

## NOTICE OF ANNUAL 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, 05.05.2022 and 28.12.2022, the Company is intending to conduct the 68<sup>th</sup> Annual General Meeting (AGM) of the Members of The Fertiliser Association of India (FAI) on Friday, the 15<sup>th</sup> September, 2023 at 11.00 am through Video Conference(VC)/Other Audio-visual means (OAVM) in accordance with the provisions of aforesaid circulars to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Association including the Balance Sheet as at the 31<sup>st</sup> March, 2023 and Income and Expenditure Account for the financial year ended on the 31<sup>st</sup> March, 2023 and the Report of the Board of Directors and Auditors thereon.

2. To Re-appoint Directors of the Association:

In accordance with Section 152 and any other applicable provisions of Companies Act, 2013 and Article 83 of the Articles of Association of FAI, the following Directors retire by rotation and being eligible and qualified offer themselves for re-appointment in accordance with Article 85 of the Articles of Association of FAI:

- (i) Mr. Alok Gaur, (DIN: 00112520) representative of M/s Kanpur Fertilisers and Chemicals Limited (KFCL), to represent the interests of nitrogenous and complex fertiliser manufacturers.
- (ii) Mr. S.C. Mudgerikar, (DIN:03498837) representative of M/s Rashtriya Chemicals & Fertilizers Ltd. (RCF), to represent the interests of nitrogenous and complex fertiliser manufacturers.
- (iii) Mr. Rajan Chowdhry, (DIN: 2199935) representative of M/s Krishak Bharati Cooperative Ltd. (KRIBHCO) to represent the interests of nitrogenous and complex fertiliser manufacturers.
- (iv) Mr. Pankaj Joshi (DIN: 01532892) representative of M/s Gujarat Narmada Valley Fertilizers & Chemicals Limited (GNFC) to represent the interests of nitrogenous and complex fertiliser manufacturers.
- (v) Mr. U. Saravanan (DIN: 07274628) representative of M/s National Fertilizers Limited (NFL) to represent the interests of nitrogenous and complex fertiliser manufacturers.
- (vi) Mr. Manish Nagpal (DIN: 03169160) representative of M/s Greenstar Fertilizers Limited, to represent the

interests of nitrogenous and complex fertiliser manufacturers.

- (vii) Mr. Rohit Pathak (DIN 0008539796) representative of M/s Hindalco Industries Ltd to represent the interests of nitrogenous and complex fertiliser manufacturers.

#### SPECIAL BUSINESS

3. Regularization of Directors appointed by the Board

- (i) 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 other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, Mr. S. P. Mohanty (DIN: 05336787) representing M/s Brahmputra Valley Fertilizer Corporation Limited (BVFCL),, who was appointed by the Board of Directors of FAI w.e.f. 25.11.2021, in a casual vacancy and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director, liable to retire by rotation, to represent the interest of nitrogenous and complex fertiliser manufacturers".

- (ii) 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 other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, Mr. Vinoo Mehta (DIN: 07016926) representing M/s DCM Shriram Ltd., who was appointed by the Board of Directors of FAI w.e.f. 09.09.2022, in a casual vacancy and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director, liable to retire by rotation, to represent the interest of nitrogenous and complex fertiliser manufacturers".

- (iii) 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 other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, Mr. Nitin M. Katak (DIN: 08029847) representing M/s Mangalore Chemicals and Fertilizers Limited (MCFL), who was appointed by the Board of Directors of FAI w.e.f. 7<sup>th</sup> December 2022, as an Additional Director and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director, liable to retire by rotation, to represent the interest of nitrogenous and complex fertiliser manufacturers”.

- (iv) 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 other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, Mr. S. Sankarasubramanian (DIN: 01592772) representative of M/s Coromandel International Limited (CIL), who was appointed by the Board of Directors of FAI w.e.f. 20.03.2023 as an Additional Director and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director, liable to retire by rotation, to represent the interest of nitrogenous and complex fertiliser manufacturers”.

4. Ratification of Director appointed in Casual Vacancy

- (i) 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, 161(4), and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, the appointment of Mr. Rajveer Singh (DIN-07515336) representing M/s Indorama India Private Limited by the Board of Directors of FAI w.e.f. 14.07.2023 to fill the casual vacancy caused by the death of Mr. Ashvini Hiran, is hereby approved”.

5. a) Assessment of dues for the year 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2025

Sl. No.	Member Category	Proposed dues
(i)	Associate Members	INR 20,000/-*
(ii)	Overseas Associate Members	US \$ 2000/-*
(iii)	Technical & Professional Associate Associate Members	INR 500/-*
*Plus applicable GST.		

- b) To consider and adopt the budget of the Association for the year 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2025.

By Order of the Board

Sd/

D. Ramakrishnan

Secretary

New Delhi  
25<sup>th</sup> August 2023

**NOTES:**

- The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business listed in terms items 3 to 5 of the Notice is annexed hereto and forms part of this Notice.
- In terms of Ministry of Corporate Affairs (“MCA”) Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circulars dated 08.04.2020, 13.04.2020, 31.12.2020, 13.1.2021, 05.05.2022 and 28.12. 2022 physical presence of the Members at common venue of Annual General Meeting (AGM) is not mandatory and being conducted through Video Conference (“VC”). The deemed venue for the AGM shall be the Registered Office of the Company.
- The Members are hereby informed that pursuant to the problems in the postal services in the Country and in compliance with the aforementioned circulars, the notices of virtual AGM 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 AGM and hence shall not be able to participate in the Meeting. The Notice of AGM, Auditors Report, Audited Balance Sheet, Income & Expenditure A/C for the year 2022-23 and Budget for the year 2024-25 are also available on the website of the Company at [www.faidelhi.org](http://www.faidelhi.org) and by clicking the documents name given in the email.
- In order to enable the Company to comply with MCA circulars issued for holding AGM 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 Mobile No 9871383782, on [secy@faidelhi.org](mailto:secy@faidelhi.org) or 01146005204 for registering their e- mail ids.
- Since the ensuing AGM is being held pursuant to the MCA Circulars through VC which does not require physical attendance of Members at the AGM, the facility to appoint proxy by the Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
- Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 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 AGM 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](mailto:secy@faidelhi.org).

8. Members may send their questions in advance mentioning their name, email id, mobile number and Membership details. The same will be replied by the company suitably.
9. Relevant documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. The details of Directors maintained will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send request from their email id registered with the Company to the Company at [secy@faidelhi.org](mailto:secy@faidelhi.org).
10. Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.
11. Voting at AGM  
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.
12. 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 AGM THROUGH VC (WEBEX) :**

1. The Company is providing VC/OAVM facility to its Members for participating at the AGM.
  - a) Members will be able to attend the AGM through VC at the link <https://thefertiliser.webex.com/thefertiliser/j.php?MTID=mc0528b944b82af342d92fdc93556e1af>
  - b) 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.
  - c) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
  - d) Members who need assistance before or during the AGM can contact Mr. Kuldeep Sati, at email id; [stat@faidelhi.org](mailto:stat@faidelhi.org). or call at 9818862585/Mr. Ajendra Bhargav at email: [it@faidelhi.org](mailto:it@faidelhi.org) or Call 7042400122.
  - e) Members who would like to express their views or ask questions during the AGM may do so by sending their queries on e-mail id of company [secy@faidelhi.org](mailto:secy@faidelhi.org)

## EXPLANATORY STATEMENT

### 3. Regularization of Directors Appointed by the Board

The following are given for the information of the members:

- i) In pursuant to the provisions of section 161(4) of the Companies Act, 2013 and Article 88 of the Articles of Association of FAI, 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.
- ii) In pursuant to the provisions of section 161(1) of the Companies Act, 2013 and clause 75(a) of the Articles of Association of FAI, Board of Directors may add to their number as an Additional Director upto the limit as specified in the clause who shall hold office only until the next Annual General Meeting of the Association.

#### Notice Item No.3(i)

Mr. S.P. Mohanty (DIN: 05336787) representing M/s Brahmaputra Valley Fertilizer Corporation Limited (BVFCL), was appointed as a Director in casual vacancy by the Board of Directors at its meeting held on 25.11.2021 in place of Mr. A.K. Ghosh. A person who has been appointed as Director in casual vacancy holds 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. Mr. S. P. Mohanty will be re-appointed as a Rotational Director.

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

#### Notice Item No. 3(ii)

Mr. Vinoo Mehta (DIN: 07016926) representing M/s DCM Shriram Ltd., was appointed as a Director in casual vacancy by the Board of Directors at its meeting held on 09.09.2022 in place of Mr. K.K. Kaul. A person who has been appointed as Director in

casual vacancy holds 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. Mr. Vinoo Mehta will be re-appointed as a Rotational Director.

None of the Directors except Mr. Vinoo Mehta himself is concerned or interested in the resolution.

#### Notice Item No. 3(iii)

Mr. Nitin M. Kantak (DIN: 08029847) representing M/s Mangalore Chemicals and Fertilizers Limited (MCFL), was appointed as an Additional Director by the Board of Directors of FAI in its meeting held on 7<sup>th</sup> December, 2022. The Board has recommended in its meeting held on 14<sup>th</sup> July, 2023 for regularization of his appointment as a Rotational Director.

None of the Directors except Mr. Nitin M. Kantak himself is concerned or interested in the resolution.

#### Notice Item No. 3(iv)

Mr. S. Sankarasubramanian (DIN: 01592772) representing M/s Coromandel International Limited (CIL), was appointed as an Additional Director by the Board of Directors of FAI in its meeting held on 20<sup>th</sup> March, 2023. The Board has recommended in its meeting held on 14<sup>th</sup> July, 2023, for regularization of his appointment as a Rotational Director.

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

### 4. Ratification of Director Appointed in Casual Vacancy

#### Notice Item No.4(i)

Mr. Rajveer Singh (DIN - 07515336) representing M/s Indorama India Private Limited, was appointed as a Director in casual vacancy by the Board of Directors at its meeting held on 14.07.2023 in place of Mr. Ashvini Hiran. His appointment shall be subsequently approved by members in the immediate next general meeting as per Section 161(4) of the Companies Act, 2013. A person who has been appointed as Director in casual vacancy holds 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.

None of the Directors except Mr. Rajveer Singh himself is concerned or interested in the resolution.

**Notice Item No.5**

(a) The assessment dues for Associate, Overseas Associate and Technical and Professional Associate Members have to be determined by the Board and approved at the AGM under Article 19 of the Articles of Association of FAI. The proposed rates of membership subscription for the year 2024-25 have been approved by the Board on 14<sup>th</sup> July, 2023 and

the same are given in the AGM Notice.

(b) The Budget for the year 2024-25 is placed before the General Body for ratification after approval of the Board of Directors in accordance with clause 18 of the Articles of Association. The proposed Budget has been approved by the Board in its meeting held on the 14<sup>th</sup> July, 2023. The copy of the budget approved by the Board of Directors is annexed.

The Board commends the Resolutions set out at Item no. 5 of the Notice for approval by the Members.

Annexure to AGM Notice for Agenda Item No.5(b)

## The Fertiliser Association of India

Budget for the year 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2025

(Rupees in lakh)

A INCOME		B EXPENDITURE	
<b>ANNUAL FEES</b>		(a)	Personnel
Active members	273.16	1.	Director General 66.25
Associate members (National )	34.00	2.	Central Office 634.59
Overseas Associate members	25.00	3.	Eastern Region 56.24
Technical & Professional Associate Members	2.10	4.	Southern Region 68.47
Website Receipts	14.00	5.	Western Region 45.25
		6.	Northern Region 14.98
<b>ENTRANCE FEE</b>			<b>TOTAL 885.78</b>
Active Members	0.02	(b)	<b>OTHER EXPENSES</b>
Associate Members	0.12	1	<b>Administrative</b>
<b>MISCELLANEOUS INCOME</b>			i) Central 340.65
1	Income from Advertisement Sale & Subscription to Journals & Books		ii) Regional 11.80
	a) Central 53.81	2	<b>Publications</b>
	b) Regional 16.00		i) Central 41.30
2	Surplus of Training Courses (Excluding Overhead Costs) 75.00		ii) Regional 8.05
		3	Liability for DDA & MCD Taxes etc. 17.00
3	Interest on Deposit & Staff Advance 135.00		<b>TOTAL 418.80</b>
4	Income from Annual Seminar 600.00		<b>GRANT TOTAL ( a +b ) 1304.58</b>
5	Property Income 115.00		<b>INCOME - EXPENDITURE A - B 40.63</b>
6	Miscellaneous Receipts 2.00	C	<b>CAPITAL EXPENDITURE BUDGET</b>
			i) Central 40.00
			ii) Regional 2.00
<b>TOTAL</b>	<b>1345.21</b>		<b>42.00</b>