



NOTICE

NOTICE IS HEREBY given that the **36th Annual General Meeting** of the Members of Gujarat Narmada Valley Fertilizers Company Limited will be held on **Saturday, the 22nd September, 2012 at 11:00 A.M.** at the Registered Office of the Company, at Open Air Theatre, Sports Complex, Narmadanagar Township, P.O. Narmadanagar - 392 015, District Bharuch to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint Directors in place of those retiring by rotation.
4. To appoint Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration and, if thought fit, to pass with or without modification(s), the following Resolution **as a Special Resolution :**

“**RESOLVED** that pursuant to the provisions of Sections 224, 224A and other applicable provisions, if any, of the Companies Act, 1956, the retiring Auditors, M/s Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No.117365W) be and are hereby reappointed Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors of the Company, based on the recommendation of the Audit Committee and reasonable out-of-pocket expenses actually incurred by them in connection with the audit of the Accounts of the Company for the year ending 31st March, 2013.”

SPECIAL BUSINESS :

5. **Appointment of Shri GC Murmu, IAS 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 Shri GC Murmu, IAS be and is hereby appointed as Director of the Company, liable to retire by rotation.”

6. **Appointment of Shri Atanu Chakraborty, IAS as Managing Director – holding of additional charge during the absence of Shri AM Tiwari, IAS, Managing Director of the Company on Election Duty :**

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

“**RESOLVED** that subject to the provisions of Sections 198, 269, 309 and 316 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment of Shri Atanu Chakraborty, IAS, Managing Director, Gujarat State Fertilizers & Chemicals Ltd., Vadodara, to hold the additional charge of Managing Director of the Company during the absence of Shri AM Tiwari, IAS, Managing Director from Head Quarter on Election Duty for a period from 11th January, 2012 to 9th March, 2012.”

“**FURTHER RESOLVED** that the approval and consent of the Company be and is hereby given and the Board of Directors of the Company be and is hereby authorized to agree to the payment of remuneration / special pay, if any, as may be granted and conveyed by the Government of Gujarat to Shri Atanu Chakraborty, for holding the additional charge of the post of Managing Director of the Company, during the aforesaid period, subject to the same not exceeding the limit specified under Schedule XIII of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER** that the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **Change of the name of the Company :**

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



“**RESOLVED** that subject to the approval of the Registrar of Companies, Gujarat and pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 1956, the name of the Company be changed from Gujarat Narmada Valley Fertilizers Company Limited to Gujarat Narmada Valley Fertilizers & Chemicals Limited.”

“**FURTHER RESOLVED** that subject to the approval of the Registrar of Companies, Gujarat, and pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 1956, the name of Gujarat Narmada Valley Fertilizers Company Limited wherever appear in the Memorandum & Articles of Association of the Company, be substituted by the new name Gujarat Narmada Valley Fertilizers & Chemicals Limited.”

“**FURTHER RESOLVED** that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and authorize such person or persons as it may deem fit to do all such acts, deeds, things and sign all such papers and applications as may be necessary or expedient to give effect to the above resolution.”

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 4 to 7 set out above is annexed hereto. The information as are required to be furnished under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Director under Item Nos. 3 and 5 are also annexed.

**By Order of the Board of Directors,
For Gujarat Narmada Valley Fertilizers Co. Ltd.**

Registered Office :
P.O. Narmadanagar
Dist. Bharuch : 392 015
Dated : 14th August, 2012

R B Panchal
Company Secretary

ANNEXURE TO THE NOTICE

AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956, THE FOLLOWING EXPLANATORY STATEMENT SET OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED UNDER ITEM NOS. 4 to 7 OF THE ACCOMPANYING NOTICE DATED 14TH AUGUST, 2012

Item No. 4

M/s Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad were appointed Statutory Auditors of the Company at the last Annual General Meeting (AGM) to hold office until the conclusion of this AGM. It is proposed to reappoint M/s Deloitte Haskins & Sells, as the Statutory Auditors of the Company at this meeting on such remuneration as may be determined by the Board of Directors of the Company.

The holding of Gujarat State Investments Ltd., a Government of Gujarat undertaking as also of the Public Financial Institutions, Nationalized Banks and Insurance Companies is more than 25% of the subscribed share capital of the Company in aggregate and hence, the re-appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company, is required to be made by a Special Resolution, as contemplated under Section 224A of the Companies Act, 1956.

Your Directors commend the proposed resolution for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said Resolution.

Item No. 5

In accordance with Article 141 of Articles of Association of the Company, Shri GC Murmu, IAS was appointed as Director on the Board of the Company effective 20th October, 2010, in the casual vacancy caused by the resignation of Shri Pankaj Kumar, IAS.

In pursuance of the provisions of the Companies Act, 1956, Shri GC Murmu, IAS, holds the office of Director upto the date of forthcoming AGM. As required by Section 257 of the Companies Act, 1956, Notice proposing the candidature of Shri GC Murmu for the office of Director of the Company has been received from a Member along with requisite deposit.

Shri GC Murmu, is a senior IAS officer and is presently the Additional Principal Secretary to Hon'ble Chief Minister of Gujarat. He has a rich experience in the field of Management

and Administration. The Board considers that it would be in the interest of the Company to appoint Shri GC Murmu as Rotational Director and therefore, commends the resolution for your approval.

Shri GC Murmu is interested in the said resolution. None of the remaining Directors is, in any way, concerned or interested in the said Resolution.

Item No. 6

Shri AM Tiwari, IAS, Managing Director of the Company was appointed as an Observer of Election Commission of India for the General Election of Legislative Assembly of Uttarakhand. He proceeded on Election Duty w.e.f. 11th January, 2012.

As directed by Government of Gujarat, Shri Atanu Chakraborty, IAS, was appointed by the Board to hold the additional charge of Managing Director of the Company, during the absence of Shri Tiwari on Election Duty. Shri Chakraborty held additional charge of Managing Director of the Company during the absence of Shri AM Tiwari from 11th January, 2012 to 9th March, 2012.

In pursuance of the provisions of Section 269 of the Companies Act, 1956, read with Schedule XIII of the said Act, the appointment of Shri Atanu Chakraborty as Managing Director of the Company and payment of any remuneration / special pay as may be granted and conveyed by the Govt. of Gujarat, if any, to him for holding the additional charge is subject to the approval of the shareholders in General Meeting. Accordingly, your Directors commend the proposed resolution for your approval.

Shri Atanu Chakraborty is interested, in the said resolution. None of the remaining Directors is, in any way, concerned or interested in the said Resolution.

Item No. 7

Your company was incorporated under the Companies Act, 1956 on 10th May, 1976. Initially, the Company started its business of production and distribution of Chemical Fertilizers in India and upto the year 1985 the Company's activities were centered around Chemical Fertilizers. 1985 onwards, the Company has undertaken a major diversification into Industrial Chemicals viz. Methanol, Formic Acid, Acetic Acid, Weak Nitric Acid (WNA) and Concentrated Nitric Acid (CNA). In 1992, the Company promoted Narmada Chematur Petrochemicals Ltd., (NCPL) jointly with Chematur Engineering AB, Sweden and IBI



Chematur Ltd., India to manufacture Aniline and Toluene Di-Isocyanate. NCPL has been merged with the Company effective 15th February, 2007.

Due to phase-wise diversification, the total earning of the Company, which was initially entirely from the manufacture and sale of Fertilizers has gradually changed. As per the Audited Annual Accounts for financial year 2011-12, out of the total earnings (PBT of the Company) 30.96% is from Fertilizer Products whereas 63.10% is from Industrial Chemical Products.

As observed from the financial results of last several years, the share of Industrial Products – Chemicals has remained predominant.

Two new chemical plants viz. WNA-II and CNA-III have been commissioned during the year. Ethyl Acetate Project and TDI Project each having capacity of 50,000 MTPA are under implementation and the same are expected to be mechanically complete by August, 2012 and March, 2013 respectively. With the commissioning of these Projects, it is expected that in the coming years, the percentage of Chemical products in the total earnings of the Company will increase further.

As the name Gujarat Narmada Valley Fertilizers Company Limited suggests, the Company is viewed only as a Fertilizer manufacturing company and labelled and rated accordingly. As such, the name of the Company does not appropriately match with its present activities. In order to bring the name of the Company in line with its present activities,

(production and sale of both – Fertilizers and Chemicals), it is proposed to change the name of the Company from Gujarat Narmada Valley Fertilizers Company Limited to Gujarat Narmada Valley Fertilizers & Chemicals Limited.

In view of the above, the Special Resolution set-out in the Notice is placed before the members of the Company for approval as also for authorizing the Board of Directors of the Company to do all such acts, deeds, matters and things, as may be necessary to give effect to the said resolution.

Your Directors commend the proposed resolution for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said Resolution.

Inspection of Documents :

All documents referred to in this Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company between 9:30 A.M. and 11:30 A.M. during working days of the Company.

**By Order of the Board of Directors,
For Gujarat Narmada Valley Fertilizers Co. Ltd.**

Registered Office :
P.O. Narmadanagar
Dist. Bharuch : 392 015
Dated : 14th August, 2012

R B Panchal
Company Secretary