

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th Annual General Meeting of the Members of Greenstar Fertilizers Limited will be held on Friday, 27th day of September, 2024 at 11.00 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 2024 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. To appoint a Director in place of Mr. S Narayanan (DIN 00929228), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

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 the provisions of 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, the appointment of M/s. B Y & Associates, Chennai, Cost Accountants, (Firm Registration No. 003498) as Cost Auditor to conduct the Cost Audit pertaining to Cost Accounts and Records of the Fertilizer Division of the Company for the financial year ending 31st March 2025, on a remuneration of 1,75,000/- (Rupees One lakh Seventy Five thousand only) plus reimbursement of actual out of pocket expenses and subject to applicable taxes and levies be and is hereby approved and ratified.”

4. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Act, the appointment of Mr. B S Purshotham (DIN: 08390291) as Independent Director of the Company and to hold office for a period of five years from 25th September 2024 be and is hereby approved.”

5. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV of the Act, the appointment of Mr. T K Arun (DIN: 02163427) as Independent Director of the

Greenstar Fertilizers Limited

CIN: U24100TN2010PLC077127

REGISTERED OFFICE: “SPIC HOUSE”, No. 88 Mount Road, Guindy, Chennai - 600032 Tamilnadu, India.

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Company and to hold office for a period of five years from 25th September 2024 be and is hereby approved.”

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 re-appointment of Mr. S Narayanan (DIN: 00929228) as Whole-time Director of the Company for a further period of three years from 1st November 2024, on the following terms and conditions:

REMUNERATION:

The components of the remuneration package proposed are as follows:

- a) Basic Salary, Allowances and Perquisites Rs. 93,38,004/- p.a.
- b) Performance Linked Pay Rs. 18,75,000/- p.a.
- c) Contribution to Provident and NPS Rs. 12,87,000 /- p.a.
- d) In addition to the above, reimbursement of 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.
- f) The other terms of appointment and Minimum Remuneration shall remain unaltered.

MINIMUM REMUNERATION

In the event of absence or inadequacy of profits Mr. S Narayanan, Whole-time Director will be entitled to remuneration mentioned above including perquisites as minimum remuneration subject to the provisions of the applicable law and approval of the Central Government or such other approvals as may be required under the Companies Act, 2013.

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. S Narayanan, 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. S Narayanan, be suitably amended to give effect to such amendment, modification or relaxation, subject to such approvals as may be required by law.”

7. 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, and other applicable provisions of the Companies Act, 2013 (the Act), the Rules made thereunder read with Schedule-V (including any statutory modification 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

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be and is hereby accorded for payment of increased remuneration to Mr. Senthil Nayagam, (DIN: 09457685), Whole time Director of the Company from 1st June 2024 till the end of his term on 29th July 2026, on the following terms and conditions:

REMUNERATION:

The components of the remuneration package proposed are as follows:

- a) Basic Salary, Allowances and Perquisites Rs. 54,09,840/- p.a.
- b) Performance Linked Pay Rs. 11,25,000/- p.a.
- c) Contribution to Provident, NPS and Gratuity Rs. 9,65,160/- p.a.
- d) In addition to the above, reimbursement of 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.
- f) The other terms of appointment and Minimum Remuneration shall remain unaltered.

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 from time to time 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: 7.8.2024
Place: Chennai

SD/-
Namrata Aasi
Company Secretary

Greenstar Fertilizers Limited

CIN: U24100TN2010PLC077127

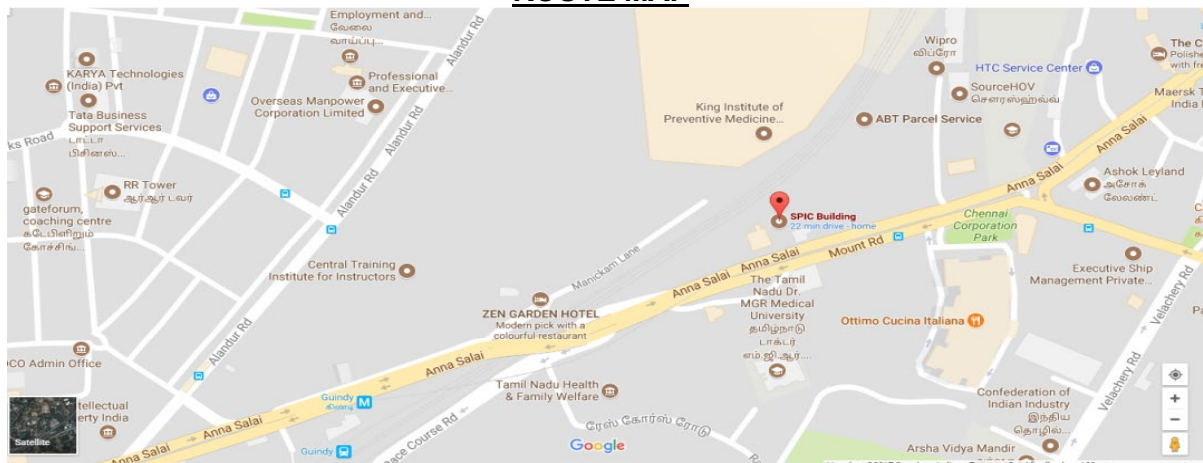
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NOTES:

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



Greenstar Fertilizers Limited

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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 16th May, 2024 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, 2025 and fixed his remuneration at Rs 1,75,000/- 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, 2025.

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, at their Meeting held on 7th August 2024 on the recommendation of Nomination and Remuneration Committee had appointed Mr. B S Purshotham (DIN: 08390291) as Additional Director in the category of Independent Director for a period of five years from 25th September 2024 pursuant to applicable provisions of the Companies Act, 2013 (the Act). In the opinion of the Board, pursuant to proviso to Section 152 (5) of the Act, Mr. B S Purshotham fulfils the conditions specified in the Act, and Rules made thereunder for appointment as an Independent Director of the Company and is independent of the Management. Consent has been received from Mr. B S Purshotham to hold Office as Independent Director of the Company. Notice in writing from a Member proposing his candidature has been received as required under Section 160 of the Act. Since the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of depositing Rs. 1 Lakh under Section 160 of the Act is not applicable. The Board recommends the Special Resolution in relation to the appointment of Mr. B S Purshotham as Independent Director, for approval by the Members of the Company as set out in Item No. 4 of the Notice.

Memorandum of Interest:

Except Mr. B S Purshotham and his Relatives, none of the Directors, Key Managerial Personnel of the Company are interested in this Resolution.

ITEM NO. 5

The Board of Directors, at their Meeting held on 7th August 2024 on the recommendation of Nomination and Remuneration Committee had appointed Mr. T K Arun (DIN: 02163427) as Additional Director in the category of Independent Director for a period of five years from 25th September 2024 pursuant to applicable provisions of the Companies Act, 2013 (the Act). In the opinion of the Board, pursuant to proviso to Section 152 (5) of the Act, Mr. T K Arun fulfils the conditions specified in the Act, and Rules made thereunder for appointment as an Independent Director of the Company and is independent of the Management. Consent has been received from

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Mr. T K Arun to hold Office as Independent Director of the Company. Notice in writing from a Member proposing his candidature has been received as required under Section 160 of the Act. Since the appointment has been recommended by the Nomination and Remuneration Committee, the requirement of depositing Rs. 1 Lakh under Section 160 of the Act is not applicable. The Board recommends the Special Resolution in relation to the appointment of Mr. T K Arun as Independent Director, for approval by the Members of the Company as set out in Item No. 5 of the Notice.

Memorandum of Interest:

Except Mr. T K Arun and his Relatives, none of the Directors, Key Managerial Personnel of the Company are interested in this Resolution.

ITEM NO. 6

The present term of Mr. S Narayanan as the Whole-time Director of the Company ends on 31st October 2024. Considering his competence, performance, experience and the responsibilities assigned to him, the Board of Directors of the Company at their Meeting held on 7th August 2024 based on the recommendations of Nomination and Remuneration Committee had re-appointed Mr. S Narayanan (DIN:00929228) as Whole-time Director of the Company with effect from 1st November 2024 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. S Narayanan, as the Whole-time Director of the Company, is given in the Resolution.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. S Narayanan as Whole-time Director. Accordingly, the Board recommends the re-appointment of Mr. S Narayanan as Whole-time Director of the Company for a further period of 3 years w.e.f. 1st November 2024.

Accordingly, the Board recommends the Ordinary Resolution in relation to the appointment of Mr. S Narayanan as Whole-time Director on the Board for approval by the Members of the Company as set out in Item No.6 of the Notice. He does not hold any shares in the Company.

Brief Profile of Mr. S Narayanan

Mr. S Narayanan aged about 58 years is a postgraduate in Agricultural Sciences from Kerala Agriculture University and having 34 years of experience including Agro input marketing, Agribusiness Management, Plantation Management and Agriculture Extension Projects.

As Director – Marketing of Greenstar Fertilizers Ltd., he is handling the marketing of agrochemicals and industrial products. During his tenure a new vertical on the marketing of specialty agrochemicals was initiated and is now in a fast growth trajectory.

Memorandum of Interest:

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

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ITEM NO.7

Mr. Senthil Nayagam was appointed as Whole-time Director of the Company w.e.f 30th July 2023 for a period of 3 years at a remuneration of Rs. 48,55,006/- per annum. The Nomination and Remuneration Committee (NRC) at their Meeting held on 10th May 2024, considering his performance during the last one year and the responsibilities to be taken up in the next two years had made recommendations to the Board of Directors for increase in remuneration to Rs. 75,00,000/- per annum. The Board of Directors at their Meeting held on 16th May 2024 based on the recommendations of NRC approved the proposal to increase the remuneration of Mr. Senthil Nayagam, Whole-time Director of the Company from 1st June 2024 till the end of his term i.e. 29th July 2026, subject to the approval of the shareholders. In terms of Article 138B of Articles of Association of the Company and Section 196,197 and other applicable provisions, if any, of the Act approval of Members is now sought for the increase in remuneration.

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: 7.8.2024
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	Mr. S Narayanan	Mr. B S Purshotham	Mr. T K Arun
Directors Identification Number (DIN)	00929228	00255679	02163427
Age	58 years	61 years	64 years
Qualification	Postgraduate in Agricultural Sciences from Kerala Agriculture University	Fellow Member of the Institute of Chartered Accountants of India	Associate Member of the Institute of Company Secretaries of India
Terms & conditions of appointment			
Experience & expertise			
Date of first Appointment on the Board of the Company	25.8.2010	At the Board Meeting held on 7 th August 2024 w.e.f. 25 th September 2024	At the Board Meeting held on 7 th August 2024 w.e.f. 25 th September 2024
Shareholding in Greenstar Fertilizers Limited	15000 equity shares	Nil	Nil
List of Directorship held in other companies	<ol style="list-style-type: none"> 1. Lotus Fertilizers Private Limited 2. Greenam Energy Private Limited 3. SPIC Dealer's Welfare Association 4. Agripro International Private Limited 	Nil	<ol style="list-style-type: none"> 1. Manali Petrochemicals Limited 2. Southern Petrochemical Industries Corporation Limited
Membership / Chairmanship in Committees of other companies as on date	Member in CSR Committee of Greenstar Fertilizers Limited	Nil	<ol style="list-style-type: none"> 1. Member of the Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee and Risk Management Committee of Southern Petrochemical Industries Corporation Limited. 2. Member of the Audit Committee and Chairman of Stakeholder's Relationship Committee and Risk Management Committee of Manali Petrochemicals Limited.
Relationships between Directors inter-se	Nil	Nil	Nil

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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 **14th Annual General Meeting** of the Company at Registered Office of the Company, at No. 88, Mount Road, Guindy, Chennai-600 032 on Friday, 27th day of September, 2024 at 11.00 A.M.

Signature of the Member or Proxy	Shares held

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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 14th 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 Friday, 27th day of September, 2024 at 11.00 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 2024 and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of S Narayanan (DIN 00929228), 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 Mr. B S Purshotham (DIN: 08390291) as Independent Director of the Company.		
5	To approve the appointment of Mr. T K Arun (DIN: 02163427) as Independent Director of the Company.		
6	To approve the re-appointment of Mr. S Narayanan (DIN: 00929228) as the Whole-time Director of the Company and payment of remuneration.		
7	To approve the payment of increased remuneration to Mr. Senthil Nayagam, Whole-time Director of the Company.		

Signed this ___th day of September 2024

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.

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