



GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

Registered Office: P.O.: Narmadanagar - 392 015, Dist.: Bharuch, Gujarat, INDIA

CIN: L24110GJ1976PLC002903. Tele Nos.: (02642) 247001, 247002

E-mail: investor@gnfc.in, Website: www.gnfc.in

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108, 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, October 07, 2026 at 9:00 AM (IST)	Thursday, November 05, 2026 at 5:00 PM (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide its General Circulars, including General Circular No. 03/2025 dated September 22, 2025 to transact the Special Business set out hereunder by passing the Resolution as an Ordinary Resolution by way of postal ballot through remote electronic voting ('remote e-voting') only.

Pursuant to provisions of Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of KFin Technologies Limited ('KFinTech / RTA') for the purpose of providing remote e-voting facility to its members. This Notice is also available on the website of the Company www.gnfc.in

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Thursday, November 05, 2026. The remote e-voting facility will be disabled by KFinTech immediately thereafter.

SPECIAL BUSINESS

1. Approval of the appointment of Shri Sanjeev Kumar, IAS (DIN: 03600655) as a Director and as the Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 including Regulation 17(1C) and other applicable provisions of the Listing Regulations (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles 136, 171 and 173 of the Articles of Association of the Company, and based on Notification No. AIS/35.2026/37/Ser(I) dated September 05, 2026 of the Government of Gujarat (GoG), General Administration Department, by which the Government of Gujarat has, in exercise of its entitlement, nominated and appointed Shri Sanjeev Kumar, IAS (DIN: 03600655) as a Director of the Company as well as on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company as a Director and as the Managing Director, designated as Key Managerial Personnel (KMP) of the Company with effect from September 09, 2026, the approval of the members of the Company be and is hereby accorded to the said appointment of Shri Sanjeev Kumar, IAS (DIN: 03600655), who is not disqualified to

become a Director under the Act and the Rules made thereunder, on the Board of Directors of the Company, and to his appointment as a Director and as the Managing Director of the Company with effect from September 09, 2026 until further orders from the GoG, subject to the limit of five (05) years, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the approval of members of the Company be and is hereby accorded 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 GoG to Shri Sanjeev Kumar, IAS (DIN: 03600655), as a Director and as the Managing Director of the Company during the aforesaid period, on such terms and conditions as prescribed and notified by GoG from time to time, subject to the same not exceeding the limits prescribed under Section 197 read with Schedule V to the Act.”

“RESOLVED FURTHER THAT Shri Sanjeev Kumar, IAS (DIN: 03600655), 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.”

“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.”

By Order of the Board of Directors
For Gujarat Narmada Valley Fertilizers & Chemicals Limited
Sd/-
Rajesh Pillai
Company Secretary & Compliance Officer

Registered Office:
P.O.: Narmadanagar, Dist.: Bharuch: 392 015
CIN: L24110GJ1976PLC002903
Tele No.: (02642) 247001, 247002
Email: investor@gnfc.in
Website: www.gnfc.in
Date: September 30, 2026
Place: Bharuch

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Act read with the Rules, setting out all material facts relating to the Resolution mentioned in this Notice is attached. The information required to be furnished under Regulation 36(3) of Listing Regulations and SS-2, in respect of person(s) seeking appointment as Director is also annexed.
2. In accordance with the MCA Circulars, this Notice is being sent only by electronic mode to those members whose names appear on the Register of members / List of Beneficial Owners as on (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depositories / RTA. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not sent to members for this Postal Ballot.
3. Only those members whose names are appearing in the Register of members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only.
4. In compliance with the MCA Circulars, the Notice 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).
5. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
6. Members holding shares in physical mode and who have not updated their email address are requested to update their email address with the Company’s RTA by sending an email 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 dematerialized 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

7. This Notice 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 KFinTech at <https://evoting.kfintech.com>
8. In light of the MCA Circulars, members who have not registered their email address and in consequence, the Notice could not be serviced, may temporarily get their email address registered with the RTA, by clicking the link <https://ris.kfintech.com/client services/mobile reg/mobile email reg.aspx> and follow the registration process. Post successful registration of the email address, the shareholder would get the Notice and the procedure for e-voting along with the User ID and Password to enable e-voting. 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.
9. It is clarified that for permanent registration of email address, the members are requested to register their email address by following procedure as mentioned in point no. 6 herein above.
10. Those members who have already registered their email address are requested to keep their email address validated with their DP / the Company's RTA, to enable servicing of Notice electronically to their registered email address.
11. The Company has appointed CS 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.
12. The Scrutinizer will submit his report to the Chairman or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days of the conclusion of the remote e-voting, i.e. on or before Monday, November 09, 2026. The Scrutinizer's decision on the validity of votes cast will be final.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gnfc.in and on the website of KFinTech <https://evoting.kfintech.com> immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be submitted to BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed, within two working days of the conclusion of the remote e-voting in terms of Regulation 44(3) of the Listing Regulations.
14. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, November 05, 2026.

15. Important Communication for shareholders:

Updation of bank account details: Shareholders holding shares in demat mode are requested to update with their respective depository participants, their correct core banking account number, including 9-digit MICR Code and 11-digit IFSC Code, e-mail ID and mobile no(s). Shareholders holding shares in physical form may communicate such details to the RTA of the Company.

Updation of PAN, e-mail address and other details: Shareholders holding shares in demat mode are requested to update their records such as tax residential status, PAN, registered email addresses, mobile numbers and other details with their respective depository participants. Shareholders holding shares in physical mode are requested to furnish these details to the RTA of the Company.

Shareholders holding shares in physical form:

Pursuant to SEBI's Circular Nos.: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, Member(s) holding shares in physical mode need to update their KYC details (including PAN/contact details, bank details, nomination details, specimen signature) with the Company and effective from April 1, 2024, in case on non-compliant folio(s) relating to above said details, payment of dividend will only be made through electronic mode.

Thus, Member(s) holding shares in physical mode and not yet updated the above details are requested to get updated KYC details including bank account details, etc. with the Company / the Company's RTA.

Transfer permitted only in demat mode: SEBI has mandated that securities of listed companies can be transferred only in demat form. Therefore, shareholders are advised to dematerialize shares held by them in physical form at the earliest.

Availing nomination facility: Shareholders holding shares of the Company, especially in a single name (i.e. no joint holding) are requested to nominate any other individual in respect of their demat account.

Special Window for transfer and dematerialisation of physical securities: Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, a special window was opened for re-lodgment of transfer deeds of physical securities. Further, with a view to facilitate investors, SEBI, vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has decided to open another special window for a period of one year, from February 05, 2026 to February 04, 2027, for transfer and dematerialisation of physical securities which were sold or purchased prior to April 01, 2019, where transfer requests could not be

processed earlier due to deficiencies, rejection, or pendency. Accordingly, such shareholders may refer to this Circular available on the website of the Company at https://www.gnfc.in/special-window-for-transfer-dematerialisation-ofphysical_securities/ and re-lodge their requests within the said special window. After following the due process, securities shall be issued only in demat mode.

PROCEDURE FOR E-VOTING:

1. E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated October 06, 2023) on e-Voting Facility provided by Listed Entities, 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 Id in their demat accounts in order to access e-voting facility. The Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolution by electronic means.
- ii. The e-voting facility will be available during the following period:

Commencement of remote e-voting	Wednesday, October 07, 2026 at 9:00 AM (IST)
End of remote e-voting	Thursday, November 05, 2026 at 5:00 PM (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

- iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.

2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

3. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

As per SEBI circular on e-Voting Facility provided by Listed Entities dated December 9, 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

NSDL	CDSL
1. User already registered for IDeAS facility: - URL: https://eservices.nsdl.com - Click on the “Beneficial Owner” icon under ‘IDeAS’ section. - On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-voting”. - Click on 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** - To register click on link : https://eservices.nsdl.com (Select “Register Online for IDeAS”) or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields. **(Post registration completion, follow the process as stated in point no.1 above) 3. First time users can visit the e-voting website directly and follow the process below: - URL: https://www.evoting.nsdl.com - Click on the icon “Login” which is available under ‘Shareholder / member’ section. - Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. - Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. - Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.	1. Existing user who have opted for Easi / Easiest - URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com - Click on New System Myeasi. - Login with user ID and password. - Option will be made available to reach e-voting page without any further authentication. - Click on e-voting service provider name to cast your vote. 2. User not registered for Easi / Easiest** - Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration - Proceed with completing the required fields. **(Post registration is completed, follow the process as stated in point no.1 above) 3. First time users can visit the e-voting website directly and follow the process below: - URL: www.cdslindia.com - Provide demat Account Number and PAN No. - System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. - After successful authentication, user will be provided links for the respective Electronic Service Provider (ESP) where the e-voting is in progress. - Click on company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for “**e-Voting**” will be available once they have successfully logged-in through their respective logins. Click on the option “**e-Voting**” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against Gujarat Narmada Valley Fertilizers & Chemicals Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 or 022-2499 7000.	members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

C. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

- I. A. Members whose email address are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password:
 - a) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - b) Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your votes.
 - c) After entering the details appropriately, click on LOGIN.

- d) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt the member to select the e-voting Event Number "EVENT" for **"Gujarat Narmada Valley Fertilizers & Chemicals Limited"**.
 - g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date Thursday, October 01, 2026 , under "FOR / AGAINST" or alternatively, member may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed their total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - h) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - i) Members may then cast their vote by selecting an appropriate option and click on "SUBMIT".
 - j) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a member confirms, he/she will not be allowed to modify. During the voting period, members can login any number of times till they have voted on the Resolutions.
 - k) Upon confirmation, the message 'Vote cast successfully' will be displayed. Once you have confirmed your vote on the resolution, you cannot modify your vote.
 - l) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI. Etc.) are also required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at jjgandhics@gmail.com with a copy marked to evoting@kfintech.com The scanned image of the above mentioned documents should be in the naming format **"Gujarat Narmada Valley Fertilizers & Chemicals Limited_EVENT NO."**
- B. Members whose email IDs are not registered with the Company / Depository Participant(s) and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:
- a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to submit their e-mail and other KYC details (Income-tax PAN, Postal address with PIN, mobile number, bank details, signature) in Form ISR-1 and ISR-2 to RTA of the Company.

- b) Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) where they maintain their demat accounts.
 - c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
 - d) Follow the instructions at I.(A). (a) to (l) to cast your vote.
- II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:
- a) 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. or DP ID Client ID to 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX123456789
 - b) If e-mail 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. or DP ID Client ID and Income-Tax PAN to generate password.
 - c) Member may call on KFinTech’s toll-free numbers 1800-309-4001 (from 9:00 a.m. IST to 6:00 p.m. IST on all working days).
 - d) Member may send an e-mail request to inward.ris@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
 - e) If the member is already registered with KFinTech’s e-voting platform, then he/she/it can use his/her/its existing password for logging-in.
- IV. In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting : <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.

- V. Members are requested to note the following contact details for addressing e-voting related grievances:

KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032.
Toll-free Nos.: 1800-309-4001
(from 9:00 a.m. IST to 6:00 p.m. IST on all working days)

PROCEDURE FOR INSPECTION OF DOCUMENTS:

All documents referred to in this Notice and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, will be available for inspection in electronic mode up to the last date of voting. Members seeking to inspect such documents may send an e-mail to investor@gnfc.in

ANNEXURE TO THE NOTICE

As required by section 102 of the Companies Act, 2013 and pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings, the following explanatory statement set out all material facts relating to business mentioned under item no. 1 of the accompanying Notice:

Item No.1:

Approval of the appointment of Shri Sanjeev Kumar, IAS (DIN: 03600655) as a Director and as the Managing Director of the Company

The Government of Gujarat ('GoG'), in exercise of its entitlement under Article 136 of the Articles of Association of the Company, has vide its Notification No. AIS/35.2026/37/Ser(I) dated September 05, 2026 issued by the General Administration Department nominated and appointed Shri Sanjeev Kumar, IAS (DIN: 03600655) as a Government Director on the Board of Directors of the Company and assigned to him the additional charge of the post of Managing Director, until further orders, vice Shri Rajkumar Beniwal, IAS in respect of the said post. Article 136 entitles the GoG to nominate and appoint three Directors on the Board of the Company, in writing, and provides that a Director so appointed shall not be liable to retire by rotation and shall not be liable to be removed by the Company. The said appointment is within the limit prescribed by that Article.

Shri Rajkumar Beniwal, IAS (DIN: 07195658) relinquished charge of the post of Managing Director on September 09, 2026 and, by his letter of even date, tendered his resignation, and accordingly ceased to hold that office with effect from that date. Shri Sanjeev Kumar, IAS thereupon assumed charge of the post of Managing Director with effect from September 09, 2026, and holds office as a Director of the Company with effect from that date by virtue of the aforesaid Notification. The requisite disclosures have been made to the Stock Exchanges under Regulation 30 of the Listing Regulations.

Regulation 17(1C) of the Listing Regulations requires the approval of the members for the appointment of a person on the Board of Directors to be taken at the next General Meeting or within three months from the date of appointment, whichever is earlier. The appointment having taken effect from September 09, 2026, such approval is required to be obtained on or before December 08, 2026, and is accordingly sought by means of this Postal Ballot.

The Board of Directors, at its meeting held on September 16, 2026, took on record the appointment of Shri Sanjeev Kumar, IAS (DIN: 03600655) as a Director of the Company made by the GoG under Article 136 with effect from September 09, 2026 and, on the recommendation of the Nomination and Remuneration Committee dated September 10, 2026 and in consultation with the GoG, approved his appointment as a Director and as the Managing Director of the Company, designated as Key Managerial Personnel, with effect from September 09, 2026, under Article 171 of the Articles of Association read with Sections 196, 197 and 203 of the Companies Act, 2013, to hold office until further orders of the GoG, subject to a maximum period of five (05) years.

Shri Sanjeev Kumar, IAS (DIN: 03600655) holds the additional charge of the post of Managing Director and draws his pay and allowances from the GoG. Accordingly, no remuneration is presently payable to him by the Company as a Director and as the Managing Director, and he is not entitled to any sitting fees for attending meetings of the Board or of its Committees. He will, however, be paid such remuneration / special pay on the terms and conditions as may be prescribed and notified by the GoG from time to time, subject to the same not exceeding the limits prescribed under Section 197 read with Schedule V to the Act and Regulation 17(6)(e) of the Listing Regulations.

The Company has, inter-alia, received from Shri Sanjeev Kumar, IAS (DIN: 03600655) consent to act as Director in Form DIR-2; declaration in Form DIR-8 and declaration under Section 164(2) of the Act that he is not disqualified from being appointed as a Director; declaration under Regulation 17(1B) of the Listing Regulations read with SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he is not debarred from holding the office of Director by any order of SEBI or any other authority; disclosure of interest in Form MBP-1 under Section 184(1) of the Act; and confirmation that his Director Identification Number is active and that the number of directorships held by him is within the limits prescribed under Section 165 of the Act and Regulation 17A of the Listing Regulations.

This may be treated as a written memorandum setting out terms and conditions of appointment of Shri Sanjeev Kumar, IAS (DIN: 03600655) as a Director and as the Managing Director as per Section 190 of the Act.

Shri Sanjeev Kumar, IAS (DIN: 03600655) is a 1998 batch Indian Administrative Service (IAS) officer from Gujarat Cadre. He currently serves as the Principal Secretary to the Chief Minister of Gujarat.

In terms of the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act read with Schedule-V of the Act, the appointment of Shri Sanjeev Kumar, IAS (DIN: 03600655) as a Director and as the Managing Director of the Company and payment of remuneration, Special pay, if any, is subject to the approval of Shareholders in this Postal Ballot. Accordingly, your Directors commend the proposed Resolution for your approval.

Shri Sanjeev Kumar, IAS (DIN: 03600655) is not related to any of the Director or Key Managerial Personnel of the Company, in terms of Section 2(77) of the Act.

Brief details of Shri Sanjeev Kumar, IAS (DIN: 03600655) viz. qualification, experience, expertise etc. are provided in the “**Annexure – I**” forming part of this notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

The Nomination and Remuneration Committee has reviewed the capabilities of Shri Sanjeev Kumar, IAS (DIN: 03600655) vis-a-vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board. In the opinion of Nomination and Remuneration Committee and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company. Therefore, it would be of immense benefit to the Company and it is desirable to appoint him as a Director and as the Managing Director.

Except Shri Sanjeev Kumar, IAS (DIN: 03600655), being an appointee, 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 resolution set out at item No. 1 of the accompanying Notice.

By Order of the Board of Directors
For Gujarat Narmada Valley Fertilizers & Chemicals Limited
Sd/-
Rajesh Pillai
Company Secretary & Compliance Officer

Registered Office:
P.O.: Narmadanagar, Dist.: Bharuch: 392 015
CIN: L24110GJ1976PLC002903
Tele No.: (02642) 247001, 247002
Email: investor@gnfc.in
Website: www.gnfc.in
Date: September 30, 2026
Place: Bharuch

Details of Director seeking appointment

Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure) Regulations, 2015 and Secretarial Standards-2 on General Meetings

Particulars	Shri Sanjeev Kumar, IAS
DIN	03600655
Age	56
Date of first appointment on the Board	September 09, 2026
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Expertise in specific functional areas	Shri Sanjeev Kumar, IAS is currently serving as the Principal Secretary to the Chief Minister of Gujarat. He is a 1998-batch officer of the Indian Administrative Service (IAS) from the Gujarat cadre. With over 27 years of experience in public administration, he has been a key driver in promoting sustainable development across various sectors, including finance, energy, petrochemicals, and environmental governance. He has served in various capacities in the Panchayats and Rural Development, Finance, General Administration (Planning), Commercial Taxes, Energy & Petrochemicals, Forest & Environment and Climate Change, and Urban Development and Urban Housing Departments, and in listed State Public Sector Undertakings, which has given him an in-depth understanding of various sectors and of grassroots issues. In his career of over 27 years as an IAS officer, he has developed a people-centric, growth oriented approach to governance, focusing on strategic planning and development.
Qualification(s)	He has completed his B.Tech. (Hons.) at IIT Kharagpur and his M.P.A. at the Hubert H. Humphrey School of Public Affairs, University of Minnesota, USA.
Number of Shares held in the Company as on date of Notice (including Beneficial Interest)	NIL

Particulars	Shri Sanjeev Kumar, IAS
Directorships held in other companies as on the date of this Notice	- Ahmedabad Police And Fire Games Organisation - Gujarat State Police Housing Corporation Limited
Listed entities from which the person has resigned in the past three years	- Gujarat Green Revolution Company Limited - Gujarat State Forest Development Corporation Limited - Gujarat State Fertilizers & Chemicals Limited - Gujarat Narmada Valley Fertilizers & Chemicals Limited
Chairmanship / membership of Committees of the Board of listed entities in which he is a Director as on the date of this Notice	Gujarat Narmada Valley Fertilizers & Chemicals Limited - Audit Committee- Member - Corporate Social Responsibility Committee- Member - Risk Management Committee- Member - Project Committee- Member - Human Resource Development Committee- Chairman
Key Terms and conditions for appointment	As set out in the Resolution and the Explanatory Statement at Item No. 1 of this Notice.
Remuneration proposed to be paid	No remuneration is presently payable by the Company. He draws his pay and allowances from the Government of Gujarat, and will be paid such remuneration / special pay, if any, as may hereafter be granted and conveyed by it, subject to the limits under Section 197 read with Schedule V to the Act and Regulation 17(6)(e) of the Listing Regulations.
Last drawn remuneration	NIL

Particulars	Shri Sanjeev Kumar, IAS
Skills and capabilities required for the role and the manner in which Director meets such requirements	Please refer explanatory statement for Item No. 1 forming part of this Notice.
Number of meetings of the Board of Directors attended during the financial year 2026-27 (after appointment)	1
Number of meetings of the Board of Directors held during the financial year 2026-27 after his appointment	1