GNFC

**Gujarat Narmada Valley**
**Fertilizers & Chemicals Limited**
CIN : L24110GJ1976PLC002903

(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/AGM/
September 5, 2018

FAX NO. 02642 - 247084
E-mail : tjlakhmapurkar@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

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 42nd Annual General Meeting of the company

Dear Sir,

Pursuant to Regulation 30 read with Para A of PART-A of Schedule-III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith a copy of the Notice of 42nd Annual General Meeting (AGM) of the company scheduled to be held on Saturday, the 29th September, 2018, 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

T.J. LAKHMAPURKAR
COMPANY SECRETARY & GM (LEGAL)

ENCL : A : A :

# NOTICE

NOTICE IS HEREBY given that the **42nd Annual General Meeting** of the Members of Gujarat Narmada Valley Fertilizers & Chemicals Limited will be held at **11:00 AM on Saturday, the 29th September, 2018** 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 Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on equity shares for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Shri V. D. Nanavaty (DIN: 07431075), who retires by rotation and is being eligible offer himself for re-appointment.

## SPECIAL BUSINESS:

**4. Re-appointment of Dr. Rajiv Kumar Gupta, IAS (DIN: 03575316) as Managing Director of the Company for a period from 2.05.2018 to 15.07.2018 :**

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 161, 196, 197, 203, read with provisions of Schedule-V and other applicable provisions, if any, 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) as also such other approvals, permissions and sanctions, as may be required, approval of the Company be and is hereby accorded to the re-appointment of Dr. Rajiv Kumar Gupta, IAS, (DIN: 03575316) as Managing Director of the Company for a period commencing from 2.05.2018 to 15.07.2018 on payment of remuneration / special pay, if any, to him as may be granted and conveyed by the Government of Gujarat for the aforesaid period."

"**FURTHER RESOLVED** that the approval 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, to Dr. Rajiv Kumar Gupta, IAS, Managing Director as may be granted and conveyed by the Government of Gujarat during the aforesaid period, subject to the same not exceeding the limit specified under Schedule-V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

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

**5. Appointment of Shri M.S. Dagur (DIN: 01622222) as Managing 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 161, 196, 197, 203 read with the provisions of Schedule-V and all other applicable provisions, if any, 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), approval of the Company be and is hereby accorded to the appointment of Shri M.S. Dagur (DIN: 01622222) as the Managing Director of the Company for a period of two years commencing from 16.07.2018 on such terms & conditions of appointment and payment of remuneration and providing of perquisites by the Company to him as Managing Director, as may be prescribed and notified by Government of Gujarat and as may be determined by the Board of Directors, so however, his period of office shall not exceed five years from the date of his appointment and the remuneration payable to him shall not exceed the limits specified under Schedule-V to the Companies Act, 2013."

"**FURTHER RESOLVED** that approval of the Company be and is hereby given and the Board of Directors of the Company be and is hereby authorized to agree to any increase, variation, modification or amendment as may be decided and conveyed by the Government of Gujarat in the terms & conditions of appointment and payment of remuneration and providing of perquisites by the Company to Shri M.S. Dagur, Managing Director in accordance with the Articles of Association of the Company and Schedule-V to the Companies Act, 2013 or as may be prescribed / approved by the Central Government, if

such approval of the Central Government is required."

"**FURTHER RESOLVED** that Shri M.S. Dagur, Managing Director of the Company be and is hereby authorized to exercise substantial powers of Management and that he shall be responsible for the day to day management of the Company, subject to the superintendence, direction and control of the Board of Directors and that he shall carry out such duties as may be entrusted and/or delegated to him by the Board of Directors of the Company, from time to time."

"**FURTHER RESOLVED** that remuneration, benefits and perquisites shall be paid and allowed to Shri M.S. Dagur, Managing Director as minimum remuneration, as may be notified by the Government of Gujarat, notwithstanding the absence or inadequacy of profits in any year."

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

**6. Re-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 a **Special Resolution**:

"**RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder read with Schedule-IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable Regulation(s) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendation of the Board of Directors, Shri Sunil Parekh (DIN: 06992456), Independent Director of the Company, whose term of office is liable to expire on 30th September, 2018, and being eligible for re-appointment for a second term, and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing the candidature for the office of Director, be and is hereby re-appointed as an Independent Director on the Board of the Company to hold office for a second term of three consecutive years up to 30th September, 2021 and that he shall not be liable to retire by rotation."

**7. Re-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 a **Special Resolution**:

"**RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder read with Schedule-IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable Regulation(s) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendation of the Board of Directors, Shri Piruz Khambatta (DIN: 00502565), Independent Director of the Company, whose term of office is liable to expire on 30th September, 2018, and being eligible for re-appointment for a second term, and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing the candidature for the office of Director, be and is hereby re-appointed as an Independent Director on the Board of the Company to hold office for a second term of three consecutive years up to 30th September, 2021 and that he shall not be liable to retire by rotation."

**8. Ratification of remuneration payable to Cost Auditors of the Company for the financial year 2018-19:**

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, if any, 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.4.18 Lac (Rupees Four Lac Eighteen Thousand only) plus statutory levies and reimbursement of out of pocket expenses payable to the Cost Auditors, M/s Dalwadi & Associates, Cost Accountants, (Firm Registration No. 000338), Ahmedabad for carrying out the audit of the cost records of the Company for financial year ending on 31st March, 2019, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified."

"**RESOLVED FURTHER** that the Board of Directors and / or its delegated authority be and is / are hereby authorized to do all such 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.**

**T. J. Lakhmapurkar**
Company Secretary & General Manager (Legal)

**Registered Office:**
P.O. Narmadanagar, Dist.Bharuch:392 015
CIN: L24110GJ1976PLC002903
Tele No. (02642) 247001, 247002, Fax No. (02642) 247084
Email: investor@gnfc.in | Website: www.gnfc.in
Dated: 9th August, 2018

## 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 a 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.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 true copy of the Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting at least 48 hours before the meeting.
5. 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, 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 and Regulation 44 of SEBI Listing Regulations.

   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 procedure and the instructions for availing remote e-voting facility is enclosed.

   The facility for voting through Ballot Papers will also be made available at the place of 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 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.**

### Item No. 4

The Members of the Company at their 37th Annual General Meeting (AGM) held on 21st September, 2013 had accorded consent to the appointment of Dr. Rajiv Kumar Gupta, IAS as Managing Director (MD) of the Company for a period commencing from 2.05.2013 until further orders from Government of Gujarat (GoG) with a stipulation that his period of office shall not exceed five years from the date of his appointment i.e. up to 1.05.2018. Accordingly, the tenure of Dr. Rajiv Kumar Gupta, IAS as MD was completed on 1.05.2018.

In exercise of the powers vested under Article 136 of the Articles of Association of the Company, the GoG has vide its Notification No. AIS/35.2018/24/G dated 12.07.2018 nominated Shri M.S. Dagur, Additional Chief Secretary, as Government Director on the Board of the Company for a period of two years effective 16.07.2018 (the date on which he assumed the charge of MD) and withdrawn the nomination of Dr. Rajiv Kumar Gupta, IAS as Government Director from the Board. Dr. Rajiv Kumar Gupta relinquished the charge of MD w.e.f. 15.07.2018 and hence he ceased to be the Director and MD of the Company from the said date.

The Board of Directors had in its meeting held on 9.08.2018 re-appointed Dr. Rajiv Kumar Gupta, IAS as MD of the Company for the intervening period from 2.05.2018 to 15.07.2018. In terms of the provisions of Section 196, 197, 203 read with Schedule-V to the Companies Act, 2013, the reappointment of Dr. Rajiv Kumar Gupta, IAS as MD of the Company and payment of remuneration / special pay, if any, to him as may be granted and conveyed by GoG are subject to the approval of Members in the General Meeting.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives 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 the Listing Regulations, 2015.

**Item No. 5**

In exercise of the powers vested under Article 136 of the Articles of Association of the Company, the GoG had vide its Notification No. AIS/35.2018/24/G dated 12.07.2018 nominated Shri M.S. Dagur, Additional Chief Secretary, as Government Director on the Board of the Company effective from the date he assumes the charge of Mananging Director for a period of two years. Shri M.S. Dagur had taken the charge of MD w.e.f. 16.07.2018.

In pursuance of Article 171 of the Articles of Association of the Company, the Board of Directors had in its meeting held on 9.08.2018 appointed Shri M.S. Dagur as MD of the Company for a period of two years commencing from 16.07.2018. The terms & conditions of appointment and payment of remuneration and providing of perquisite to Shri M.S. Dagur will be as may be prescribed and notified by GoG and as may be determined by the Board of Directors, provided that his period of office shall not exceed five years from the date of his appointment as stipulated in Section 196(2) of the Companies Act, 2013 and the remuneration / special pay, if any payable to him shall be subject to the limits specified under Schedule-V to the Companies Act, 2013.

In terms of the provisions of Section 196, 197, 203 read with Schedule-V to the Companies Act, 2013, the appointment of Shri M.S. Dagur as MD of the Company and payment of remuneration to him as may be granted and conveyed by GoG are subject to the approval of Members in the General Meeting.

The proposed resolution is for the aforesaid purpose and your Directors commend the same for your approval.

Except Shri M.S. Dagur, none of the Directors and Key Managerial Personnel of the Company and their relatives 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 the Listing Regulations, 2015.

**Item Nos. 6 and 7**

Pursuant to the provisions of Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, S/Shri Sunil Parekh (DIN 06992456) and Piruz Khambatta (DIN 00502565) were appointed as Independent Directors (IDs) on the Board at the 39th AGM held on 26th September, 2015 for a term of three consecutive years up to 30th September, 2018. Accordingly, their term of office will expire on that date.

In accordance with Section 149 (10)(11) of the Act, S/Shri Sunil Parekh and Piruz Khambatta are eligible for re-appointment as IDs for second term on passing a Special Resolution by the Company and disclosure of such appointment in its Board Report.

The Nomination & Remuneration Committee has on the basis of performance evaluation of the IDs, has recommended their re-appointment to the Board, for a second term of three consecutive years up to 30th September, 2021. The Board had in its meeting held on 9.08.2018 recommended their re-appointment as IDs to the Members for being considered at this AGM.

The Board believes that considering their expertise and experience and significant contribution made by them during their tenure of Directorship, the continued association of S/Shri Sunil Parekh and Piruz Khambatta would be beneficial to the Company. It is therefore, desirable to continue to avail their services as IDs on the Board. In the opinion of the Board, S/Shri Sunil Parekh and Piruz Khambatta fulfill the conditions for re-appointment as IDs as specified in the Act and Listing

Regulations and they are Independent of Management.

It is therefore, proposed to re-appoint S/Shri Sunil Parekh and Piruz Khambatta as IDs on the Board for a second term of three consecutive years up to 30th September, 2021, not liable to retire by rotation.

Shri Sunil Parekh is a renowned Management Consultant and presently he is Head of Strategy & Group Corporate Affairs, Zydus Group and Strategic Advisor to Jubilant Bhartia Group. Shri Piruz Khambatta is a leading Industrialist and currently is a Chairman and Managing Director of Rasna Pvt. Ltd. Their brief resumes are given in Annexure forming part of the Notice of this AGM.

The Company has received declarations from S/Shri Sunil Parekh and Piruz Khambatta confirming that they meet with the criteria of Independence as prescribed under Section 149(6) of the Act and Listing Regulations.

The Company has also received Notice in writing from a Member under Section 160 of the Act, proposing the candidature of S/Shri Sunil Parekh and Piruz Khambatta for the office of IDs. S/Shri Sunil Parekh and Piruz Khambatta are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Copy of the draft letters of appointment of S/Shri Sunil Parekh and Piruz Khambatta as IDs setting out the major terms & conditions of their re-appointment are available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Your Directors therefore, commend the Special Resolutions set-out at Item Nos.6 & 7 of the Notice for approval by the Members.

Except S/Shri Sunil Parekh and Piruz Khambatta, none of the Director(s) and Key Managerial Personnel of the Company and their relatives is / are 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 the Listing Regulations.

**Item No. 8**

The Board of Directors, on the recommendations of Audit Committee, in its meeting held on 29th May, 2017 approved the appointment of M/s Dalwadi & Associates, Cost Accountants, Ahmedabad (Firm Registration No.000338) as Cost Auditors of the Company for a period of three years from FY 2017-18 to 2019-20 at a remuneration of Rs.3.80 Lac per annum for FY 2017-18 and thereafter, increase of 10% every year up to FY 2019-20 plus out of pocket expenses and statutory levies for carrying out the cost audit work of the Company.

In accordance with the provisions of Section 148 of the Act, read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors has to be ratified by the Members of the Company. Accordingly, the remuneration of Rs.4.18 Lac payable to M/s Dalwadi & Associates for FY 2018-19 is required to be ratified by the Members at this AGM.

Your Directors therefore, 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 Regulation 36 of SEBI Listing Regulations.

**Inspection of Documents:**

All documents referred to in this Notice and 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.**

**T. J. Lakhmapurkar**
Company Secretary & General Manager (Legal)

**Registered Office:**

P.O. Narmadanagar, Dist.Bharuch:392 015
CIN:L24110GJ1976PLC002903
Tele No: (02642) 247001, 247002, Fax No: (02642) 247084
Email: investor@gnfc.in | Website: www.gnfc.in
Dated: 9th August, 2018

## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 42nd ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD - 2 ON "GENERAL MEETINGS":

### Shri V.D. Nanavaty

Shri V.D. Nanavaty (54) (DIN: 07431075) is a Director of the Company since 5th April, 2016. Shri Nanavaty is presently working as Executive Director & Chief Financial Officer of Gujarat State Fertilizers & Chemicals Ltd. He is a Commerce Graduate and holds 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. He is having rich experience of around 29 years in the fields 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 & Treasurer |
| 3. | GSFC Science Foundation | Trustee |
| 4. | Bhavnagar Energy Company Limited | Director |
| 5. | Gujarat Narmada Valley Fertilizers & Chemicals Limited | Director & Member of Audit Committee |
| 6. | GSFC Agrotech Limited. | Director |

He does not hold any equity shares in the Company. The details of Board Meetings attended by Shri V.D. Nanavaty during FY 2017-18 has been furnished in the "Report on Corporate Governance" forming part of the Annual Report - 2017-18.

### Dr. Rajiv Kumar Gupta, IAS

Dr. Rajiv Kumar Gupta, IAS (56) (DIN: 03575316) was Managing Director of the Company from 2.05.2013 to 15.07.2018. 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 GoG 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, Addl. Chief Secretary, Labour and Employment Department, Government of Gujarat.

Presently, he is Addl. Chief Secretary, Forests & Environment Department, Government of Gujarat.

Details of Directorship and Committee Chairmanship / Membership held prior to withdrawal of nomination as Government Director by GoG effective 15.07.2018:

| | | |
|---|---|---|
| 1. | Gujarat Narmada Valley Fertilizers & Chemicals Ltd. | Managing Director & Member of Stakeholders Relationship Committee |
| 2. | EcoPhos GNFC India Private Limited | Chairman |
| 3. | Gujarat NCode Solutions Ltd. | Chairman |
| 4. | The Fertilizer Association of India | Director |
| 5. | National Skill Development Corp. Ltd. | Director |

He did not hold any equity shares in the Company. The details of Board Meetings attended by Dr. Rajiv Kumar Gupta, IAS during FY 2017-18 has been provided in the "Report on Corporate Governance" forming part of the Annual Report - 2017-18.

### Shri M. S. Dagur

Shri M.S. Dagur, aged 60 years, is a very Senior IAS Officer of Government of Gujarat (GoG). He is MA in Political Science from University of Rajasthan, Jaipur and MBA from University of Birmingham, UK.

He has very rich and varied experience of 34 years and has held distinguished positions in various departments of GoG like Collector of Mehsana, Bhavnagar, Gandhinagar, Dang, Joint Secretary / Additional Secretary in the departments of Planning,

Civil Supplies, Panchayat and Tribal Welfare, Special Commissioner, Sales Tax Department, Commissioner, Trade & Commerce, Additional Chief Secretary, Social Justice and Empowerment, Ports, Forest & Environment, etc.

He was Managing Director of Gujarat Alkalies & Chemicals Ltd., Chief Executive Officer of Sardar Sarovar Narmada Nigam Ltd., Water Resources Department. He has attended many National and International Training Programmes and Seminars and has presented papers in many forums, including Foreign Institutes and IIM, Ahmedabad.

Prior to joining GNFC as Managing Director, he was Additional Chief Secretary, Home 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. | Sardar Sarovar Narmada Nigam Ltd. | Director |
| 3. | Dholera International Airport Co. Ltd. | Director |

He does not hold any equity shares in the Company.

**Shri Sunil Parekh**

Shri Sunil Parekh (62) (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. Shri Sunil Parekh is a renowned Management Consultant and presently he is Head of Strategy & Group Corporate Affairs, Zydus Group and Strategic Advisor to Jubilant Bhartia Group. He is founding curator, Hub of Global Shapers, Ahmedabad at World Economic Forum. He has over 32 years of professional experience, including 15 years of international exposure in Africa, Europe and USA and has led several business delegations to the USA. He is a Member of several Governing Councils and Trusts and is the Executive Chairman of the IIT-Delhi Alumni Association.

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

| | | |
|---|---|---|
| 1. | GVFL Ltd. | Director |
| 2. | Gujarat Narmada Valley Fertilizers & Chemicals Ltd. | Director & Member of Audit Committee |
| 3. | Dahej SEZ Ltd. | Director |

He does not hold any equity shares in the Company. The details of Board Meetings attended by Shri Sunil Parekh during FY 2017-18 has been provided in the "Report on Corporate Governance" forming part of the Annual Report - 2017-18.

**Shri Piruz Khambatta**

Shri Piruz Khambatta (50) (DIN: 00502565) is a Director of the Company since 10th October, 2014. He holds Bachelor Degree in Biochemistry and Law. He has attended several courses in Management at prestigious Wharton School, Philadelphia and IIM, Kolkatta. Shri Piruz Khambatta is a leading Industrialist and currently, he is a Chairman & Managing Director of Rasna Pvt. Ltd. He is actively involved in Industry affairs through various associations. He was 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 2016. He is currently Chairman, CII (Western Region). 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. He is Brand Ambassador of "Make in India" initiative of Government of India.

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

| | | |
|---|---|---|
| 1. | Rasna Private Ltd. | Chairman & Managing Director |
| 2. | Wajra O' Force Empowerment Foundation | Director |
| 3. | Gujarat Narmada Valley Fertilizers & Chemicals Ltd. | Director |
| 4. | Rasna Naturals Private Limited | Director |

He does not hold any equity shares in the Company. The details of Board Meetings attended by Shri Piruz Khambatta during FY 2017-18 has been provided in the "Report on Corporate Governance" forming part of the Annual Report - 2017-18.