GNFC

Gujarat Narmada Valley Fertilizers & Chemicals Limited
CIN : L24110GJ1976PLC002903

P. O. Narmadanagar - 392 015, Dist. Bharuch, Gujarat, India
Ph (02642)247001, 247002
Website www.gnfc.in

(An ISO 14001 & OHSAS 18001 Company)

No. SEC/BD/SE/AGM/

FAX NO. 02642 - 247084
E-mail : rbpanchal@gnfc.in

31 AUG 2016

Dy General Manager
BSE Ltd.
Corporate Relationship Dept
1st Floor, New Trading Ring,
Rotunda Bldg
PJ Towers, Dalal Street, Fort
Mumbai-400 001

Scrip Code - BSE - "500670"

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,
C-1, Block - "G",
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code - NSE - "GNFC EQ"

Sub : Notice of 40th Annual General Meeting of the company

Dear Sir,

In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith a copy of the Notice of 40th Annual General Meeting (AGM) of the company scheduled to be held on Friday, the 30th September, 2016 at the Registered Office of the Company at Bharuch.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,
For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD

R B PANCHAL
COMPANY SECRETARY &
EXECUTIVE DIRECTOR

ENCL : A : A :

GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

Regd. Office: P.O: NARMADANAGAR - 392 015, DIST: BHARUCH, GUJARAT
CIN: L24110GJ1976PLC002903, Tele Nos. (02642) 247001, 247007
Fax No. (02642) 247084; E-mail: investor@gnfc.in, Website: www.gnfc.in

NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY given that the **40th Annual General Meeting** of the Members of Gujarat Narmada Valley Fertilizers & Chemicals Limited will be held on **Friday, the 30th September, 2016 at 11:30 AM** 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 including Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

2. To declare dividend on equity shares for the financial year ended 31st March, 2016.

3. To appoint a Director in place of Dr. Rajiv Kumar Gupta, IAS (DIN 03575316), who retires by rotation and is eligible for re-appointment.

4. To appoint Auditors of the company and to fix their remuneration and in this regard, 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recomendations of Audit Committee and Board, M/s. SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E/E300003), be and are hereby appointed as Statutory Auditors of the Company, who shall hold office from the conclusion of this 40th Annual General Meeting (AGM) till the conclusion of 45th AGM of the Company to be held in the year 2021, for a term of five consecutive years, subject to ratification of their appointment by the Members at every AGM held after this AGM, in place of retiring Auditors M/s. Deloitte Haskins and Sells, Chartered Accountants, on such remuneration as may be determined by the Board of Directors based on the recommendation of Audit Committee plus applicable taxes and reasonable out of pocket expenses actually incurred by them during the course of Audit."

SPECIAL BUSINESS :

5. **Appointment of Dr. J N Singh, IAS (DIN: 00955107) 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 thereof for the time being in force), Dr. J N Singh, IAS (DIN: 00955107) be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. **Appointment of Smt. Mamta Verma, IAS (DIN: 01854315) 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 thereof for the time being in force), Smt. Mamta Verma, IAS (DIN: 01854315) be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. **Appointment of Shri V D Nanavaty (DIN: 07431075) 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 thereof for

the time being in force), Shri V D Nanavaty (DIN: 07431075) be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. Ratification / approval of remuneration to Cost Auditors of the Company for the financial year 2016-17 :

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 thereof for the time being in force), the remuneration of Rs.4.00 Lac per annum plus service tax and reimbursement of out of pocket expenses at actual, as recommended by the Audit Committee and approved by the Board of Directors to be paid to M/s Diwanji & Company, Cost Accountants, Vadodara (Firm Registration No. 000339) for conducting and carrying out the cost audit of the Company for the financial year ending 31st March, 2017, 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 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 &
Executive Director

Registered Office:
P.O. Narmadanagar,
Dist.Bharuch:392 015
CIN: L24110GJ1976PLC002903
Tele No. (02642) 247001, 247007
Fax No. (02642) 247084
Email: investor@gnfc.in
Website: www.gnfc.in

Dated: 22nd August, 2016

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. Pursuant to Section 105 of the Companies Act, 2013, 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 Items No. 4 to 8 set out above is annexed hereto. The information required to be furnished under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standard – 2 on "General Meetings" issued by The Institute of Company Secretaries of India, in respect of persons seeking appointment / re-appointment as Directors are also annexed.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution together with their specimen signature authorizing their representative(s) 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 Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide its Members, the facility to cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") in respect of the resolutions proposed in the accompanying Notice.

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 be entitled to cast their votes again at the meeting.

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. 4 TO 8 OF THE ACCOMPANYING NOTICE DATED 22ND AUGUST, 2016:

Item No. 4

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

The Members of the Company had at their 38th Annual General Meeting (AGM) held on 26.09.2014 re-appointed M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No.117365W) as Statutory Auditors of the Company for a period of two years till the conclusion of this 40th AGM, subject to ratification by the Members at the 39th AGM. Since M/s. DHS were originally appointed as Statutory Auditors of the company at the 35th AGM held in the year 2011, they will complete a term of five consecutive years at this 40th AGM. Accordingly, they will retire at this AGM.

The Company has received a Special Notice under Sections 115 and 140(4) of the Companies Act, 2013 from a Member of the Company proposing the appointment of M/s. SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E / E300003), a Member Firm of E&Y India, as Statutory Auditors in place of M/s. Deloitte Haskins & Sells, Chartered Accountants, the retiring Auditors of the Company.

The Audit Committee, after considering the qualifications and experience of M/s. SRBC & Co. LLP, Chartered Accountants, recommended their appointment as Statutory Auditors of the Company to the Board and the Board of Directors have also based on the recommendations of Audit Committee recommended their appointment to the Members as Statutory Auditors of the Company, to hold office from the conclusion of this 40th AGM until the conclusion of 45th AGM to be held in the year 2021, subject to ratification at every AGM held after this AGM.

M/s. SRBC & Co. LLP, are a renowned firm of Chartered Accountants and they have wide experience of Audit of various companies.

Necessary consent and certificate as required under Section 139 (1) of the Act and Rule 4 of the Companies (Audit & Auditors) Rules, 2014 have been received from the Auditors proposed to be appointed at this AGM.

Your Directors commend the proposed resolution for your 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.

Item No. 5

In accordance with the provisions of Section 161(4) of the Companies Act, 2013 (the Act) read with Article 143 of the Articles of Association of the Company, Dr. JN Singh, IAS was appointed as Director on the Board effective 30th January, 2015 in the casual vacancy caused by the resignation of Dr. Hasmukh Adhia, IAS, based on the recommendation of Nomination & Remuneration Committee.

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

Dr. JN Singh is a very senior IAS officer and presently he is Chief Secretary to Government of Gujarat. Brief resume of Dr. JN Singh, 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. JN Singh, IAS as Director on the Board and therefore, commends the resolution for your approval.

Except Dr. JN Singh, 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 Regulation 36 of SEBI Listing Regulations.

Item Nos. 6 and 7

In accordance with the provisions of Section 161 of the Companies Act, 2013 read with Article 144 of the Articles of Association of the Company, Smt. Mamta Verma, IAS and Shri V D Nanavaty were appointed by the Board as Additional Directors effective 5.10.2015 and 5.04.2016 respectively, based on the recommendation of Nomination & Remuneration Committee.

Pursuant to Section 161 of the Act, they will hold office of Directors up to this AGM. As required under Section 160 of the Act, Notices proposing the candidatures of Smt. Mamta Verma, IAS and Shri V D Nanavaty have been received by the Company from the Members along with requisite deposit.

Smt. Mamta Verma is a Senior IAS Officer and presently she is Industries Commissioner, Government of Gujarat. She has held distinguished positions in Government of Gujarat and has rich experience in the field of Management and Administration.

Shri V D Nanavaty is a Senior Executive and presently working as Sr. Vice President (Finance) and Chief Financial Officer of Gujarat State Fertilizers and Chemicals Ltd., Vadodara. He has rich experience in the field of Corporate Finance, Management and Administration.

Brief resume of Smt. Mamta Verma, IAS and Shri V D Nanavaty are given in the Annexure forming part of this Notice.

The Board considers that it would be in the interest of the Company to appoint Smt. Mamta Verma, IAS and Shri V D Nanavaty as Rotational Directors on the Board and therefore commends the proposed Resolutions for your approval.

Except Smt. Mamta Verma, IAS and Shri V D Nanavaty, 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 Regulation 36 of SEBI Listing Regulations.

Item No. 8

The Board of Directors has, upon the recommendations of Audit Committee, in its meeting held on 26th April, 2016 approved the appointment of M/s Diwanji & Company, Vadodara as Cost Auditors of the Company for financial year 2016-17 at a remuneration of Rs.4.00 Lacs per annum plus service tax and reimbursement of out of pocket expenses 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 M/s Diwanji & Company 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 Regulation 36 of SEBI Listing Regulations.

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 AM and 11:30 AM during working days of the Company.

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

R B Panchal
Company Secretary &
Executive Director

Registered Office:
P.O. Narmadanagar,
Dist.Bharuch:392 015
CIN: L24110GJ1976PLC002903
Tele No: (02642) 247001, 247007
Fax No: (02642) 247084
Email: investor@gnfc.in
Website: www.gnfc.in

Dated: 22nd August, 2016

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 40TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD – 2 ON "GENERAL MEETINGS":

Dr. Rajiv Kumar Gupta, IAS, Managing Director

Dr. Rajiv Kumar Gupta, IAS (54) (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), Principal Secretary, (Urban Development and Urban Housing Department) and (Primary & Secondary Education) Education Department.

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 "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, Labour and Employment Department, Government of Gujarat.

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

1	Gujarat Narmada Valley Fertilizers & Chemicals Ltd.	Managing Director & Member of Stakeholders Relationship Committee
2	EcoPhos GNFC India Private Limited	Chairman
3	The Fertilizer Association of India	Director

He does not hold any equity shares in the Company. The details of Board Meetings attended by Dr. Rajiv Kumar Gupta, IAS during 2015-16 has been provided in the "Report on Corporate Governance" forming part of the Annual Report 2015-16.

Dr. JN Singh, IAS

Dr. JN Singh, IAS (57) (DIN: 00955107) is a Director of the Company since 30th January 2015. He has done M.A (International Studies), JNU, MDM (AIM Manila), Ph.D from M.S. University, Vadodara. He is a very Senior IAS Officer having rich experience in the field of Finance, Management & Administration, Infrastructure sector etc. He has held various distinguished positions in Government of Gujarat and Government of India like Collector, Junagadh, Principal Secretary, Science and Technology Department, Textile Commissioner, Mumbai, Member, Gujarat Electricity Board, Member (Finance), National Highway Authority of India, New Delhi, Additional Chief Secretary, Revenue Department and Finance Department. He was also Joint Managing Director, Gujarat Industrial Corporation Ltd. and Managing Director, Sardar Sarovar Narmada Nigam Ltd.

Presently, he is Chief Secretary to Government of Gujarat.

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

1	Gujarat State Petroleum Corporation Ltd.	Director & Member of Audit Committee
2	Sardar Sarovar Narmada Nigam Ltd.	Director
3	Gujarat International Finance Tec-City Company Ltd.	Director & Member of Audit Committee
4	Gujarat State Financial Services Ltd.	Managing Director & Member of Audit Committee
5	Gujarat State Investment Ltd.	Chairman
6	Gujarat State Fertilizers & Chemicals Ltd.	Director & Member of Audit Committee
7	Gujarat Alkalies and Chemicals Ltd.	Director & Chairman of Stakeholders Relationship Committee & Member of Audit Committee
8	Metro – Link Express for Gandhinagar and Ahmedabad (MEGA) Co. Ltd.	Director & Chairman of Audit Committee
9	Gujarat State Petronet Ltd.	Director & Member of Audit Committee
10	Dholera Industrial City Development Ltd.	Director
11	Gujarat Narmada Valley Fertilizers & Chemicals Ltd.	Director & Member of Audit Committee

He does not hold any equity shares in the Company. The details of Board Meetings attended by Dr. JN Singh, IAS during 2015-16 has been provided in the "Report on Corporate Governance" forming part of the Annual Report - 2015-16.

Smt. Mamta Verma, IAS

Smt. Mamta Verma, IAS (44) (DIN: 01854315) is a Director of the Company since 5th October, 2015. She has done Graduation in History, Physiology and Political Science and Post Graduation in Physiology with First Division. She is a Senior IAS Officer having rich experience in the field of Management & Administration. She has held various distinguished positions in Government of Gujarat such as Collector, District Development Officer, Additional Industries Commissioner, CEO of Ahmedabad Urban Development Authority and Special Commissioner, Commercial Taxes, Ahmedabad.

Presently, she is Industries Commissioner, Government of Gujarat.

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

1	Gujarat Industrial Corridor Corporation Ltd.	Director
2	Alcock Ashdown (Gujarat) Ltd.	Director
3	Gujarat Ports Infrastructure & Development Co. Ltd.	Director
4	Gujarat Industrial Investment Corporation Ltd.	Managing Director & Member of Audit Committee
5	Dholera International Airport Company Ltd.	Director
6	Gujarat Chemical Port Terminal Company Ltd.	Director
7	GVFL Ltd.	Director
8	International Automobile Centre of Excellence (iACE)	Director
9	GVFL Trustee Co. Pvt. Ltd.	Director
10	GVFL Advisory Services Ltd.	Director
11	Gujarat Narmada Valley Fertilizers & Chemicals Ltd.	Director

She does not hold any equity shares in the Company. The details of Board Meetings attended by Smt. Mamta Verma, IAS during 2015-16 has been provided in the "Report on Corporate Governance" forming part of the Annual Report 2015-16.

Shri VD Nanavaty

Shri VD Nanavaty (52) (DIN: 07431075) is a Director of the Company since 5th April, 2016. Shri Nanavaty presently working as Sr. Vice President (Finance) & Chief Financial Officer of Gujarat State Fertilizers & Chemicals Ltd. is a commerce graduate and possesses Membership of Three premier Institutes namely; The Institute of Chartered Accountants of India, The Institute of Cost Accountants of India and The Institute of Company Secretaries of India, having total experience of around 27 years. He has vast experience in the field of finance, Secretarial, Management & Administration.

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

1	Karnalyte Resources Inc., Canada	Director
2	GSFC Education Society	Member and Treasurer
3	GSFC Science Foundation	Trustee
4	Bhavnagar Energy Company Limited	Director
5	Gujarat Narmada Valley Fertilizers & Chemicals Limited	Director

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, 247007
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 **40th Annual General Meeting** of the Company, to be held on **Friday, the 30th September, 2016 at 11.30 AM** 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 including Audited Consolidated Financial Statements of the Company for Financial Year ended 31-03-2016 together with the Reports of Board of Directors and Auditors thereon.		
2	Declaration of Dividend on Equity Shares for the Financial Year ended 31-03-2016		
3	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		
4	Appointment of Statutory Auditors of the Company		
	Special Business		
5	Appointment of Dr. J N Singh, IAS as Director liable to retire by rotation		
6	Appointment of Smt. Mamta Verma, IAS as Director liable to retire by rotation		
7	Appointment of Shri V D Nanavaty as Director liable to retire by rotation		
8	Ratification / Approval of remuneration to Cost Auditors for the Financial Year 2016-17		

Signed this _____ day of _____ 2016

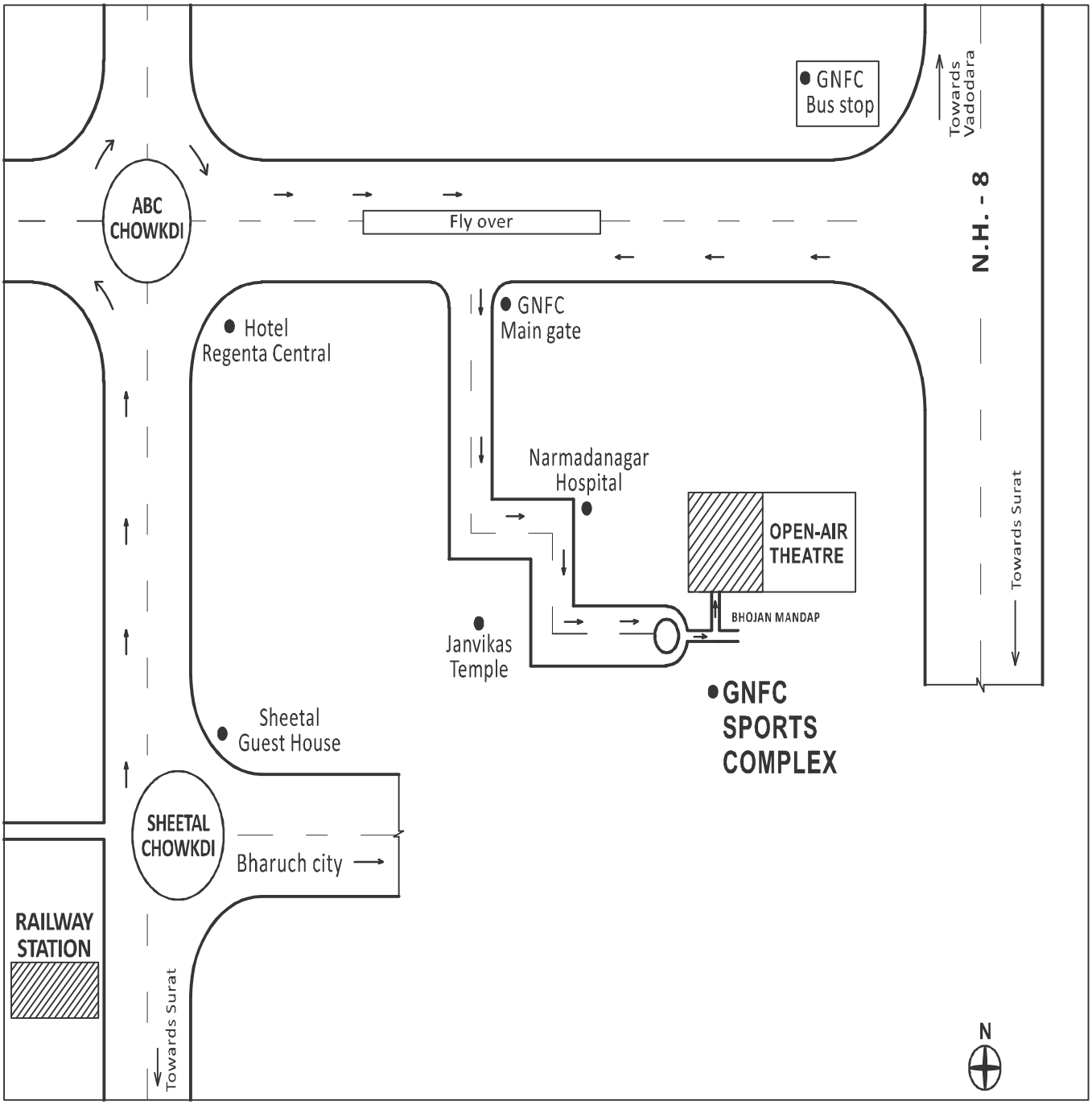
Signature of Shareholder_____ Signature of Proxy holder(s) _____

Affix Revenue Stamp Re. 1/-

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 40th 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 40TH AGM



GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED
Regd. Office: P.O: NARMADANAGAR - 392 015, DIST. BHARUCH, GUJARAT
CIN: L24110GJ1976PLC002903, Tele Nos. (02642) 247001, 247007
Fax No. (02642) 247084; E-mail: investor@gnfc.in, Website: www.gnfc.in

GNFC

ATTENDANCE SLIP

Folio No. / DP ID and Client ID
No. of Shares held

I / We hereby record my / our presence at the **40th Annual General Meeting** of the Company held **at 11:30 AM** on **Friday, the 30th September, 2016** at Open Air Theatre, Sports Complex, Narmadanagar Township, P.O. Narmadanagar – 392 015, Dist. Bharuch.

X _____

Signature of Member / Proxy / Representative attending the meeting

Notes:

1. Please sign the Attendance Slip and handover the same at the entrance to the place of meeting.
2. Only Members and in their absence, duly appointed proxies will be allowed to attend the meeting.
3. Members may please note the **USER ID, PAN / PIN** etc. given below for the purpose of remote e-voting.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence No.)	**USER ID**	**PAN / PIN**
160819004		

VOTING THROUGH ELECTRONIC MEANS

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 Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide "remote e-voting" facility to its Members in respect of the businesses to be transacted at the **40th Annual General Meeting to be held at 11:30 AM on Friday, the 30th September, 2016.**

The Company has availed the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility. The Company has fixed **23rd September, 2016 as the "cut-off date"** for determining the voting rights of shareholders. Any person, who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the "cut-off date" i.e. **23rd September, 2016**, may cast his vote by following the instructions and process of remote e-voting as provided overleaf which is also uploaded on Company's website **www.gnfc.in** and CDSL website : **www.cdslindia.com**.

E-voting facility will be available during the following voting period :

Commencement of e-voting : From 09:00 AM (IST) on Tuesday, the 27-09-2016

End of e-voting : Upto 05:00 PM (IST) on Thursday, the 29-09-2016

(Please read the instructions printed overleaf carefully before exercising the vote.) **(P.T.O.)**

SECTION (A) : PROCESS FOR REMOTE e - VOTING

Step 1 Open your web browser during the voting period and log on to the e-voting Website:www.evotingindia.com.

Step 2 Click on "Shareholders" to cast your vote(s)

Step 3

USER ID	Enter User ID provided in the column "User ID" under heading "Electronic Voting Particulars" on Attendance Slip.

Step 4 Enter the Image Verification as displayed and Click on Login.

Step 5 If you are holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any Company, then your existing password is to be used. If you have forgotten the password, then Enter the User ID and the image verification code and click on " Forgot Password " and enter the details as prompted by the system.

Step 6 If you are a first time user follow the steps given below :

PAN	Enter your 10 digit alpha – numeric PAN issued by Income Tax Department. Members who have not registered / updated their PAN with Depository Participant / Company are requested to use PIN provided in the column "PAN / PIN" under heading "Electronic Voting Particulars" on Attendance Slip.

Enter any one of the following :

DOB	Enter the Date of Birth as recorded in your Demat Account or in the Company's records in DD/MM/YYYY format.
Bank Account Details	If Bank Account No. is not submitted to Company / DP, please enter number of shares held as on Cut-off Date i.e. **23rd September, 2016.**

Step 7 After entering these details appropriately, click on **"SUBMIT".**

Step 8 First time user holding shares in demat form will now reach Password creation Menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. ***It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.***

Members holding shares in physical form will directly reach the Company selection screen.

Step 9 Click on EVSN of the Company i.e. **160819004** to vote.

Step 10 On the voting page, you will see Resolution description and against the same the option "YES/NO" for voting. Click on the Resolution File Link, if you wish to view the Resolutions.

Step 11 Select the relevant option as desired "YES " or "NO" and click on **"SUBMIT".** A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.

Step 12 Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step 13 Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be dowloaded from Google play store. Apple and windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

FOR INSTITUTIONAL SHAREHOLDERS AND CUSTODIANS

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details, they have to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

SECTION (B) - E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

(i) E-voting period commences on 27-09-2016 (9.00 AM) and ends on 29-09-2016 (5.00 PM). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date i.e. 23-09-2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he / she shall not be allowed to change it subsequently.

(ii) Voting Rights shall be reckoned on the paid up value of equity shares registered in the name of Members as on the cut-off date i.e. 23-09.2016.

(iii) Shri J J Gandhi, Practicing Company Secretary (Membership No. FCS – 3519, CP No. 2515), (Address: J J Gandhi & Co., 231, Phoenix Complex, Besides Suraj Plaza, Sayajigunj, Vadodara-390005) has been appointed as the scrutinizer to scrutinize the remote e-voting process as well as voting through Ballot Paper at the AGM in a fair and transparent manner.

(iv) The Scrutinizer shall after the conclusion of voting at the AGM, will count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours of conclusion of AGM to Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(v) The result of voting declared along with Scrutinizer's Report will be placed on the Company's website **www.gnfc.in** and on the website of CDSL **www.cdslindia.com** and will also be communicated to BSE and NSE, where Company's equity shares are listed.

(vi) For Members holding shares in physical form, the PAN/PIN number can be used only for remote e-voting on the resolutions given in the Notice.

(vii) In case, you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

CONTACT DETAILS

GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD.

Investors' Service Centre, Secretarial & Legal Department

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

Phone : (02642) 662208 / 662227 • Fax : (02642) 247084 • Email ID : investor@gnfc.in