



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

FERTILIZERNAGAR – 391 750. Vadodara, Gujarat, India

CIN: L99999GJ1962PLC001121

Addendum to the Notice of 62nd Annual General Meeting of Gujarat State Fertilizers and Chemicals Limited (“the Company”)

Addendum to the Notice of the 62nd Annual General Meeting (AGM) of Gujarat State Fertilizers and Chemicals Limited (“Addendum”) scheduled to be held on Tuesday, 24th September, 2024 at 3:00 PM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Pursuant to the provisions of Section 160 of the Companies Act, 2013 (“Act”) read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2024, Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), an item of Special Business for appointment of Dr. T. Natarajan, IAS (DIN: 00396367) as Director of the Company is proposed for consideration by the Members at the AGM of the Company.

This Addendum shall be deemed to be an integral part of the original Notice dated 28th August, 2024 and the notes provided therein.

The said proposal for appointment of Dr. T. Natarajan, IAS (DIN: 00396367) as a Director shall be included in the remote e-voting facility commencing on Friday, 20th September, 2024 at 09:00 a.m. (IST) and ending on Monday, 23rd September, 2024 at 05:00 p.m. (IST) and in the e-voting during the AGM. The proposal for appointment Dr. T. Natarajan, IAS (DIN: 00396367) to the Office of Director is proposed consideration by the Members of the Company in the AGM as a part of Special Business, in the form of an Ordinary Resolution at Item no. 6, as set forth below:

SPECIAL BUSINESS:

6. Appointment of Dr. T. Natarajan, IAS (DIN: 00396367) as Director of the Company

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

"RESOLVED THAT pursuant to Article 148 of the Articles of Association and the provisions of Section 161(1) of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. T. Natarajan, IAS (DIN: 00396367) who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 10th September, 2024, as recommended by the Nomination and Remuneration Committee and who holds office up to the conclusion of Sixty Second Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member pursuant to

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, liable to retire by rotation."

By Order of the Board

Nidhi Pillai

Company Secretary & Vice President (Legal)

Membership No. A15142

Place: Vadodara

Date: 13.09.2024

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the above Special Business to be transacted at the ensuing 62nd AGM, is annexed hereto and forms part of the Notice.
2. All the processes, notes and instructions relating to remote e-voting and e-voting during the AGM as set out in the Notice shall apply *mutatis-mutandis* to the Resolution proposed in this Addendum to the Notice.
3. This Addendum to the Notice of AGM is available on the website of the Company at website of the Company at www.gsfclimited.com and on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of CDSL at www.evotingindia.com.
4. All the documents mentioned in this Addendum are available for inspection by the Members of the Company from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to secdiv@gsfcltd.com / nidhi.pillai@gsfcltd.com.

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to Special Businesses mentioned in the accompanying Addendum to the Notice:

ITEM NO. 06

The Company has received an Office Order on 11th September 2024, vide letter bearing reference no. FD/0222/09/2024 dated 10th September, 2024 towards nomination of Dr. T. Natarajan, I.A.S., Principal Secretary (Finance) as Director on the Board of the Company, as Finance Department's nominee Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through resolution passed by circulation on 13th September, 2024 has appointed Dr. T. Natarajan, IAS (DIN: 00396367) as an Additional Director on the Board of the Company in the category of Non-Executive and Non-Independent Director liable to retire by rotation. His appointment is with effect from 10th September, 2024 and he holds office as an Additional Director till the conclusion of ensuing 62nd Annual General Meeting (AGM) of the Company.

Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of a Director on the Board at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. In view thereof, the proposal is placed for consideration of members at the ensuing AGM of the Company.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing candidature of Dr. T. Natarajan, IAS (DIN: 00396367) for appointment as a Director on the Board of the Company.

Details of Dr. T. Natarajan, IAS (DIN: 00396367) pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are provided in the "Annexure - I" to this Addendum to the Notice of Annual General Meeting. This Statement may also be regarded as a disclosure under Regulation 36 (3) of the Listing Regulations.

The Nomination and Remuneration Committee and the Board are of the opinion that appointment of Dr. T. Natarajan, IAS (DIN: 00396367) on the Board will be in the best interest of the Company. He is qualified to be appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director. The Company has also received declaration from him, confirming that he is not debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Dr. T. Natarajan, IAS (DIN: 00396367) would not be holding any office or place of profit by being a mere Director of the Company. If approved by the Board, he shall be entitled to receive sitting fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings and profit related commission, if any, within the limits stipulated under Section 197 of the Act and the Listing Regulations.

In accordance with the provisions of Sections 152 and 160 of the Act and applicable provisions of the Listing Regulations, appointment of a Director requires approval of shareholders of the Company by way of an ordinary resolution. Accordingly, the approval of shareholders is sought for appointment of Dr. T. Natarajan, IAS (DIN: 00396367) as a Non-Executive and Non-Independent Director on the Board of the Company.

Except Dr. T. Natarajan, IAS (DIN: 00396367), none of the other Directors / Key Managerial Personnel of the Company and their respective relatives is /are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No.6 of the Addendum to the Notice. The Board recommends the Resolution at Item No. 6 of the Addendum to the Notice for your approval.

By Order of the Board

Place: Vadodara
Date: 13.09.2024

Nidhi Pillai
Company Secretary & Vice President (Legal)
Membership No. A15142

Annexure – I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT BY THE SHAREHOLDERS OF THE COMPANY AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT OF REGULATION 26(4) AND 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARD - 2

Name of Director	Dr. T. Natarajan, IAS
DIN	00396367
Date of Birth/Age	5 th May, 1971 / 53 years
Date of first appointment	13 th September, 2024
No. of Shares held by self or by any beneficial basis for any other person	Nil
Relationship with other Directors / Key Managerial Personnel	Nil
Qualifications	B.E. (Mining Engineering) M.B.A. (Finance & Marketing) M.A.(Eco.) MIDP, Ph. D
Nature of Expertise/ Experience	<p>Dr. T Natarajan, IAS has completed his graduation in Mining Engineering from college of Engineering, Guindy, Anna University in Tamil Nadu and M.B.A. in Finance from Bharathidasan Institute of Management, Tamil Nadu, India. Later, he acquired additional education qualifications including Masters in International Development at Duke University in USA.</p> <p>Dr. T. Natarajan is a member of Indian Administrative Service, 1996 batch Officer from Gujarat Cadre. He has held a range of responsibilities in Gujarat Government including District Collector and District Development Officer. He has served in the departments of Finance, Revenue, Industry & Mining and Technical Education and has held leadership positions in Public Sector Undertakings.</p> <p>Dr. T. Natarajan, IAS was entrusted with the responsibility of Senior Advisor to the Executive Director of India in the International Monetary Fund at Washington DC by the Government of India. He has also served as Additional Secretary in the Department of Economic Affairs in the Government of India. Before the current assignment as Principal Secretary, Finance Department, Government of Gujarat, he has served as Additional Secretary (Defence Production), Ministry of Defence in Government of India.</p>
Names of other Companies in which Directorship is held	<ol style="list-style-type: none"> 1. GujaratStateInvestmentLtd. 2. GujaratStateFinancialServicesLtd. 3. GujaratAlkaliesAndChemicalsLimited 4. Gujarat Narmada Valley Fertilizers and Chemicals Limited 5. GujaratGasLimited 6. GujaratStatePetroleumCorporationLimited 7. SardarSarovarNarmadaNigamLimited 8. GujaratMetroRailCorporationLimited

	9. GujaratInternationalFinanceTec-cityLimited
Names of the Committees of the Board of Companies in which Membership/ Chairmanship is held at GSFC Limited	1. Finance-cum-Audit Committee 2. Risk Management Committee 3. Corporate Social Responsibility Committee
Memberships / Chairmanship of Committees of other companies*	N.A.
Attendance at the Board meetings held during the financial year 2023-24	Not Applicable
Proposed Remuneration	He is only entitled to receive sitting fee and out of pocket expenses for attending Board and Committee meetings
Terms and conditions of appointment	It is proposed to appoint Dr. T. Natarajan, IAS as Non-executive and non-independent Director of the Company liable to retire by rotation.
Listed entities from which Dr. T. Natarajan, IAS has resigned as Director in the past three years	1. Bharat Electronics Limited 2. Hindustan Aeronautics Limited

* As per information available on the date of Addendum to the Notice