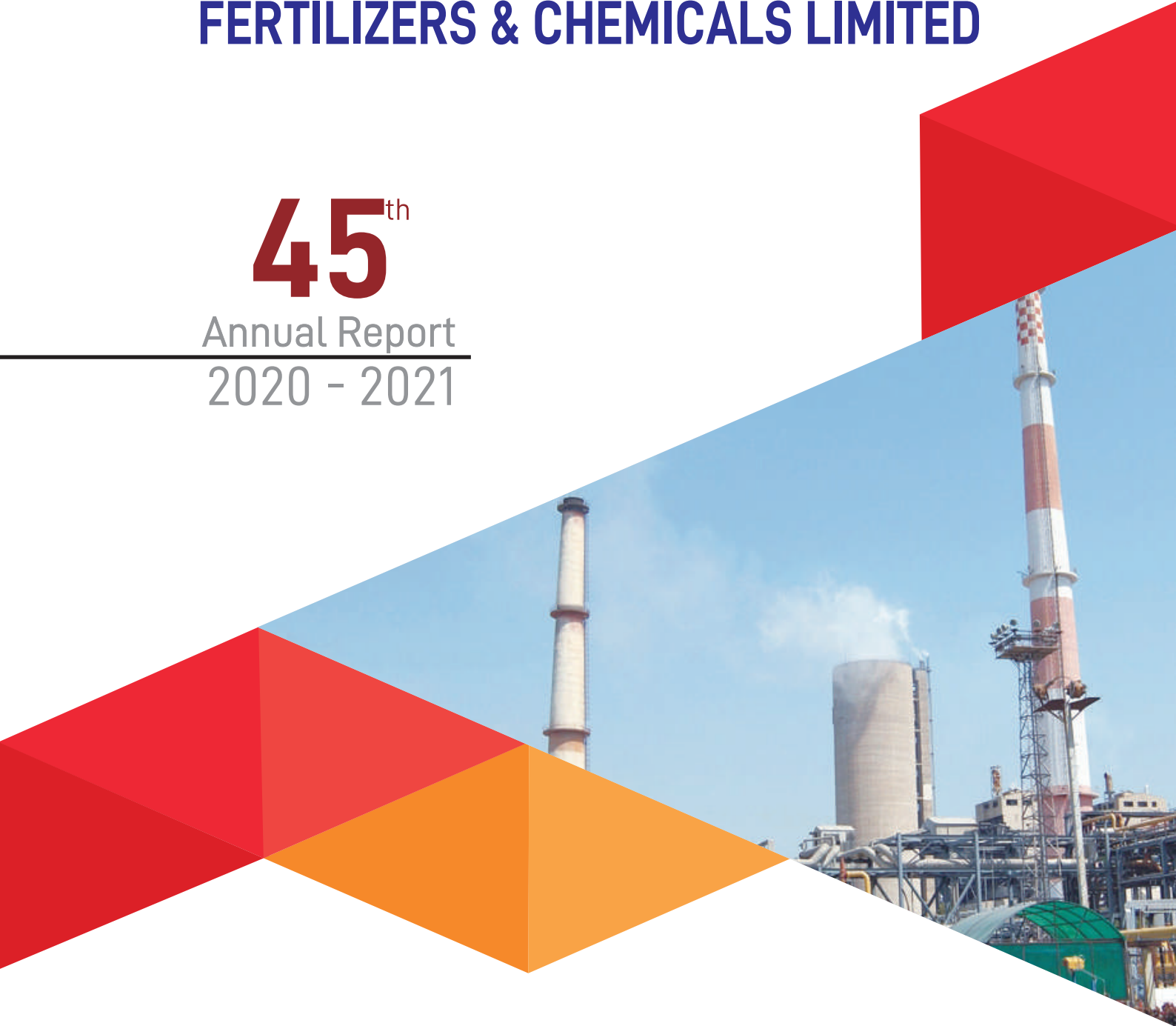




GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

45th

Annual Report
2020 - 2021



BOARD OF DIRECTORS

(As on 14-08-2021)

Shri Anil Mukim, IAS, Chairman
Shri Mukesh Puri, IAS
Smt. Gauri Kumar, IAS (Retd.)
Smt. Mamta Verma, IAS
Prof. Ranjan Kumar Ghosh
Shri Sunil Parekh
Shri Piruz Khambatta
Shri Pankaj Joshi, IAS, Managing Director

Statutory Auditors

M/s SRBC & Co. LLP.
Chartered Accountants
Ahmedabad

Secretarial Auditors

Shri Shalin Patel
Practicing Company Secretary
Vadodara

Cost Auditors

M/s Dalwadi & Associates
Ahmedabad

45th ANNUAL GENERAL MEETING

Date : 23rd September, 2021
Day : Thursday
Time : 3:00 PM
Venue : The Company is conducting Meeting through VC / OAVM pursuant to the MCA Circulars.
The deemed venue for the 45th AGM will be the Registered Office of the Company, at P.O. Narmadanagar - 392 015, District: Bharuch.

CORPORATE INFORMATION



Company Secretary & General Manager (Legal)

Shri A. C. Shah

Chief Financial Officer & General Manager

Shri D. V. Parikh

Registered Office

P.O. Narmadanagar - 392 015
Dist. Bharuch, Gujarat, INDIA
Website : www.gnfc.in

CONTENTS

	<u>Page No.</u>
Notice & Annexure to the Notice	...001
Directors' Report	...017
Management Discussion & Analysis	...052
Report on Corporate Governance	...067
Auditors' Report on Standalone Financial Statement	...089
Standalone Financial Statements	...098
Auditors' Report on Consolidated Financial Statement	...162
Consolidated Financial Statements	...170

TEN YEARS STANDALONE FINANCIALS AT A GLANCE

₹ Crore, except per share data

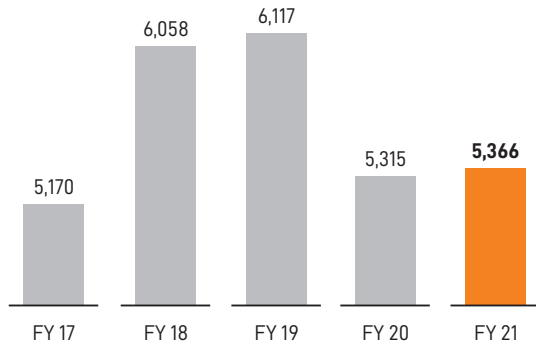
Particulars	FY 21	FY 20	FY 19	FY 18	FY 17	FY 16	FY 15	FY 14	FY 13	FY 12
KEY PROFIT AND LOSS ITEMS										
Total Revenue	5,366	5,315	6,117	6,058	5,170	5,098	4,988	5,196	4,527	4,062
EBITDA *	1,003	542	868	1,391	653	548	309	616	593	551
Finance Cost	20	5	6	100	203	297	275	92	63	34
Depreciation & amortization	272	264	263	270	251	251	209	145	149	131
Profit Before Tax	948	425	819	1,162	715	268	(452)	424	422	417
Tax	259	(74)	78	372	194	95	-	132	149	133
Profit After Tax	689	499	741	790	521	173	(452)	292	273	284
Total Comprehensive Income	839	357	680	750	561	162	-	-	-	-
KEY BALANCE SHEET ITEMS										
Fixed Assets (Net Block)	3,881	3,892	3,984	4,175	4,457	4,395	4,581	4,897	4,560	3,472
Investments	853	596	829	681	762	709	712	132	130	98
Cash, Bank & Deposits	1,851	472	395	16	13	10	16	173	221	300
Total Equity	5,984	5,223	4,997	4,458	3,802	3,278	3,115	2,946	2,717	2,507
Total borrowings	2	859	208	303	1,959	3,101	3,832	3,904	3,196	1,990
Deferred tax liabilities (net)	391	316	467	479	387	296	208	336	236	221
PER SHARE DATA										
Earnings (EPS)	44	32	48	51	34	11	(29)	19	18	18
Dividend	8.00	5.00	7.00	7.50	5.00	2.00	-	3.50	3.50	3.50
Dividend (%)	80	50	70	75	50	20	-	35	35	35
Book Value	385	336	322	287	245	211	200	190	175	161

* EBITDA stands for earning before interest, tax, depreciation & amortization and it is calculated as PBT+Depreciation+Finance Cost-Other income

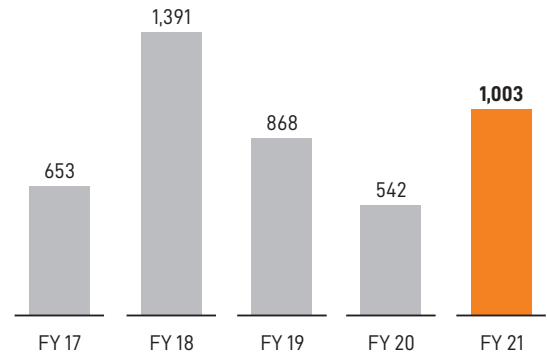
FINANCIAL TRENDS AND VALUE CREATION

₹ Crore, except per share data

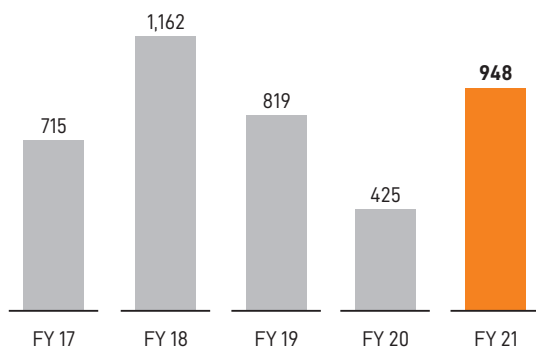
REVENUE



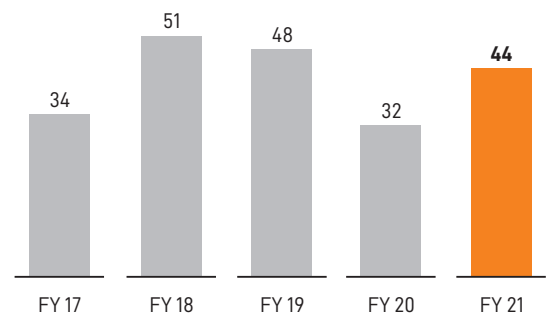
EBITDA



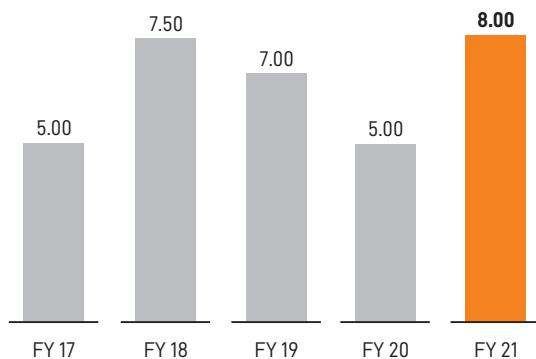
PROFIT BEFORE TAX



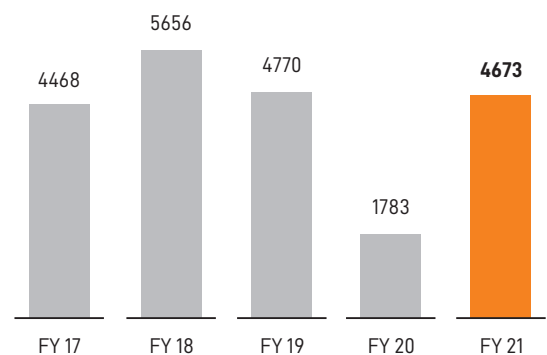
EARNINGS PER SHARE



DIVIDEND PER SHARE



MARKET CAPITALIZATION



NOTICE

NOTICE IS HEREBY given that the **45th Annual General Meeting (AGM) of the Members of Gujarat Narmada Valley Fertilizers & Chemicals Limited will be held at 3.00 PM on Thursday the 23rd September, 2021** through two-way Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM') 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, 2021 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, 2021.
3. To appoint a Director in place of Smt. Mamta Verma, IAS (DIN: 01854315), who retires by rotation and being eligible offer herself for re-appointment.
4. To consider and, if thought fit, to pass 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, (the Act) read with the Companies (Audit and Auditors) Rule, 2014, (the Rules) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of Audit Committee and the Board of Directors of the Company, M/s Suresh Surana & Associates LLP, Mumbai (Indian Member firm of RSM International) (Firm Registration No.121750W/W-100010), be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Meeting to hold such Office for a consecutive period of five years till the conclusion of 50th Annual General Meeting of the Company, upon such terms as to remuneration per annum plus certification fees, applicable taxes and reimbursement of reasonable out of pocket expenses actually incurred by them during the course of Audit, as may be determined by the Board of Directors, based on the recommendation of Audit Committee, in consultation with the Statutory Auditors, from time to time."

SPECIAL BUSINESS:

5. **Appointment of Prof. Ranjan Kumar Ghosh (DIN: 08551618) 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, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable Regulations of the Securities and 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, Prof. Ranjan Kumar Ghosh (DIN: 08551618) who was appointed as an Additional Director (Independent Category) w.e.f 29th October, 2020 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act 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, 2024 and that he shall not be liable to retire by rotation."

6. **Appointment of Shri. Mukesh Puri, IAS (DIN: 03582870) 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 pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Shri Mukesh

Puri IAS (DIN: 03582870) who was appointed as Additional Director of the Company by the Board of Directors w.e.f 7th January, 2021 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company (AoA) and who holds Office of Director up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. Ratification of remuneration payable to Cost Auditors of the Company for the financial year 2021-22:

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 (the Act) 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 ₹ 4,59,800/- (Rupees Four Lakhs Fifty Nine Thousand Eight Hundred 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, 2022, 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.**

CS A C SHAH
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: 14th August, 2021

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars'), and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars'), have permitted the holding of Annual General Meeting through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars, the 45th AGM of the Company is being held through VC / OAVM on Thursday the 23rd September, 2021 at 3.00 PM (IST). The deemed venue for the 45th AGM will be the Registered Office of the Company, at the Board Room, P.O. Narmadanagar - 392 015, District: Bharuch.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll on his/her behalf and such a proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Business under Item Nos.5 to 7 set out above is annexed hereto. The information required to be furnished under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.
5. Kfin Technologies Private Limited ("Kfintech"), the Registrar & Transfer Agents (RTA) of the Company, will be providing the facility for participation in the 45th AGM through VC/OAVM and e-voting during the 45th AGM. The procedure and instructions for participating in the 45th AGM through VC/OAVM and remote e-voting at the 45th AGM are provided as part of this Notice.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 21st August, 2021 to Wednesday, the 25th August, 2021 (both days inclusive).

A. ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

- i) In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 45th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
- ii) Members holding shares in physical mode and who have not updated their email addresses are requested to update their email addresses with the Company's RTA by writing at einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may also write to investor@gnfc.in.
- iii) The Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at www.gnfc.in, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and is also available on the website of e-voting agency M/s KFin Technologies Private Limited at the website address <https://evoting.kfintech.com>

B. INSTRUCTIONS TO SHAREHOLDERS FOR PARTICIPATING IN THE AGM THROUGH VC/OAVM AND FOR E-VOTING

- i) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members, the facility to exercise their right to vote on resolutions proposed to be considered at the 45th AGM by electronic means through e-voting. The facility of casting the votes by the members using an electronic voting system for the 45th AGM ("remote e-voting/ e-voting") will be provided by Kfin Technologies Private Limited ("Kfintech").
- ii) Pursuant to the MCA Circulars and SEBI Circulars, in view of the prevailing situation, the Notice of the 45th AGM and the Annual Report for the year 2020-21 (including therein the Audited Financial Statements for year 2020-21), are being sent only by email to the Members whose email addresses are registered with the Company / Depositories / RTA. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered with their DP or RTA for electronic and Physical folios respectively, in the manner stated below. Process for registration of email address for obtaining Annual Report (if not received by the Member) and/or obtaining user ID/password for e-voting and process for updation of bank account mandate for receipt of dividend are stated as hereunder:

Type of holder	Process to be followed	
	Registering email address	Updating bank account details
Physical Holding	Send a written request to the RTA of the Company, KFin Technologies Private Limited at Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, providing Folio Number, name of member, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), AADHAAR (self-attested copy of Aadhaar card) for registering email address.	<p>Send a written request to the RTA of the Company, KFin Technologies Private Limited at Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, providing Folio Number, name of member, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), AADHAAR (self-attested copy of Aadhaar card) and self-attested copy of the cancelled cheque leaf bearing the name of the first holder for updating bank account details.</p> <p>The following additional details / documents need to be provided in case of updating bank account details:</p> <ul style="list-style-type: none"> • Name and branch of the bank in which you wish to receive the dividend, the bank account type • Bank account number allotted by their banks after implementation of core banking solutions • 9-digit MICR Code Number • 11-digit IFSC
Demat Holding	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

- iii. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence, the Notice & Annual Report could not be serviced, may temporarily get their email addresses registered with the Company's RTA- Kfintech, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and follow the registration process. Post successful registration of the email address, the shareholder would get a soft copy of the Notice & Annual Report and the procedure for e-voting along with the User ID and Password to enable e-voting for the 45th AGM. If you are already registered with Kfintech for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- iv. It is clarified that for permanent registration of email address, the members are requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA, Kfin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032, India, by following due procedure.
- v. Those members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA- Kfintech, to enable servicing of Notices / documents / Annual Reports and other communications electronically to their email address.
- vi. The e-voting portal will open for voting on Monday, September 20, 2021 at 9:00 am and shall end on Wednesday, September 22, 2021 at 5:00 pm. inclusive of both days. During this period, the members of the Company holding shares either in physical form or dematerialised form, as on the cut-off date of Thursday, September, 16, 2021 may cast their vote electronically. The e-voting module will be disabled by Kfintech on Wednesday, September 22, 2021, post 5.00 P.M. (IST). Once vote on a resolution is cast by the member, members shall not be allowed to change it subsequently or cast the vote again.
- vii. The Company has appointed Shri J J Gandhi, Practicing Company Secretary (FCS 3519 and CP No. 2515) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- viii. A member may participate in the 45th AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the meeting.
- ix. The Scrutinizer shall unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the 45th AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- x. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gnfc.in and on the website of Kfintech <https://evoting.kfintech.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, Mumbai
- xi. In case a person has become a Member of the Company after dispatch of the Notice but on or before the cut-off date for e-voting i.e Thursday, September, 16, 2021 he/she may obtain the User ID and Password in the manner stated below. Institutional/ Corporate shareholders may write to Kfintech at einward.ris@kfintech.com.

INSTRUCTION FOR REMOTE E-VOTING

In case of Physical Shareholders & Non-Individual (Physical / Demat):

If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-voting Event number + Folio No. (in case of physical shareholders) / DP ID Client ID (in case of Demat shareholders) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> XXX1234567890

- a) If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "forgot password" and enter Folio No./ DP ID Client ID and PAN to generate a password.
- b) Member may call Kfin toll free number 1-800-3094-001 for all e-voting related matters (from 9.00 a.m. to 6.00 p.m. on all working day).
- c) Member may send an email request to einward.ris@kfintech.com for all e-voting related matters.

If the member is already registered with Kfin e-voting platform, then he can use his existing User ID and password for casting the vote through remote e-voting.

The remote e-voting facility will be available during the following period

Commencement of remote e-voting	From 9:00 a.m. (IST) on Monday, September 20, 2021.
End of remote e-voting	At 5:00 p.m. (IST) on Wednesday, September 22, 2021

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/ blocked by Kfin upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

Login method for e-voting:

As per the SEBI circular dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-voting facility.

NSDL	CDSL
<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: ** <ol style="list-style-type: none"> a) URL: https://eservices.nsd.com b) Click on the "Beneficial Owner" icon under 'IDeAS' section. c) On the new page, enter existing User ID and Password. Post successful authentication, click on "Access to e-voting". d) Click on the company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> a) To register click on link : https://eservices.nsd.com (Select "Register Online for IDeAS").or https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp b) Proceed with completing the required fields. <p>** (Post registration completion, follow the process as stated in point no.1 above)</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest ** <ol style="list-style-type: none"> a) URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com b) Click on New System Myeasi. c) Login with user ID and password. d) Option will be made available to reach e-voting page without any further authentication. e) Click on e-voting service provider name to cast your vote. 2. User not registered for Easi/Easiest. <ol style="list-style-type: none"> a) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration b) Proceed with completing the required fields. <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p>