

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 13th Annual General Meeting of the Members of Greenstar Fertilizers Limited will be held on Wednesday, 20th day of September, 2023 at 10.45 A.M. at the Registered Office of the Company at “SPIC House” No.88, Mount Road, Guindy, Chennai - 600 032 to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the Company for the year ended 31st March 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manish Nagpal (DIN 03169160), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions if any of the Companies Act 2013 and the Rules made thereunder read with the provisions of Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s), modification(s) and re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board, the remuneration of Rs 1,50,000/- (plus GST and out of pocket expenses, if any, in connection with the audit) payable to M/s. B Y & Associates (Firm Regn. No. 003498), Cost Accountants as approved by the Board of Directors for conducting the audit on the Cost Accounts & Records of the Company for the financial year ending 31st March 2024 be and is hereby ratified and confirmed.”

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

“**RESOLVED THAT** approval be and is hereby accorded for the appointment of Ms. Devaki Ashwin Muthiah (DIN: 10073541), pursuant to Section 152(2), 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, as Director of the Company liable to retire by rotation.”

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

“**RESOLVED THAT** approval be and is hereby accorded for the appointment of Mr. Senthil Nayagam (DIN: 09457685), pursuant to Section 152(2), 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, as Director of the Company liable to retire by rotation.”

6. 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 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act), the Rules made thereunder read with Schedule-V (including any statutory modification(s) thereto or re-enactment thereof), Article 138B of the Articles of Association of the Company and other approvals, as may be necessary, consent of the Company be and is hereby accorded to the appointment of Mr. Senthil Nayagam (DIN: 09457685) as Whole-time Director of the Company for a period of three years from 30th July 2023, on the following terms and conditions:

REMUNERATION:

- | | |
|--|----------------------|
| a. Basic Salary, Allowances and Perquisites | Rs. 35,05,840/- p.a. |
| b. Performance pay | Rs. 7,28,250/- p.a. |
| c. Contribution to Provident, NPS and gratuity | Rs. 6,20,916/- p.a. |
| d. In addition to the above, reimburse actual entertainment and travelling expenses incurred by the incumbent in connection with Company’s business and shall not be treated as perquisites or benefits. | |
| e. Leave eligibility and encashment of leave shall be as per the Service Rules of the Company. | |

MINIMUM REMUNERATION:

In the event of inadequacy or absence of profits during the term of the Agreement, the Whole-Time Director shall be entitled to the aforesaid remuneration as the minimum remuneration and the same shall be subject to the provisions of the Companies Act, 2013 and other applicable laws or such other approvals, as may be required under the relevant laws.

RESOLVED FURTHER THAT in the event of any statutory amendment, modifications or relaxation by the Central Government to Schedule V of the Companies Act, 2013, during the term of appointment of Mr. Senthil Nayagam, the Board of Directors be and are hereby authorized to vary or increase the remuneration (including the minimum remuneration approved by the Nomination and Remuneration Committee), i.e. the remuneration within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Company and Mr. Senthil Nayagam, be suitably amended to give effect to such amendment, modification or relaxation, subject to such approvals as may be required by law.”

By Order of the Board of Directors
For Greenstar Fertilizers Limited

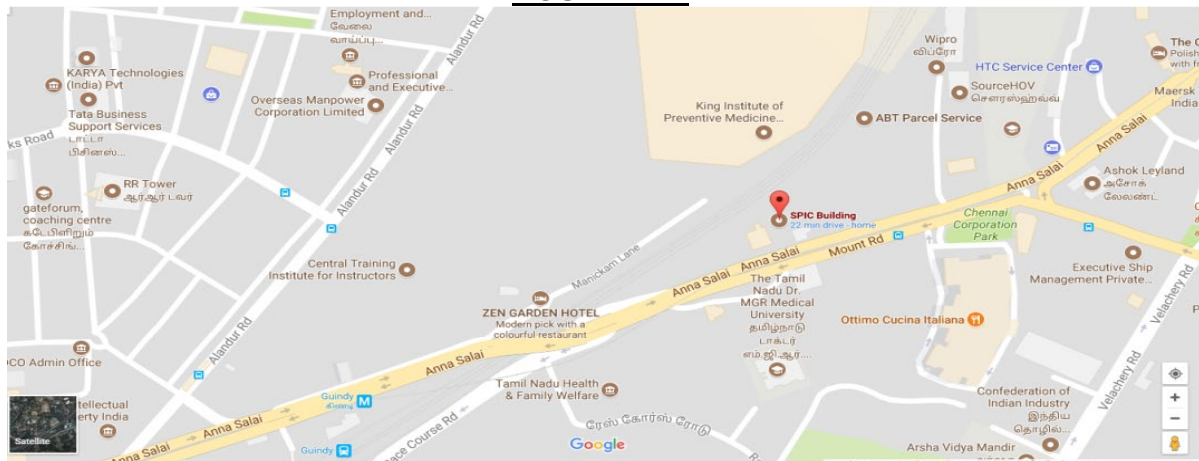
Date: 11.8.2023
Place: Chennai

SD/-
Namrata Aasi
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREIN AFTER REFERRED AS “THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing the proxy (Form attached) should, however, be deposited at the registered office of the Company, duly completed and signed not less than forty-eight hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 9 A.M. to 5 P.M. till the date of conclusion of the Meeting.
5. Members / Proxies should bring the Attendance Slips duly filled in, for attending the meeting. Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the AGM pursuant to section 113 of the Act.
6. Members can inspect the register of director and key managerial personnel and their shareholding, required maintained under section 170 of the Companies Act 2013 and register if contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act 2013 during the course of the meeting at the venue.

ROUTE MAP



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3**

The Board of Directors on the recommendation of the Audit Committee at its meeting held on 24th May, 2023 approved the appointment of M/s. B Y & Associates, (Firm Regn. No. 003498) Cost Accountants as the Cost Auditor to conduct the audit of cost accounts and records of the Company for the financial year ending March 31, 2024 and fixed his remuneration at Rs 1,50,000/- plus applicable GST and reimbursement of actual out of pocket expenses incurred in connection with the audit. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.3 of the Notice for ratification of remuneration payable to the Cost Auditor for the financial year ending March 31, 2024.

Memorandum of Interest:

None of the Directors, Key Managerial Personnel or their relatives is interested in this Resolution.

Item No. 4

The Board of Directors of the Company at their Meeting held on 24th May 2023 based on the recommendations of Nomination and Remuneration Committee had appointed Ms. Devaki Ashwin Muthiah (DIN:10073541) as an Additional Director of the Company pursuant to Section 161 of the Act. As the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of deposit is not applicable.

The Company is required to obtain the approval of the Shareholders for appointment of a person on the Board of Directors at the ensuing Annual General Meeting.

Accordingly, the Board recommends the Ordinary Resolution in relation to the appointment of Ms. Devaki Ashwin Muthiah as Director on the Board for approval by the Members of the Company as set out in Item No.4 of the Notice. She does not hold any shares in the Company.

Brief Profile of Ms. Devaki Ashwin Muthiah

Devaki holds a Degree in Master of Arts in Business Management from the University of Edinburgh. Till recently, served as a Senior Analyst at an Independent Investment Management Firm in London providing investment advisory services. Currently, serving on the Board of AM International Holdings Private Limited, Penn Globe Limited and Notedome Limited.

As part of joining the group, aims to drive strategic growth plans across Singapore, India and the UK to accelerate its future-readiness. Will work alongside the professional leadership team to grow the global footprint of various group businesses. She is committed towards the organisation's goal of attracting, developing, engaging, and retaining the best talent. She also hopes to guide operative companies to become world-class entities imbibing the values of resilience and prudence.

Memorandum of Interest:

Except Ms. Devaki Ashwin Muthiah, the appointee, none of the Directors / Key Managerial Personnel or their relatives of the Company are interested in this Resolution.

Item No. 5

The Board of Directors of the Company at their Meeting held on 7th July 2023 based on the recommendations of Nomination and Remuneration Committee had appointed Mr. Senthil Nayagam (DIN:09457685) as an Additional Director of the Company with effect from 30th July, 2023 who shall hold office till the conclusion of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013. It is now proposed to appoint him as a Director of the Company liable to retire by rotation. As the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of deposit is not applicable.

The Company is required to obtain the approval of the Shareholders for appointment of a person on the Board of Directors at the ensuing Annual General Meeting.

Accordingly, the Board recommends the Ordinary Resolution in relation to the appointment of Mr. Senthil Nayagam as Director on the Board for approval by the Members of the Company as set out in Item No.5 of the Notice. He does not hold any shares in the Company.

Brief Profile of Mr. Senthil Nayagam

Mr. Senthil Nayagam aged about 52 years holds a Chemical Engineering Degree from Annamalai University and Master of Science in Engineering Management from BITS – Pilani. He joined Southern Petrochemical Industries Corporation Limited (SPIC) in 1992 and after completion of Training period worked in various departments including Operation, Process Engineering, and Production etc. at various capacities starting from Plant Operation Engineer to General Manager – Works. During his tenure, he was involved in the Commissioning of Phosphoric Acid Complex in Jordan, which was a Joint Venture between SPIC and Jordan Phosphate Mines Company (JPMC). He has wide experience in project execution and involved in Natural Gas Conversion Process of SPIC's Ammonia Plant and Process Technology Conversion of Greenstar Fertilizer's Phosphoric Acid Plant. With close to 30 years of Plant Experience and present position as General Manager at SPIC, he is in charge of Production, Maintenance, Engineering, Safety & Environmental aspects of SPIC. Also contributes as a Member of Environmental Advisory Committee in Fertilizer Association of India.

Memorandum of Interest:

Except Mr. Senthil Nayagam, the appointee, none of the Directors / Key Managerial Personnel or their relatives of the Company are interested in this Resolution.

Item No.6:

The Board of Directors of the Company at their Meeting held on 7th July 2023 based on the recommendations of Nomination and Remuneration Committee, at their Meeting held on 5th July 2023, approved the proposal of appointment of Mr. Senthil Nayagam as the Whole-time Director of the Company for a period of 3 years from 30th July 2023, on the terms and conditions subject to the approval of the shareholders. In terms of Article 138B of Articles of Association of the Company and Section 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), approval of Members is now sought for his appointment and payment of remuneration.

Remuneration payable and the terms of appointment of Mr. Senthil Nayagam, as the Whole-time Director of the Company, is given in the Resolution. Mr. Senthil Nayagam is having wide experience in fertilizers and chemical industries and is associated with the Company for many



years in the past. His continuation as the Whole-time Director is essential to complete several developmental projects under progress which would help in sustaining the growth of the Company.

The Board recommends the Ordinary Resolution in relation to the appointment of Mr. Senthil Nayagam as Whole-time Director for approval by the Members of the Company as set out in Item No. 6 of the Notice.

Memorandum of Interest:

Except Mr. Senthil Nayagam, the appointee, none of the Directors / Key Managerial Personnel or their relatives of the Company are interested in this Resolution.

By Order of the Board of Directors
For Greenstar Fertilizers Limited

Date: 11.8.2023
Place: Chennai

SD/-
Namrata Aasi
Company Secretary

ANNEXURE TO THE EXPLANATORY STATEMENT

PURSUANT TO THE SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED IS FURNISHED BELOW:

Name of the Director	Ms. Devaki Ashwin Muthiah	Mr. Senthil Nayagam
Directors Identification Number (DIN)	10073541	09457685
Age	27 years	52 years
Qualification	Details furnished in the Explanatory Statement.	Details furnished in the Explanatory Statement.
Terms and conditions of appointment		
Experience and expertise		
Date of first Appointment on the Board of the Company	24 th May, 2023	30 th July, 2023
Shareholding in Greenstar Fertilizers Limited	Nil	Nil
List of Directorship held in other companies	(i) Tuticorin Alkali Chemicals and Fertilizers Limited (ii) Manali Petrochemicals Limited (iii) Southern Petrochemical Industries Corporation Limited	(i) Greenam Energy Private Limited
Membership / Chairmanship in Committees of other companies as on date	Nil	Nil
Relationships between Directors inter-se	Nil	Nil



GREENSTAR FERTILIZERS LIMITED
Regd. Office: 88 Mount Road, Guindy, Chennai 600 032
CIN: U24100TN2010PLC077127

ATTENDANCE SLIP

Please bring this attendance slip (duly filled in) and hand it over at the entrance of Registered Office of the Company, at No.88, Mount Road, Guindy, Chennai-600 032.

Name and Address of the Shareholder: _____ _____ _____ _____	Folio No:
	DP. ID *
	Client ID *

* Applicable to investors holding shares in electronic form

I hereby record my presence at the **13th Annual General Meeting** of the Company at Registered Office of the Company, at No. 88, Mount Road, Guindy, Chennai-600 032 on Wednesday, 20th day of September, 2023 at 10.45 A.M.

Signature of the Member or Proxy

Shares held



GREENSTAR FERTILIZERS LIMITED

Regd. Office: 88 Mount Road, Guindy, Chennai 600 032

CIN: U24100TN2010PLC077127

Proxy form

Name of the Member (s)	
Registered Address	
E-mail Id	
Folio No / DP ID- Client ID	

I / we being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Company, to be held at Registered Office of the Company, at No.88 Mount Road, Guindy, Chennai-600 032, on Wednesday, 20th day of September, 2023 at 10.45 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Res.No	Resolution	For	Against
1	To consider and adopt the audited Financial Statements of the Company for the year ended 31 st March 2023 and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Manish Nagpal (DIN 03169160), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To approve the appointment of M/s. B Y & Associates, Chennai, Cost Accountants, (Firm Registration No. 003498) as Cost Auditor and ratify the payment of remuneration.		
4	To approve the appointment of Ms. Devaki Ashwin Muthiah (DIN: 10073541) as a Director of the Company.		
5	To approve the appointment of Mr. Senthil Nayagam (DIN: 09457685) as a Director of the Company.		
6	To approve the appointment of Mr. Senthil Nayagam (DIN: 09457685) as the Whole-time Director of the Company and payment of remuneration.		

Signed this ___th day of September 2023

Affix Revenue Stamp

Signature of the shareholder

Signature of the Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.