Gujarat Narmada Valley Fertilizers Company Limited
(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/
August 20, 2012

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

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

Sub : Change of name of the Company from Gujarat Narmada Valley Fertilizers Company Limited **to Gujarat Narmada Valley Fertilizers & Chemicals Limited**

Ref : Company Code - NSE - "GNFC EQ"

Dear Sir,

Gujarat Narmada Valley Fertilizers Co. Limited (the Company) was incorporated as a Public Limited Company on 10th May, 1976. The Company's Ammonia and Urea Plants commenced commercial production on 1st July, 1982. Till 1985, the Company's activities were centered around manufacture and sale of Chemical Fertilizers. 1985 onwards, the Company has been active in a major diversification into Industrial Chemicals viz. Methanol, Formic Acid, Acetic Acid, Weak Nitric Acid and Concentrated Nitric Acid. In 1992 the Company promoted Narmada Chematur Petrochemicals Limited (NCPL) jointly with Chematur Engineering AB, Sweden and IBI Chematur Limited India, to manufacture Aniline and Toluene Di-Isocynate. NCPL has been merged with the Company effective 15th February, 2007.

Fertilizer business is only a part of the Company's growing sphere of activities. In fact, Industrial Chemicals have been the dominant driver of growth for the Company, in recent times. Due to phase-wise diversification, the total earning of the Company, which was initially entirely from the manufacture and sale of Fertilizers has gradually changed.

As per the Audited Annual Accounts for Financial Year 2011-12, out of the total earnings (PBT of the Company) 30.96% is from Fertilizer products whereas 63.10% is from Industrial Chemical products. Further, as on 31st March, 2012, investment in the Chemical Plants of the Company is more than 50% of the total assets of the Company.

GNFC

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Two new Chemical Plants viz. WNA-II and CNA-III have been commissioned during the year 2011-12. 50,000 MTPA Ethyl Acetate Project is expected to be commissioned by September, 2012. 50,000 MTPA TDI Project is under implementation by the Company and the same is expected to be mechanically complete by March, 2013. With the commissioning of these projects, it is expected that, in the coming years, the percentage of chemical products in the total earnings of the Company will increase further.

The name Gujarat Narmada Valley Fertilizers Co. Limited suggests that the Company is only a Fertilizer manufacturing Company. In fact the Company is a significant player in the Chemical Business too. In order to bring the name of the Company in line with its present activities i.e. production and sale of both – Fertilizers and Chemicals, it has been felt expedient to change the name of the Company from Gujarat Narmada Valley Fertilizers Company Limited to Gujarat Narmada Valley Fertilizers & Chemicals Limited.

Ministry of Corporate Affairs, Office of the Registrar of Companies, Gujarat, has confirmed the availability of name **"Gujarat Narmada Valley Fertilizers & Chemicals Limited"** to the Company. A copy of the letter issued by the Registrar of Companies, Gujarat confirming the availability of name is enclosed. A Special Resolution for Change of Name as required in terms of the provisions of the Companies Act, 1956 is included in the Notice convening the forthcoming Annual General Meeting to be held on 22nd September, 2012. A Certified True Copy of the Notice convening the 36th AGM of the Company inter-alia including the Special Resolution for change of Name of the Company is enclosed. An Application will be made to the Central Government (by delegation to the Registrar of Companies) for its approval for Change of Name on passing of the Special Resolution, as aforesaid, at the Annual General Meeting.

You are requested to take note of the same and apprise the security holders and general public about the position of the Company by putting this communication on your website.

Thanking you,

Yours faithfully,
For GUJARAT NARMADA VALLEY FERTILIZERS CO LTD

R B PANCHAL
COMPANY SECRETARY

ENCL : A : A :

NOTICE

NOTICE IS HEREBY given that the **36th Annual General Meeting** of the Members of Gujarat Narmada Valley Fertilizers Company Limited will be held on **Saturday, the 22nd September, 2012 at 11:00 A.M.** 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 Balance Sheet as at 31st March, 2012, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint Directors in place of those retiring by rotation.
4. To appoint Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration and, if thought fit, to pass with or without modification(s), the following Resolution **as a Special Resolution** :

   "RESOLVED that pursuant to the provisions of Sections 224, 224A and other applicable provisions, if any, of the Companies Act,1956, the retiring Auditors, M/s Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No.117365W) be and are hereby reappointed Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors of the Company, based on the recommendation of the Audit Committee and reasonable out-of-pocket expenses actually incurred by them in connection with the audit of the Accounts of the Company for the year ending 31st March, 2013."

SPECIAL BUSINESS :

5. **Appointment of Shri GC Murmu, IAS as 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 Shri GC Murmu, IAS be and is hereby appointed as Director of the Company, liable to retire by rotation."

6. **Appointment of Shri Atanu Chakraborty, IAS as Managing Director - holding of additional charge during the absence of Shri AM Tiwari, IAS, Managing Director of the Company on Election Duty :**

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

   "RESOLVED that subject to the provisions of Sections 198, 269, 309 and 316 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment of Shri Atanu Chakraborty, IAS, Managing Director, Gujarat State Fertilizers & Chemicals Ltd., Vadodara, to hold the additional charge of Managing Director of the Company during the absence of Shri AM Tiwari, IAS, Managing Director from Head Quarter on Election Duty for a period from 11th January, 2012 to 9th March, 2012."

   "FURTHER RESOLVED that the approval and consent of the Company be and is hereby given and the Board of Directors of the Company be and is hereby authorized to agree to the payment of remuneration / special pay, if any, as may be granted and conveyed by the Government of Gujarat to Shri Atanu Chakraborty, for holding the additional charge of the post of Managing Director of the Company, during the aforesaid period, subject to the same not exceeding the limit specified under Schedule XIII of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof."

   "RESOLVED FURTHER that the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **Change of the name of the Company :**

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

Gujarat Narmada Valley Fertilizers Co. Ltd. GNFC Bharuch

"RESOLVED that subject to the approval of the Registrar of Companies, Gujarat and pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 1956, the name of the Company be changed from Gujarat Narmada Valley Fertilizers Company Limited to Gujarat Narmada Valley Fertilizers & Chemicals Limited."

"FURTHER RESOLVED that subject to the approval of the Registrar of Companies, Gujarat, and pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 1956, the name of Gujarat Narmada Valley Fertilizers Company Limited wherever appear in the Memorandum & Articles of Association of the Company, be substituted by the new name Gujarat Narmada Valley Fertilizers & Chemicals Limited."

"FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and authorize such person or persons as it may deem fit to do all such acts, deeds, things and sign all such papers and applications as may be necessary or expedient to give effect to the above resolution."

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. 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. Relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 4 to 7 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 Director under Item Nos. 3 and 5 are also annexed.

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

Registered Office :
P.O. Narmadanagar
Dist. Bharuch : 392 015
Dated : 14th August, 2012

R B Panchal
Company Secretary

TRUE COPY
For .GUJARAT NARMADA VALLEY FERTILIZERS CO.LTD.
R.B.PANCHAL
COMPANY SECRETARY

ANNEXURE TO THE NOTICE

RELATING TO THE BUSINESS MENTIONED UNDER ITEM NOS. 4 TO 7 OF THE ACCOMPANYING NOTICE DATED 14TH AUGUST, 2012

Item No. 4

M/s Deloitte Haskins & Sells, Chartered Accountants, ...

Auditors of the Company at this meeting ...

... approval.

... or interested in the said Resolution.

Item No. 5

... the Company, ... was appointed ... October, 2010, in the casual vacancy caused by the ...

In pursuance of the provisions of the Companies Act, 1956, ...

and Administration. The Board considers ...

as Additional Director ... commends the ...

... None of the remaining Directors of the Company, is concerned or interested in the said Resolution.

Item No. 6

Shri AM Tiwari, IAS, Managing Director of the Company was appointed as ...

Uttarakhand. He proceeded on Election Duty w.e.f. 11th January 2012.

... of Gujarat ...

resolution for your approval.

Shri Arun ... is interested, in the said resolution.

... or interested in the said Resolution.

Item No. 7

... 1976 on 10th May, 1976 ...

business of production and distribution of Chemical ...

... Fertilizers ...

Chematur Ltd., India to manufacture Aniline and Toluene Di-Isocyanate. NCPL has been merged with the Company effective 15th February, 2007.

Due to phase-wise diversification, the total earning of the Company, which was initially entirely from the manufacture and sale of Fertilizers has gradually changed. As per the Audited Annual Accounts for financial year 2011-12, out of the total earnings (PBT of the Company) 30.96% is from Fertilizer Products whereas 63.10% is from Industrial Chemical Products.

As observed from the financial results of last several years, the share of Industrial Products – Chemicals has remained predominant.

Two new chemical plants viz. WNA-II and CNA-III have been commissioned during the year. Ethyl Acetate Project and TDI Project each having capacity of 50,000 MTPA are under implementation and the same are expected to be mechanically complete by August, 2012 and March, 2013 respectively. With the commissioning of these Projects, it is expected that in the coming years, the percentage of Chemical products in the total earnings of the Company will increase further.

As the name Gujarat Narmada Valley Fertilizers Company Limited suggests, the Company is viewed only as a Fertilizer manufacturing company and labelled and rated accordingly. As such, the name of the Company does not appropriately match with its present activities. In order to bring the name of the Company in line with its present activities, (production and sale of both – Fertilizers and Chemicals), it is proposed to change the name of the Company from Gujarat Narmada Valley Fertilizers Company Limited to Gujarat Narmada Valley Fertilizers & Chemicals Limited.

In view of the above, the Special Resolution set-out in the Notice is placed before the members of the Company for approval as also for authorizing the Board of Directors of the Company to do all such acts, deeds, matters and things, as may be necessary to give effect to the said resolution.

Your Directors commend the proposed resolution for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said Resolution.

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 Co. Ltd.

Registered Office :
P.O. Narmadanagar
Dist. Bharuch : 392 015
Dated : 14th August, 2012

R B Panchal
Company Secretary

TRUE COPY
For ,GUJARAT NARMADA VALLEY FERTILIZERS CO.LTD.
R.B.PANCHAL
COMPANY SECRETARY

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE REGISTRAR OF COMPANIES
RoC Bhavan , Opp Rupal Park Society , Behind Ankur Bus Stop , Naranpura , Ahmedabad - 380013, Gujarat, INDIA

Dated : 14/8/2012

To,
GUJARAT NARMADA VALLEY FERTILIZERS CO LTD
(CIN : L24110GJ1976PLC002903)
P.O. Narmadanagar
Dist. Bharuch
- 392015
Gujarat
INDIA

Subject - Company's name change- GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED(Name Approved)- Availability of name under Section 20 of the Companies Act

Sir/Madam,

1.With reference to your application dated 9/8/2012 (SRN B45102001) it is informed that there is no objection in the availability of the changed name GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED from the existing name GUJARAT NARMADA VALLEY FERTILIZERS CO LTD to your company.

2. Still it must be taken care that the proposed name cannot be made available for a period exceeding 60 days and this approval does not grant any kind of right of privilege. The name is liable to be withdrawn at any time before approval of the name change, if it is found later on that the name ought not to have been allowed.

3. It is allowed subject to the compliance of Section 21 and other applicable provisions of the Companies Act, 1956.

Yours Sincerely,

Registrar of companies, Gujarat, Dadra and Nagar Havelli

*Note: The corresponding form has been approved by VILAS SAMBHAJI HAJARE, Assistant Registrar of Companies and this letter has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006

TRUE COPY
For ,GUJARAT NARMADA VALLEY FERTILIZERS CO.LTD.
R.E.PANCHAL
COMPANY SECRETARY