

## NOTICE OF EXTRAORDINARY GENERAL MEETING THE FERTILISER ASSOCIATION OF INDIA

(Company Limited by Guarantee)

Licensed Under Section 26 of the Indian Companies Act, 1913 corresponding to  
Section 8 of the Companies Act 2013:

Regd. Office: FAI House, 10, Shaheed Jit Singh Marg, New Delhi 110067, INDIA

CIN: U85300DL 1955NPL002999

Phone No. : 011-46005204, 011-26567144

Email: [secy@faidelhi.org](mailto:secy@faidelhi.org), website: [www.faidelhi.org](http://www.faidelhi.org)

Notice is hereby given that pursuant to the provisions of the Companies Act, 2013 and MCA circular dated 05.05.2020 read with other circulars dated 08.04.2020, 13.04.2020, 31.12.2020 and 13.1.2021, considering the current situation of pandemic, the Company is intending to conduct the Extraordinary General Meeting (EGM) of the Members of The Fertiliser Association of India (FAI) on Monday, the 28<sup>th</sup> June, 2021 at 11.30 a.m. through Video Conference (VC) in accordance with the provisions of aforesaid circulars to transact the following business:

### SPECIAL BUSINESS

1. Ratification of Appointment of Directors in Casual Vacancy and their appointment as Rotational Directors:

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

(i) "RESOLVED THAT pursuant to the provisions of Section 149, 152, 161(4), and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, appointment of Mr. S.P. Yadav (DIN: 06900056) representing M/s Gujarat State Fertilizers and Chemicals Limited (GSFC), as a Director, w.e.f. 29.05.2021, in place of Mr. Arvind Agarwal, by the Board of Directors of FAI and who holds office upto the date of this General Meeting, be and is hereby approved."

(ii) "RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, Mr. S.P. Yadav (DIN: 06900056) representing M/s Gujarat State Fertilizers and Chemicals Limited (GSFC), who holds office upto the date of this General Meeting be and is hereby appointed as a Director of the company to represent the interests of nitrogenous and complex fertilizer manufacturers, whose period of office will be liable to determination by retirement by rotation."

(iii) "RESOLVED THAT pursuant to the provisions of Section 149, 152, 161(4), and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, appointment of Mr. Gaurav Mathur (DIN: 07610237) representing M/s Chambal Fertilisers and Chemicals Limited (CFCL), as a Director, w.e.f. 29.05.2021 in place of Mr. Anil Kapoor, by the Board of Directors of FAI, and who holds office up to the date of this General Meeting, be and is hereby approved."

(iv) "RESOLVED THAT pursuant to the provisions of

Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, Mr. Gaurav Mathur (DIN: 07610237) representing M/s Chambal Fertilisers and Chemicals Limited (CFCL), who holds office, up to the date of this General Meeting be and is hereby appointed as a Director of the company to represent the interests of nitrogenous and complex fertilizer manufacturers, whose period of office will be liable to determination by retirement by rotation."

(v) "RESOLVED THAT pursuant to the provisions of Section 149, 152, 161(4), and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, appointment of Mr. Rohit Pathak (DIN 0008539796) representing M/s Hindalco Industries Ltd, as a Director w.e.f. 29.05.2021 in place of Mr. Praveen Kumar Maheshwari, by the Board of Directors of FAI, and who holds office up to the date of this General Meeting, be and is hereby approved."

(vi) "RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, Mr. Rohit Pathak (DIN 0008539796) representing M/s Hindalco Industries Ltd, who holds office up to the date of this General Meeting be and is hereby appointed as a Director of the company to represent the interests of nitrogenous and complex fertilizer manufacturers, whose period of office will be liable to determination by retirement by rotation."

### 2. Appointment of Director General (DG)

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

"RESOLVED THAT in pursuant to the provisions of Section 196 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, and in accordance with Schedule V of Companies Act, 2013 and all applicable provisions and guidelines for the managerial remuneration issued by the Central Government from time to time, the Company hereby accords its consent and approval to the extension of the tenure of Mr. Satish Chander, (DIN: 00276346) as Director General, designated as Managing Director under the Companies Act, 2013, for a period of one year effective from 11<sup>th</sup> June, 2021 on the existing terms and conditions as approved by the Board of Directors of FAI at its meeting held on 29<sup>th</sup> May, 2021, and as per the details given in the explanatory note in the notice convening this Extraordinary General Meeting."

### 3. Amendment of Articles of Association of FAI

To consider and, if thought fit, to pass, with or without modification(s) the following resolution As a Special Resolution in respect of amendment of the Articles of Association of the Fertiliser Association of India (Association):

“RESOLVED THAT pursuant to section 8 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the previous approval of Central Government, Registrar of Companies, the consent of the members of the Association be and is hereby accorded to alter the articles of the Fertiliser Association of India (“FAI”) by adding Clause 6(3) in the existing Articles of Association of India as per the draft given in **Appendix -1**.

“RESOLVED FURTHER THAT the Amended regulations as proposed in the Articles of Association be and are hereby approved and adopted.

“RESOLVED FURTHER THAT Mr. D. Ramakrishnan, Secretary & Treasurer of FAI be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By the order of Board of Directors

S/d

New Delhi  
7<sup>th</sup> June 2021

D. Ramakrishnan  
Secretary

#### NOTES

1. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business listed in terms 1 to 3 of the Notice is annexed hereto and forms part of this Notice.

2. In view of the outbreak of COVID-19 pandemic, social distancing measures are a pre-requisite and in terms of Ministry of Corporate Affairs (“MCA”) Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circular 14/2020 dated 8<sup>th</sup> April, 2020, Circular 17/2020 dated 13<sup>th</sup> April, 2020, Circular 39/2020 dated, 31<sup>st</sup> December, 2020 (“MCA Circulars”), physical presence of the Members at common venue of Extraordinary General Meeting (EGM) is being conducted through Video Conference (“VC”). The deemed venue for the EGM shall be the Registered Office of the Company.

3. The Members are hereby informed that pursuant to the non-operational postal services in the Country and in compliance with the aforementioned circulars, the notices of virtual EGM shall be sent to all the Members through email who have registered the same with the Company. Please note that Members who do not register their email addresses shall not be able to receive notice of EGM and hence shall not be able to participate in the Meeting or vote. The Notice of EGM will also be available on the website of the Company at <https://www.faidelhi.org>

4. In order to enable the Company to comply with MCA circulars issued for holding EGM via VC and to participate

in the green initiative in Corporate Governance the members who have not yet registered their e- mail ids with the Company may contact at Mob No 9871383782, on (secy@faidelhi.org) or (01146005204) for registering their e-mail id.

5. Since the ensuing EGM is being held pursuant to the MCA Circulars through VC which does not require physical attendance of Members at the EGM, the facility to appoint proxy by the Members will not be available for this EGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.

6. Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Corporate Members are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC on its behalf and to vote thereat by show of hands. The said Resolution/Authorization shall be sent by email to the Company at secy@faidelhi.org

8. Members may send their questions if any, in advance mentioning their name, email id, mobile number at secy@faidelhi.org. The same will be replied by the company suitably.

9. Since the EGM will be held through VC/OAVM, the route map is not annexed with the Notice.

10. Voting at EGM

Every Active Member present in the Meeting shall have one vote by show of hands. The Company shall be providing the facility of voting through Show of Hands during the meeting as provided by the Articles of Association of FAI. The members shall raise their hand when the Chairman requests the member for vote on the particular business.

11. Associate Members, Overseas Associate Members, Technical and Professional Associate Members shall not be entitled to any voting rights but shall be entitled to receive notice and to be present at the Meeting of the Association.

#### PROCEDURE FOR JOINING THE EGM THROUGH VC i.e WEBEX

1. The Company is providing VC/OAVM facility to its Members for participating at the EGM.

a) Members will be able to attend the EGM through VC at the link : <https://thefertiliser.webex.com/thefertiliser/j.php?MTID=mee214575e11956c514bc1d7c3c582c27>

Go to the email in which the link is received and click the link given in your email and join the Meeting by giving i)Your Name with Company's Name and ii) Email id

b) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the EGM and shall be kept open throughout the proceedings of the EGM.

c) Members who need assistance before or during the EGM can contact Mr. Kuldeep Sati, at email id; stat@faidelhi.org, or call at 9818862585/Mr. Ajay Kumar at his Mobile No. 9350006750/ Mr. Ajendra Bhargav at email: [it@faidelhi.org](mailto:it@faidelhi.org) or Call 7042400122

d) Members who would like to express their views or ask questions during the EGM may do so by sending their queries on e-mail id of company [secy@faidelhi.org](mailto:secy@faidelhi.org).

## EXPLANATORY STATEMENT

1. Ratification of Appointment of Directors in Casual Vacancy and their appointment as Rotational Directors:

Members are hereby apprised that pursuant to the provisions of section 161(4) of the Companies Act, 2013 if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting, provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.

Notice Item No. 1

i) Mr. S.P. Yadav (DIN: 06900056) representing M/s Gujarat State Fertilizers and Chemicals Limited (GSFC), was appointed as a Director, in place of Mr. Arvind Agarwal, by the Board of Directors at its meeting held on 29.05.2021 which shall be subsequently approved by the Members of the Association in the immediate next general meeting.

None of the Directors except Mr. S.P. Yadav himself is concerned or interested in the resolution.

ii) The Board of Directors of FAI in its meeting held 29<sup>th</sup> May, 2021 have recommended the appointment of Mr. S.P. Yadav (DIN: 006900056) as Director of the Association whose period of Office will be liable to determination by retirement by rotation subject to approval of Members.

None of the Directors except Mr. S.P. Yadav himself is concerned or interested in the resolution

iii) Mr. Gaurav Mathur (DIN: 07610237) representing M/s Chambal Fertilisers and Chemicals Limited (CFCL), was appointed as a Director, in place of Mr. Anil Kapoor, by the Board of Directors at its meeting held on 29.05.2021 which shall be subsequently approved by the Members of the Association in the immediate next general meeting.

None of the Directors except Mr. Gaurav Mathur himself is concerned or interested in the resolution.

iv) The Board of Directors of FAI in its meeting held 29<sup>th</sup> May, 2021 have recommended the appointment of Mr. Gaurav Mathur (DIN: 07610237) as Director of the Association whose period of Office will be liable to determination by retirement by rotation subject to approval of Members.

None of the Directors except Mr. Gaurav Mathur himself is concerned or interested in the resolution

v) Mr. Rohit Pathak (DIN 0008539796) representing M/s Hindalco Industries Ltd, was appointed as a Director in place of Mr. Praveen Kumar Maheshwari by the Board of Directors at its meeting held on 29.05.2021 which shall be subsequently approved by the Members of the Association in the immediate next general meeting.

None of the Directors except Mr. Rohit Pathak himself is concerned or interested in the resolution.

vi) The Board of Directors of FAI in its meeting held 29<sup>th</sup> May, 2021 have recommended the appointment of Mr. Rohit Pathak (DIN 0008539796) as Director of the Association whose period of Office

will be liable to determination by retirement by rotation subject to approval of Members.

None of the Directors except Mr. Rohit Pathak himself is concerned or interested in the resolution.

Notice Item No.2 Extension of the tenure of Director General (DG)

The tenure of Mr. Satish Chander (DIN: 00276346), Director General of the Association is ending on 10<sup>th</sup> June, 2021. The Board of Directors in its meeting held on 29<sup>th</sup> May, 2021 unanimously decided to extend the tenure of Mr. Satish Chander, as DG, FAI, for further period of one year on the existing terms and conditions.

In spite of the prevalent COVID conditions for more than a year, with the best efforts of Mr. Satish Chander, FAI is enjoying very good rapport with various Ministries and there have been significant achievements on various fronts. Mr. Satish Chander has been successfully performing his duties on policy and administrative matters to the satisfaction of the members of the Association and the Board and FAI should not compromise on the present tempo and momentum. Therefore, in the interest of industry, it was necessary to extend the tenure of Mr. Satish Chander, as a DG, FAI for another one year.

He is designated as Managing Director "MD" as per provisions of section 196 read with relevant rules under the Companies Act, 2013. Further, in terms of Proviso to Sub-section 3 of 196 of the Companies Act 2013 a Special Resolution in this Extraordinary General meeting of the company is required.

None of the Directors except Mr. Satish Chander is interested in the resolution.

The Board commends the Resolution set out at Item no. 2 of the Notice for approval by the Members.

Notice Item No.3

Overseas Associate Members of FAI are foreign members. Overseas Associate Members pay annual membership subscription in US\$. Some of these Members opens Indian branch or subsidiary or local office, and applies for Indian Associate member and withdraw their Overseas Associate Membership. Indian Associate Members are charged annual membership subscription in Indian Rupees. As long as the overseas parent company and its Indian Branch/Subsidiary/Local Office remain as members of FAI simultaneously, there is no problem. But when the overseas parent company withdraws its Overseas Associate membership after making its Indian Office as an Indian Associate Member, there is a loss of foreign exchange revenue to FAI. Further, if this trend continues, the number of Overseas Members will come down substantially in future. Keeping this in view, the Board of Directors of FAI in its meeting held on 29<sup>th</sup> May 2021 approved an amendment in the Articles of Association of FAI by adding a provision in Clause 6 subject to approval of Members of FAI in General Meeting by Special Resolution and approval of Central Government (ROC). The existing and the amended provisions of Articles of Association of FAI are given in the EGM Notice, in **Appendix 1**.

The Board commends the Resolutions set out at Item no.3 of the Notice for approval by the Members.

None of the Directors is interested in the proposed resolution.

**Amendment of Articles of Association of FAI**

Existing Provisions

**6. Associate Members**

Any person, firm, company, corporation or association in India

who is-

- (i) a fertiliser distributor or dealer; or
- (ii) a manufacture or suppliers of fertiliser plants, equipments or appliances or of materials used in fertiliser manufacture; or
- (iii) engaged in the design and construction of fertiliser plants, equipments or appliances; or
- (iv) a manufacturer of agricultural chemicals; or
- (v) a producer of certified seeds, or
- vi) interested in or concerned with fertilisers or agricultural production, shall be eligible as an Associate Member of the Association.

Provided that-

6.1 A person, firm, company, corporation or association to be engaged in the manufacture of fertilisers and as such eligible for being an Active Member under article 5 may be enrolled as Associate Member by the Board of Directors on the stipulated undertaking that such member will convert its membership to Active on the expiry of two years from the date of its commercial production or when its production reaches 50 percent of its rated capacity during a year (FAI's financial year – April/March), whichever is earlier.

6.2 A person, firm, company, corporation or association which is otherwise eligible to be an Associate member under this Article, shall not be admitted to be an Associate Member, if such person, firm, company, corporation or association is an associate, subsidiary or agent of a person, firm, company, corporation or association which is eligible to be admitted as an Active Member but is not an Active Member of the Association

Amended Provisions

**6. Associate Members**

Any person, firm, company, corporation or association in India

who is-

- (i) a fertiliser distributor or dealer; or
- (ii) a manufacture or suppliers of fertiliser plants, equipments or appliances or of materials used in fertiliser manufacture; or
- (iii) engaged in the design and construction of fertiliser plants, equipments or appliances; or
- (iv) a manufacturer of agricultural chemicals; or
- (v) a producer of certified seeds, or
- vi) interested in or concerned with fertilisers or agricultural production, shall be eligible as an Associate Member of the Association.

Provided that-

6.1 A person, firm, company, corporation or association to be engaged in the manufacture of fertilisers and as such eligible for being an Active Member under article 5 may be enrolled as Associate Member by the Board of Directors on the stipulated undertaking that such member will convert its membership to Active on the expiry of two years from the date of its commercial production or when its production reaches 50 percent of its rated capacity during a year (FAI's financial year – April/March), whichever is earlier.

6.2 A person, firm, company, corporation or association which is otherwise eligible to be an Associate member under this Article, shall not be admitted to be an Associate Member, if such person, firm, company, corporation or association is an associate, subsidiary or agent of a person, firm, company, corporation or association which is eligible to be admitted as an Active Member but is not an Active Member of the Association.

6.3 A person, firm, company, corporation or association which is otherwise eligible to be an Associate member under this Article, is an Indian branch or subsidiary or local office of a Company/Firm/ other entity located outside India shall not be admitted to be an Associate Member unless such a Company/Firm/other entity located outside India is an Overseas Associate Member of FAI.