



(An ISO 14001 & OHSAS 18001 Company)

P.O. Narmadanagar - 392 015, Dist. Bharuch, Gujarat, India

Ph (02642)247001, 247002

Website www.gnfc.in

NO. SEC/BD/SE/
March 12, 2016

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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 : Setting up of 2,00,000 MTPA Di-Calcium Phosphate Project
in joint venture with M/s EcoPhos s.a., Belgium

Dear Sir,

The company has signed Joint Venture (JV) Agreement with M/s EcoPhos s.a. Belgium for setting up of 2,00,000 MTPA Di-Calcium Phosphate Project at Dahej in joint venture with them at an estimated cost of Rs.526 Crore. The said project will be implemented by forming a JV Company in the name of "EcoPhos GNFC India Private Limited". The process of incorporating JV Company is underway.

The main objective of setting-up of the said project through JV Company, as aforesaid, is to consume around 1,50,000 MTPA of Hydro Chloric Acid (HCl) generated as byproduct from company's new 50,000 MTPA TDI-II Plant set-up at Dahej.

The information relating to said Joint Venture Agreement is furnished in the enclosed Annexure – A, in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9/9/2015:

We request you to kindly take note of the above.

Thanking you,

Yours faithfully,
For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD

R B PANCHAL
COMPANY SECRETARY &
EXECUTIVE DIRECTOR

ENCL : A : A :



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Annexure - A

Joint Venture Agreement with M/s EcoPhos, s.a., Belgium:

1.	Name(s) of parties with whom the Agreement is entered.	Gujarat Narmada Valley Fertilizers & Chemicals Limited (GNFC) and EcoPhos, s.a., Belgium.
2.	Purpose of entering into the Agreement.	For setting-up of 2,00,000 MTPA Di-Calcium Phosphate Project at Dahej at an estimated cost of Rs.526 Crore by formation of a separate JV company. This will consume around 1,50,000 MTPA of Hydro Chloric Acid (HCl) generated as byproduct from company's new 50,000 MTPA TDI-II Plant set-up at Dahej.
3.	Shareholding, if any, in the entity with whom the Agreement is executed.	The company is not holding any shares in EcoPhos s.a. Belgium with whom the JV Agreement is signed.
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	In JV company, the equity investment would be in the ratio of 15:85 (Rs.24 Crore and Rs.134 Crore for GNFC and EcoPhos respectively). The Board of Directors of JV company will consist of total 6 (six) Directors, of which, GNFC has a right to nominate 1 (one) Director and EcoPhos has a right to nominate 5 (five) Directors.
5.	Whether, the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship.	No
6.	Whether the transaction would fall within the related party transactions? If yes, whether the same is done at "arms length".	No
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	JV Company will issue equity shares to both the promoters at face value of Rs.10/- per share in a phased manner. Initially, JV Company will issue 1,500 equity shares to GNFC and 8,500 equity shares to EcoPhos after requisite compliance.



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8.	Any other disclosures related to such agreements: i) Details of nominee on the Board of Directors of the listed entity. ii) Potential conflict of interest arising out of such agreements. etc	 Dr. Rajiv Kumar Gupta, IAS, Managing Director of GNFC will be First Director on the Board of JV Company. Nil
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchanges(s) Name of parties to the agreement Nature of the agreement; Date of execution of the agreement; Details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

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