



तालचेर फर्टिलाइजर्स लिमिटेड  
**TALCHER FERTILIZERS LIMITED**

निगमित पहचान संख्या / Corporate Identification Number (CIN): U24120OR2015PLC019575

Registered Office: Plot 2/H, Kalpana Area, BJB Nagar, Khurda, Bhubaneswar- 751014

Site Office: Administrative Building, Talcher Fertilizers Limited, Talcher, P.O.-Vikrampur,  
Dist. - Angul (Odisha) - 759106; Visit us at: [www.tflonline.co.in](http://www.tflonline.co.in)

## **NOTICE OF 9<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given to the members of M/s. Talcher Fertilizers Limited ("TFL"/ "Company") that 9<sup>th</sup> Extra Ordinary General Meeting of the Company will be held on **Thursday, June 19, 2025 at 03:00 P.M.** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility at Administrative Building, Talcher Fertilizers Limited, Talcher, P.O. Vikrampur, Distt. - Angul (Odisha) - 759106 to transact the following businesses at a **shorter notice**:

### **SPECIAL BUSINESS:**

**Item No. – 1: Increase in Authorized Share Capital of the Company from Rs.4,200 Crore to Rs. 7,500 Crore.**

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 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be increased from Rs. 42,00,00,00,000 (Rupees Four Thousand Two Hundred Crore only) divided into 4,20,00,00,000 shares (Four Hundred and Twenty Crore) Shares of Rs. 10 (Rupees Ten) each to Rs. 75,00,00,00,000/- (Rupees Seven Thousand Five Hundred Crore Only) divided into 7,50,00,00,000 (Seven Hundred Fifty Crore) Equity Shares of Rs.10 (Rupees Ten) each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and are hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deemed necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum and Articles of Association of the Company as they may think fit."

**Item No. – 2: To amend Clause 5 of the Memorandum of Association 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 the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for substituting Clause 5 of the Memorandum of Association of the Company with the following clause:

5. The Authorized Share Capital of the Company shall be Rs.75,00,00,00,000/- (Rupees Seven Thousand Five Hundred Crore Only) divided into 7,50,00,00,000 Equity Shares of Rs.10/-each.”

**Item No. – 3: To amend Article 4(1) (a) of the Articles of Association 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** pursuant to the provisions of Section 14, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and provisions of the Articles of the Association, consent of the members be and is hereby accorded for substituting Article 4(1)(a) of the Articles of Association of the Company with the following clause:

- 4.(1)(a) The Authorized Share Capital of the Company shall be Rs.75,00,00,00,000/- (Rupees Seven Thousand Five Hundred Crore Only) divided into 7,50,00,00,000 Equity Shares of Rs.10/-each.”

**Item No. – 4: To increase the borrowing powers 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** pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the “Board”) to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs.15,000 Crore (Rupees Fifteen Thousand Crore Only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate for the time being of the paid-up share capital, free reserves and securities premium of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decided terms and conditions of such borrowings, finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any questions, difficulties or doubts that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or any other officer of the Company or any other person”.

**Item No. – 5: To create security on the properties of the Company, both present and future, in favour of lenders.**

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

**“RESOLVED THAT** pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and Rules made thereunder as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the “Board”) to create mortgage/ hypothecation /pledge/ charge / security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/bonds and/or other instruments to secure all credit facilities including rupees loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed /to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decided terms and conditions of such borrowings, finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any questions, difficulties or doubts that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or any other officer of the Company or any other person”.

**By order of the Board of Directors  
For Talcher Fertilizers Limited**

**Date: 18.06.2025  
Place: Talcher, Odisha**

**Sd/-  
(Rahul Kr. Tiwari)  
Company Secretary  
ACS - 40333**

**Registered Office:**

Plot 2/H, Kalpana Area,  
BJB Nagar, Khurda,  
Bhubaneswar – 751014

**Copy, pursuant to Section 101 (3) of the Act:**

- 1. All Shareholders**
- 2. All Directors**
- 3. M/s. Pratyush & Associates, Chartered Accountants (Statutory Auditor)**
- 4. M/s. Arun Kumar Maitra & Co., Company Secretaries (Secretarial Auditor)**

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), relating to the Business to be transacted at the Extra Ordinary General Meeting (‘EGM’ or ‘Meeting’) is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 9/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and/or any other circulars/directions etc. (“MCA Circulars”) have permitted the holding of the EGM of a Company through Video Conferencing (VC)/ Other Audio Video Means (OAVM) which does not require physical presence of members at a common venue.

In compliance with the provisions of the Act and MCA Circulars, the 9<sup>th</sup> EGM of the Company is being held through VC / OAVM.

Pursuant to Section 101 of the Act, the consent of the members to hold the EGM at a shorter notice is being obtained by the Company.

The deemed venue for the 9<sup>th</sup> EGM shall be Administrative Building, Talcher Fertilizers Limited, Talcher, P.O. Vikrampur, Distt. – Angul (Odisha) - 759106

Since, the Company is conducting EGM through VC /OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and therefore, Proxy Form is not forming part of the Notice. Further, Attendance slip and Route Map of the Venue is also not forming part of the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through show of hands.

3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. All documents referred to in the Notice calling the EGM and the Explanatory Statement including statutory registers are available for inspection through e-mode and shall be furnished through e-mail at the registered email address of the Shareholder, for inspection, as per specific request received at [comsecy@tflonline.co.in](mailto:comsecy@tflonline.co.in)
5. Pursuant to the provisions of Section 107 of the Companies Act, 2013 a resolution put to the vote of the meeting shall, unless a poll is demanded under Section 109 of Companies Act, 2013, be decided on show of hands. Where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company and the members shall convey their assent or dissent only by sending emails to [comsecy@tflonline.co.in](mailto:comsecy@tflonline.co.in)
6. The Notice calling the 9<sup>th</sup> EGM has been uploaded on the website of the Company at <http://tflonline.co.in/>.

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**PROCEDURE FOR JOINING THE EGM THROUGH VC:**

1. The Company is providing VC/OAVM facility to its Members for participating at the EGM.
2. Members will be able to attend the EGM through VC at the link which will be separately shared via email one day prior to the meeting.
3. Facility of joining the EGM through VC will be kept open 15 minutes before the time scheduled to start the meeting and will not be closed till the expiry of 15 minutes after such scheduled time.
4. For any help or assistance with regard to participation in the meeting, kindly contact the Company Secretary of the Company through email id – [comsecy@tflonline.co.in](mailto:comsecy@tflonline.co.in)
5. Members are encouraged to join the meeting through laptops for better experience and allow camera and use Internet with a good speed to avoid any disturbance during the meeting.

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**EXPANATORY STATEMENTS PURSUANT TO SECTION 102**  
**OF THE COMPANIES ACT, 2013**

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice.

**Item No.1 : Increase in Authorized Share Capital of the Company from Rs.4,200 Crore to Rs. 7,500 Crore.**

Presently, the Authorized Share Capital of the Company is Rs. 42,00,00,00,000 divided into 4,20,00,00,000 shares of Rs.10/- each and paid up share capital is Rs. 33,06,44,57,660 divided into 3,30,64,45,766 Equity shares of Rs.10/- each. Considering cost overrun due to revision in Date of Commencement of Commercial Operations (DCCO), the equity capital from the promoter is required to be infused.

TFL Management has been decided to initiate the repayment of outstanding loan amount of Rs 4501.61 Crore with support from promoter companies, to the consortium lenders before 30.06.2025. It has been decided that considering various procedural & legal issues in promoters' fund infusion in an associate company, repayment of outstanding loan within a very short time would be possible only through a combination of infusion of balance equity & inter corporate loan (within powers of respective Board of Directors) by promoter companies within their financial capability at the moment.

Pursuant to Section 61 of the Companies Act, 2013 and Article 5 of Article of Association of the Company, the shareholders' approval is required to increase its authorized share capital.

No Director, Key managerial personnel or their relatives, to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board recommends the resolution set forth in Item No. 1 for the approval of the members.

**Item No.2 : To amend Clause 5 of the Memorandum of Association of the Company.**

Presently, the Authorised Share Capital of the Company stands at 42,00,00,00,000 divided into 4,20,00,00,000 shares of Rs.10/- each.

In order to meet its business objectives, it is proposed to increase the Authorised Share Capital of the Company from Rs. 42,00,00,00,000 (Rupees Four Thousand Two Hundred Crore only) divided into 4,20,00,00,000 shares (Four Hundred and Twenty Crore) Shares of Rs. 10 (Rupees Ten) each to Rs. 75,00,00,00,000/- (Rupees Seven Thousand Five Hundred Crore Only) divided into 7,50,00,00,000 (Seven Hundred Fifty Crore) Equity Shares of Rs.10 (Rupees Ten) each by the creation of additional capital of Rs.33,00,00,00,000/- (Rupees Three Thousand Three Hundred Crore Only) divided into 3,30,00,00,000/- (Three Hundred and Thirty Crore) Shares of Rs. 10 (Rupees Ten) each.

Subsequent to the increase in the Authorised Share Capital, Clause 5 of the Memorandum of Association of the Company would have to be altered by passing Ordinary Resolution in the Extraordinary General Meeting of the Members of the Company.

No Director, Key managerial personnel or their relatives, to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board recommends the resolution set forth in Item No. 2 for the approval of the members.

**Item No.3 : To amend Article 4(1) (a) of the Articles of Association of the Company.**

In order to meet its business objectives, it is proposed to increase the Authorised Share Capital of the Company from Rs. 42,00,00,00,000 (Rupees Four Thousand Two Hundred Crore only) divided into 4,20,00,00,000 shares (Four Hundred and Twenty Crore) Shares of Rs. 10 (Rupees Ten) each to Rs. 75,00,00,00,000/- (Rupees Seven Thousand Five Hundred Crore Only) divided into 7,50,00,00,000 (Seven Hundred Fifty Crore) Equity Shares of Rs.10 (Rupees Ten) each by the creation of additional capital of Rs.33,00,00,00,000/- (Rupees Three Thousand Three Hundred Crore Only) divided into 3,30,00,00,000/- (Three Hundred and Thirty Crore) Shares of Rs. 10 (Rupees Ten) each.

Subsequent to the increase in the Authorised Share Capital, article 4(1) (a) of the Articles of Association of the Company would have to be altered by passing the necessary Special Resolutions in the Extraordinary General Meeting of the Members of the Company.

No Director, Key managerial personnel or their relatives, to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board recommends the resolution set forth in Item No. 3 for the approval of the members.

**Item No. 4 : To increase the borrowing powers of the Company &**

**Item No. 5 : To create security on the properties of the Company, both present and future, in favour of lenders.**

The Board in its 82<sup>nd</sup> Meeting held on March 29, 2023 has accorded its investment approval of the coal gasification based Talcher fertilizer project with an investment of Rs. 17,080.69 crores ( $\pm$  10%) with a debt equity ratio of 60.36/39.64.

TFL Management has been decided to initiate the repayment of outstanding loan amount of Rs 4501.61 Crore with support from promoter companies, to the consortium lenders before 30.06.2025. It has been decided that considering various procedural & legal issues in promoters' fund infusion in an associate company, repayment of outstanding loan within a very short time would be possible only through a combination of infusion of balance equity & inter corporate loan (within powers of respective Board of Directors) by promoter companies within their financial capability at the moment.



Keeping in view, the existing borrowings and the future requirement for additional funds for meeting the Capital expenditure for on-going projects and the enhanced long-term working capital needs of the Company, it is proposed to enhance the existing borrowings limits of the Company from Rs. 10,000 Crore (Rupees Ten Thousand Crore Only) to Rs. 15,000 Crore (Rupees Fifteen Thousand Crore) and creation of security on the properties of the Company.

No Director, Key managerial personnel or their relatives, to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board recommends the resolution set forth in Item No. 4 & 5 for the approval of the members.

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