

NOTICE OF ANNUAL GENERAL MEETING

**THE FERTILISER ASSOCIATION OF INDIA
(Company Limited by Guarantee)**

Licensed Under Section 26 of the Companies Act 1913

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

CIN: U85300DL 1955NPL002999

Notice is hereby given that the 62nd Annual General Meeting of The Fertiliser Association of India will be held on Monday the 25th September, 2017 at 11.00 hours in the Board Room of FAI, located at FAI House, 10, Shaheed Jit Singh Marg, New Delhi, to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report for the year 1st April, 2016 to 31st March, 2017.
2. To receive and adopt the Audited Statements of Accounts of the Association for the year 1st April 2016 to 31st March, 2017 viz, the Income and Expenditure Account for the year ended on the 31st March, 2017 and the Balance Sheet as at the 31st March, 2017.
3. To appoint Directors of the Association:

In accordance with Article 74 of the Articles of Association, the following Directors retire by rotation:

- (i) Mr. Rakesh Kapur (DIN 00007230) representative of Indian Farmers Fertiliser Cooperative Limited, to represent the interest of Central Region.
- (ii) Mr. Anil Kapoor (DIN 00032299) representative of M/s Chambal Fertilizers and Chemicals Limited, to represent the interest of Northern Region.
- (iii) Mr. S.R.Ramakrishnan (DIN 00120126) representative of M/s Southern Petrochemical Industries Corporation Ltd, to represent the interests of nitrogenous and complex fertiliser manufactures.

The above Director being eligible and qualified offer themselves for re-election in accordance with Article 76 of the Articles of Association of FAI.

4. To re-appoint M/s Lochan & Co., Chartered Accountants as Statutory Auditors of the Association and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED that pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 & rules made thereunder, M/s Lochan & Co., Chartered Accountants (Firm Registration No.008019N), the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (‘AGM’) until the conclusion of the sixth AGM (67th) of the Company, at a remuneration as may be determined by the Board of Directors of the Company and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company, subject to ratification of their appointment at every Annual General Meeting”.

SPECIAL BUSINESS

5. Appointment of Directors in place of retiring Directors.

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

“RESOLVED that in pursuant to the provisions of Section 152 and any other applicable provisions of Companies Act, 2013 read with rule made thereunder, Mr. A.B.Khare, (DIN 07416463) representing M/s Madras Fertilizers Ltd. (MFL), who was appointed as a Director in casual vacancy by the Board of Directors at its meeting held on 28.3.2016 and whose term of office expires at this Annual General meeting and in respect of which the Company has received notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company to represent the interest of nitrogenous and complex fertiliser manufacturers, liable to retire by rotation.”

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

“RESOLVED that in pursuant to the provisions of Section 152 and any other applicable provisions of Companies Act, 2013 read with rule made thereunder, Mr. A.K.Jain, (DIN 01731920) representing M/s Kanpur Fertilizers & Cement Limited (KFCL), who was appointed as a Director in casual vacancy by the Board of Directors at its meeting held on 26.6.2015 and whose term of office expires at this Annual General meeting and in respect of which the Company has received notice under Section 160 of the Companies Act, 2013 proposing his candidature for

the office of Director, be and is hereby appointed as a Director of the company to represent the interest of nitrogenous and complex fertiliser manufacturers, liable to retire by rotation.”

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

“RESOLVED that in pursuant to the provisions of Section 152 and any other applicable provisions of Companies Act, 2013 read with rule made thereunder, Mr. Suresh Warior, (DIN: 06920261) representing M/s Rashtriya Chemicals and Fertilizers Ltd. (RCF), who was appointed as a Director in casual vacancy by the Board of Directors at its meeting held on 18.8.2017 and whose term of office expires at this Annual General meeting and in respect of which the Company has received notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company to represent the interest of nitrogenous and complex fertiliser manufacturers, liable to retire by rotation.”

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

“RESOLVED that in pursuant to the provisions of Section 152 and any other applicable provisions of Companies Act, 2013 read with rule made thereunder, Mr. Sameer Goel, (DIN: 07298938) representing M/s Coromandel International Ltd., who was appointed as a Director in casual vacancy by the Board of Directors at its meeting held on 2.12.2015 and whose term of office expires at this Annual General meeting and in respect of which the Company has received notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company to represent the interest of nitrogenous and complex fertiliser manufacturers, liable to retire by rotation.”

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

“RESOLVED that in pursuant to the provisions of Section 152 and any other applicable provisions of Companies Act, 2013 read with rule made thereunder, the term of Mr. K.S. Raju, (DIN: 00008177) representing M/s Nagarjuna Fertilizers and Chemicals Limited (NFCL), who was appointed as an Additional Director by the Board of Directors at its meeting held on 18.8.2017, whose term of office expires at this Annual General meeting and in respect of whom the Company has

received notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director against the existing vacancy, be and is hereby appointed as a Director of the company to represent the interest of nitrogenous and complex fertiliser manufacturers, liable to retire by rotation.”

6. Appointment of Directors against existing vacancies.

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

“RESOLVED that in pursuant to the provisions of Section 152 and any other applicable provisions of Companies Act, 2013 read with rule made thereunder, Mr. S.C.Mehta, (DIN: 00128204) representing M/s Smartchem Technologies Limited, (A fully owned subsidiary of DFPCL) in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director against the existing vacancy, be and is hereby appointed as a Director of the company to represent the interest of western region, liable to retire by rotation.”

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

“RESOLVED that in pursuant to the provisions of Section 152 and any other applicable provisions of Companies Act, 2013 read with rule made thereunder, Mr. Videh Kumar Jaipurkar, (DIN:03097753) representing M/s Jubilant Agri and Consumer Products Limited, in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director against the existing vacancy, be and is hereby appointed as a Director of the company to represent the interest of super phosphate manufacturers, liable to retire by rotation.”

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

“RESOLVED that in pursuant to the provisions of Section 152 and any other applicable provisions of Companies Act, 2013 read with rule made thereunder, Mr. Sunil Sethy, (DIN:00244104) representing M/s Paradeep Phosphates Limited, in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director against the existing vacancy, be and is hereby appointed as a Director of the company to

represent the interest of nitrogenous and complex fertiliser manufacturers, liable to retire by rotation.”

7. 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, 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 Shri. Satish Chander, (DIN: 00276346) as Director General of the Association for a period of one year effective from 11th June, 2017 on the existing terms and conditions as approved by the Board of Directors of FAI at its meeting held on 12th May, 2017 as given in the explanatory note in the notice convening this Annual General Meeting”.

8. 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 substituting the existing articles of Association with new set of articles, as per the draft attached to this Notice.

“**RESOLVED FURTHER THAT** the regulations contained in the new set of Articles of Association be and are hereby approved and adopted.

“**RESOLVED FURTHER THAT** Shri. 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.”

9. a) Assessment of dues for the year 1st April, 2018 to 31st March, 2019 as follows:

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

*Plus applicable GST.

- b) To consider and adopt the budget of the Association for the year 1st April, 2018 to 31st March, 2019.

By the order of Board of Directors

New Delhi
25th August, 2017

D. Ramakrishnan
Secretary

Note:

1. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business listed in terms 5 to 9 of the Notice is annexed hereto and forms part of this Notice.