

NOTICE



NOTICE is hereby given that the **Fifty-first Annual General Meeting** of the Members of the Company will be held at **Cultural Centre Auditorium** situated at the **Registered Office of the Company at Fertilizernagar - 391750, Dist. Vadodra at 3.30 PM on Saturday, the 3rd August, 2013** to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Accounts, Balance Sheet as at 31st March, 2013, Profit & Loss Statement for the year ended on that date and the Directors' report and Auditors' report thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri D. J. Pandian, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri D. C. Anjaria, who retires by rotation and being eligible offers himself for re-appointment.
5. To consider and if thought fit, to pass the following resolution with or without modifications, 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, Vadodra (Firm Registration No. 117364W) be and are hereby reappointed Auditors of the Company, to hold office from the conclusion of this Annual General 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 Accounts of the Company for the year ending 31st March, 2014."

Special Business

6. To consider and if thought fit, to pass the following resolution with or without modification, as an **Ordinary Resolution**:
"RESOLVED that Dr. Hasmukh Adhia, IAS who was appointed as Additional Director of the Company under Section 260 and other applicable provisions, if any, of the Companies Act, 1956, read with the relevant Articles of the Articles of Association of the Company, if any, and who holds office upto the date of this Annual General Meeting and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 500/- (Rupees Five Hundred only) from a member under section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation."

By Order of the Board

Sd/-

V.D. Nanavaty

Place : Fertilizernagar

General Manager (Finance) &

Date : 17th June, 2013

Company Secretary

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 THE PROXY NEED NOT BE A MEMBER.**
Please bring your copy of Annual Report and attendance card at the meeting. Persons other than members or proxy will not be allowed to attend the meeting.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto. The particulars of qualification, experience and other directorship etc. of Shri D.J.Pandian, Shri D.C.Anjaria, Dr. Hasmukh Adhia and Dr. Varesh Sinha are given in the annexure to this notice.

NOTES

3. As required under the Rule 4A of the Companies Unpaid Dividend (Transfer to General Revenue Account of Central Government) Rules, 1978, the Company hereby informs its Members that all unpaid/ unclaimed dividends declared for and upto the Financial Year ended 31st March, 1994 have been transferred to the General Revenue Account of the Central Government. Members who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies (Gujarat), Housing Board Building, Opp. Roopal Park Society, Ankur Char Rasta, Naranpura, Ahmedabad - 380 013.

Consequent upon amendment to Section 205-A of the Companies Act, 1956 and introduction of Section 205-C by the Companies (Amendment) Act, 1999, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investors' Education and Protection Fund set up by the Government of India and no payments shall be made in respect of any such claims by the Fund. Accordingly, the unclaimed dividends for the financial year ended 31-03-1995 to 31-03-1999 and 31-03-2005 has been transferred to the said fund.

Details of dividend to be transferred to Investors' Education & Protection Fund (IEPF) :

Dividend No.	Financial year	Date of Declaration	Due for transfer to IEPF on
32	2005-06	22-09-2006	22-10-2013
33	2006-07	21-09-2007	21-10-2014
34	2007-08	26-09-2008	26-10-2015
35	2008-09	25-09-2009	25-10-2016
36	2009-10	24-09-2010	24-10-2017
37	2010-11	17-09-2011	17-10-2018
38	2011-12	04-08-2012	04-09-2019

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31-03-2006 to 31-03-2012, are requested to lodge their claims to the Company accordingly, without any delay.

4. Relevancy of questions and the order of speakers at the meeting shall be decided by the Chairman.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

Item No. 5 :

M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara 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.

Since the shareholding of Specified Entities is more than 25% of the subscribed share capital of the Company in aggregate, the re-appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Vadodara, 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, therefore, recommend 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. 6 :

As Pursuant to the recommendations of the Government of Gujarat, the Board of Directors have, effective from 01.04.2013, appointed Dr. Hasmukh Adhia, IAS as an Additional Director and who hold office upto the date of this Annual General Meeting of the Company.

As required under section 257 of the Companies Act, 1956, notice has been received by the Company signifying the intention to propose his candidature for the office of Director of the Company together with requisite amount of deposit prescribed.

Dr. Hasmukh Adhia, IAS, besides being a member of Indian Administrative Service is having rich administrative experience of varied nature. He is at present the Principal Secretary, Finance Department, Govt. of Gujarat and he is also Chairman of Gujarat State Investments Limited & Managing Director of Gujarat State Financial Services Limited and Gujarat State Financial Services (CAPS) Limited. He is also director of other reputed companies. Your Directors, therefore, recommend you to pass the resolution None of the Directors, except Dr. Hasmukh Adhia, IAS is, in any way, concerned or interested in the said resolution.

By Order of the Board

Sd/

V.D. Nanavat

Place : Fertilizernagar

General Manager (Finance)

Date : 17th June, 2013

Company Secretary