Managing Director of Rasna Pvt. Ltd. Shri Sunil Parekh is a renowned Management Consultant and a Strategic Advisor to various leading Companies and Shri HV Patel is a senior retired IAS Officer and has held distinguished positions during his long tenure as a Civil Servant including the position of Director and Managing Director in many companies.

Brief resume of Shri Piruz Khambatta, Shri Sunil Parekh and Shri HV Patel, IAS (Retd.) are given in the Annexure forming part of this Notice.

In the opinion of the Board, Shri Piruz Khambatta, Shri Sunil Parekh and Shri HV Patel, IAS (Retd.) are the persons of integrity, possess relevant expertise and experience and fulfill the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for their appointment as Independent Directors and they are Independent of Management. Therefore, it would be of immense benefit and in the interest of the Company to appoint them as Independent Directors of the Company at this AGM.

In compliance with Section 149 and other applicable provisions of the Act and the Rules made thereunder, read with Schedule IV to the Act and Clause 49 of the Listing Agreement, it is proposed to appoint Shri Piruz Khambatta, Shri Sunil Parekh, and Shri HV Patel, IAS (Retd.) as Independent Directors at this AGM for a term of 3 (three) consecutive years up to 30th September, 2018, not liable to retire by rotation.

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

Copies of draft letters of appointment setting-out the terms & conditions of their appointment as Independent Directors are open for inspection by the Members during normal business hours, on any working day at the registered office of the Company.

Except Shri Piruz Khambatta, Shri Sunil Parekh and Shri HV Patel, IAS (Retd.), 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 their respective resolution of appointment. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, where the Company's equity shares are enlisted.

Item No. 8.

The Board of Directors has, upon the recommendations of Audit Committee, in its meeting held on 21st May, 2015, approved the re-appointment of Shri SV Diwanji of M/s Diwanji & Associates, Vadodara as Cost Auditors of the Company for financial year 2015-16 at a remuneration of Rs.3.70 Lacs per annum plus service tax and reimbursement of out of pocket expenses and statutory levies at actuals.

In pursuance of the provisions of Section 148 of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Shri SV Diwanji of M/s Diwanji & Associates, as Cost Auditors is required to be ratified / approved by the Members of the Company.

Therefore, your Directors commend the proposed resolution for your ratification / approval.

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. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, where the Company's equity shares are enlisted.

Item No. 9.

The erstwhile Companies Act, 1956 has been replaced with the new Companies Act, 2013 (new Act, 2013). The existing Articles of Association (AoA) of the Company is based on erstwhile Companies Act, 1956 and the same is therefore, required to be aligned and streamlined with the provisions of new Act, 2013 and the Rules framed thereunder. Since large numbers of Clauses of existing AoA are required to be aligned, it is considered expedient to replace the existing AoA by a new set of AoA. The Board of Directors has in its meeting held on 11th August, 2015, accorded its approval to adopt a new set of AoA in place of existing AoA, subject to the consent of the Members in General Meeting.

In terms of Section 14 of the Companies Act, 2013, the consent of Members by way of Special Resolution is required for alteration of Articles of Association. It is proposed to adopt a new set of AoA by replacing the existing AoA of the Company so as to streamline and align the same with the new Act, 2013.

Your Directors therefore, commend the resolution for your approval.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of AGM and during the AGM.

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. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, where the Company's equity shares are enlisted.

Inspection of Documents:

All documents referred to in this Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 9:30 A.M. and 11:30 A.M. during working days of the Company.

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

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R B Panchal
Company Secretary

Dated : 17th August, 2015

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 39TH ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Dr. Rajiv Kumar Gupta, IAS, Managing Director

Dr. Rajiv Kumar Gupta, IAS (53) (DIN: 03575316), is a Managing Director of the Company since 2nd May, 2013. He is BA (Political Science, English Literature & Medieval History) (Gold Medalist), MA (Political Science), University of Allahabad and Ph.D. (International Law). He is a Senior IAS Officer having rich experience in the field of Management and Administration. He has held distinguished positions in Government of Gujarat like Collector and District Magistrate - Vadodara, Sabarkantha and Mehsana, Principal Secretary, Agriculture and Co-operation Department, Secretary, Women & Child Department, Commissioner (Higher & Technical) Education, Principal Secretary, Narmada, Water Resources, Water Supply & Kalpsar Department (Water Supply), Principal Secretary, Climate Change Department which is first of its kind in whole of Asia, Executive Director – Sardar Sarovar Narmada Nigam Ltd., and Managing Director – Gujarat State Civil Supplies Corporation, Chairman and Managing Director of Gujarat Water Infrastructure Ltd, Chairman of Gujarat Water Supply & Sewerage Board and Water And Sanitation Management Organization (WASMO) etc.

He has been associated as an Expert on "Water Law" with Institute of International Law at International Court of Justice, The Hague, Netherlands. He has contributed various Articles in reputed National and International Journals and has written Books on "Water Resource Development", "Water Resource Management" and on "Public Discipline". He is holding many international positions like Member of New Generation of Water Leaders, Mexico and has also been awarded Life Time Achievement Award by Australian Alumni Association.

Presently, he is Principal Secretary, Urban Development and Urban Housing Department, Government of Gujarat.

Details of his Directorship and Committee Chairmanship / Membership are as under:

1	Gujarat Urban Development Company Ltd.	Chairman
2	Gujarat Chemical Port Terminal Company Ltd.	Director
3	Narmadanagar Rural Development Society.	Chairman
4	Narmada Education and Scientific Research Society.	Chairman
5	GNFC Education Society.	Chairman
6	Gujarat Industrial Corridor Corporation Limited.	Director
7	Diamond Research And Mercantile City Limited.	Director

He does not hold any equity shares in the Company.

Dr. SK Nanda, IAS

Dr. SK Nanda, IAS (59) (DIN: 00315376) is a Director of the Company since 30th January 2015. He holds Masters Degree in Political Science and Law and PhD in Rural Economics. He is a very senior IAS officer and has held distinguished positions in the Government of Gujarat during his career. Dr. Nanda has successfully handled key Government Departments like Health, Tourism, Information & Broadcasting, Finance, Food & Civil Supply, Forest & Environment. He has rich experience in the field of Management & Administration, Finance, Health, etc. He has contributed many articles on the subject of professional importance as well as written books. He is the recipient of many awards during his career.

Presently, he is the Chairman & Managing Director of Gujarat State Fertilizers & Chemicals Ltd., Vadodara.

Details of his Directorship and Committee Chairmanship / Membership are as under:

1	Gujarat State Fertilizers & Chemicals Ltd	Chairman & Managing Director & Member of Stakeholders Relationship Committee
2	Gujarat Green Revolution Co. Ltd.	Chairman
3	GSFC Agrotech Ltd.	Chairman
4	Gujarat Chemical Port Terminal Co. Ltd.	Chairman
5	GSPC Gas Company Limited.	Director
6	Bhavnagar Energy Company Limited.	Director
7	Indian Potash Limited.	Director
8	Tunisian Indian Fertilizers (TIFERT).	Director
9	The Fertilizer Association of India.	Director
10	Guj Info Petro Ltd.	Director

He does not hold any equity shares in the Company.

Shri Piruz Khambatta

Shri Piruz Khambatta (47) (DIN: 00502565) is a Director of the Company since 10th October 2014. He holds Bachelor Degree in Biochemistry and Law. Shri Piruz Khambatta is an Industrialist and currently he is the Chairman & Managing Director of Rasna Pvt Ltd. He is actively involved in Industry affairs through various associations. He is President of All India Food Processors Association and was the Chairman of Confederation of Indian Industries (CII) National Committee on Food Processing during 2005 to 2008. He is actively associated with National and Western Regional Committees and Council of CII and has steered many events and functions as Chairman in CII. He is also a Member of High Level Ministry – Industry Consultative Committee (MICC) constituted by Ministry of Food Processing Industries, Government of India. Shri Piruz Khambatta has attended several courses in Management at the prestigious Wharton School, Philadelphia and IIM, Calcutta.

He is not holding Directorship in any other Company and does not hold any equity shares in the Company.

Shri Sunil Parekh

Shri Sunil Parekh (59) (DIN: 06992456) is a Director of the Company since 10th October 2014. He holds B.Tech Degree from IIT-Delhi in Mechanical Engineering and Computer Programming. He is a renowned Management Consultant and is a Strategic Advisor to Zydus Cadila Health Care Group, Jubilant Group, Monitor Group, Crisil and Suzlon Energy Ltd. He is founding curator, Hub of Global Shapers, Ahmedabad at World Economic Forum. He has over 30 years of professional experience, including 15 years of international exposure in Africa, Europe, and US and has led several business delegations to the US. He is a Member of several Governing Councils and Trusts and is the Executive Chairman of the IIT-Delhi Alumni Association.

He is not holding Directorship in any other Company and does not hold any equity shares in the Company.

Shri HV Patel, IAS (Retd.)

Shri HV Patel (61), IAS (Retd.) (DIN: 02174765) is a Director of the Company since 8th April, 2015. He is Bachelor of Commerce with Advanced Accountancy. He has held various distinguished positions in Government of Gujarat and has rich experience in the fields of Management and Administration. During his tenure, he has served as Director and Managing Director in many companies, including GNFC. Prior to his retirement, he was Commissioner, Commercial Tax, Ahmedabad.

He is a Director on the Board of Gujarat State Energy Generation Ltd. He does not hold any equity shares in the Company.



GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

Regd. 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

Form No. MGT - 11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :	_____
Registered Address :	_____
E-mail ID :	_____
Folio No / DP ID / Client ID :	_____

I / We, being the Member(s) holding _____ shares of the above named company, hereby appoint;

- | | | |
|------------|-----------|------------------------|
| (1) Name : | Address | |
| E-mail Id | Signature | or failing him / her ; |
| (2) Name : | Address | |
| E-mail Id | Signature | or failing him / her ; |
| (3) Name : | Address | |
| E-mail Id | Signature | |

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **39th Annual General Meeting** of the Company, to be held on **Saturday, the 26th September, 2015 at 3:00 PM** at Open Air Theater, Sports Complex, Narmadanagar Township, P.O. Narmadanagar - 392 015, Dist. Bharuch and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	For *	Against*
	Ordinary Business		
1	Adoption of Audited Financial Statements of the Company for Financial Year ended 31-03-2015 and the Reports of Board of Directors and Auditors thereon.		
2	Appointment of Director in place of Dr. Rajiv Kumar Gupta, IAS, who retires by rotation and is eligible for re-appointment. Re-appointment of Dr. Rajiv Kumar Gupta, IAS as Director		
3	Ratification of appointment of Statutory Auditors of the Company		
	Special Business		
4	Appointment of Dr. S K Nanda, IAS as Director liable to retire by rotation		
5	Appointment of Shri Piruz Khambatta as an Independent Director		
6	Appointment of Shri Sunil Parekh as an Independent Director		
7	Appointment of Shri H V Patel, IAS (Retd.) as an Independent Director		
8	Ratification / Approval of remuneration of Cost Auditors.		
9	Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013		

Signed this _____ day of _____ 2015

Signature of Shareholder _____ Signature of Proxy holder(s) _____

Affix 15
Paise
Revenue
Stamp

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting. A proxy need not be a member of the Company.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 39th Annual General Meeting.
3. * It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) in above box before submission.

ROUTE MAP TO THE VENUE OF 39TH AGM

