NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE is hereby given to the members of M/s. Talcher Fertilizers Limited ("TFL"/ "Company") that the 11th (Eleventh) Annual General Meeting of the Company will be held at shorter notice on **26th September, 2026, at 10.00 A.M.** through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility at Administrative Building, TFL, Talcher, P.O. Vikrampur, District – Angual, Odisha-759106 i.e. the place where all the recordings of the proceedings at the Meeting would be made, to transact the following businesses:

ORDINARY BUSINESS:

1) To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the reports of the Board of Directors, Statutory Auditor and comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013, and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, Report of Directors and Auditors thereon and the comments of the Comptroller & Auditor General of India thereon be and are hereby considered and adopted."

2) To authorize the Board of Directors to fix the remuneration of Statutory Auditors appointed by C&AG for the Financial Year 2026-27 and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to fix the remuneration, out of pocket expenses, travelling expenses and other ancillary expenses of the Statutory Auditors as appointed by the Comptroller and Auditor General of India for conducting the Statutory Audit of the Company for the Financial Year 2026-27."

3) To appoint a Director in place of Smt. Lakshmi Prabha Ambati (DIN - 09637525) who retires by rotation and being eligible, offers herself for re-appointment and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Smt. Lakshmi Prabha Ambati (DIN - 09637525), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and Clause 112 of Articles of Association of the Company and being eligible, offers herself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4) To appoint a Director in place of Shri Naresh Arya (DIN - 10627329) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Shri Naresh Arya (DIN - 10627329), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and Clause 112 of Articles of Association of the Company and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

5) To appoint Shri Rajeev Kumar Singhal (DIN - 09230386) as Director/Chairman of the Company and in this regard, 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 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, Shri Rajeev Kumar Singhal (DIN:

09230386), who was appointed by the Board of Directors as an Additional Director/Chairman designated as Part-time Director of the Company with effect from 01.03.2026 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Part-time Director of the Company and, in terms of Clause 112 of the Articles of Association of the Company, shall not be liable to retire by rotation."

6) To appoint Smt. Jyoti V. Patil (DIN - 11528979) as Director of the Company and in this regard, 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 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, Smt. Jyoti V. Patil (DIN: 11528979), who was appointed by the Board of Directors as an Additional Director designated as Part-time Director of the Company with effect from 01.02.2026 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Part-time Director of the Company and shall be liable to retire by rotation."

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By order of the Board of Directors

For, Talcher Fertilizers Limited

Sd/-
(Dinesh Singh Jhala)
Company Secretary
A31656

Date:17-09-2026
Place: Talcher, Odisha

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

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

1. **All Shareholders of the Company;**
2. **All Directors of the Company;**
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 Special Business to be transacted at the Annual General Meeting (‘AGM’ or ‘Meeting’) is annexed hereto.

2) The Ministry of Corporate Affairs has allowed conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed the personal presence of the Members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 03/2025 dated September 22, 2025 read with earlier circulars issued in this regard (“MCA Circulars”) prescribing the procedures and manner of conducting the AGM through VC/ OAVM.

   In compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

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

   The deemed venue for the AGM shall be Administrative Building, Talcher Fertilizers Limited, Talcher, P.O. Vikrampur, Distt. – Angul (Odisha) - 759106

   Since, the Company is conducting AGM through VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM 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 AGM through VC/OAVM and participate thereat and cast their votes through show of hands.

3) The attendance of the Members attending the AGM 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 AGM 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

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

6) The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at comsecy@tflonline.co.in

7) The Notice calling the AGM has been uploaded on the website of the Company at http://tflonline.co.in/.

8) Those Shareholders whose email IDs are not registered/ updated, are requested to register/update their email ID with the Company by sending a mail to comsecy@tflonline.co.in

9) Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, are enclosed with this notice.

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PROCEDURE FOR JOINING THE AGM THROUGH VC:

1) The Company is providing VC/OAVM facility to its Members for participating at the AGM.

2) Members will be able to attend the AGM through VC at the link which will be separately shared via email one day prior to the meeting.

3) Facility of joining the AGM 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

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.5:

In pursuance to nomination received from GAIL (India) Limited, the Board of Directors through resolution by circulation RBC: BoD-09/2025-26 had appointed Shri Rajeev Kumar Singhal (DIN - 09230386), as an Additional Director/Chairman to function as part time Director in the Company. His tenure as an Additional Director is up to the date of this AGM or last date on which the AGM should have been held, whichever is earlier.

The details regarding his qualification, expertise, date of first appointment on the Board, relationship with other KMPs and Director, Shareholding in the Company, Number of Meeting attended during the year, Membership/ Chairmanship of Committee of the Boards and other information are enclosed with this notice.

He is not drawing any remuneration or sitting fees from the Company and he does not hold any shares in the Company.

The Company has received a notice in writing pursuant to provision of Section 160 of the Companies Act, 2013, signifying intention to propose the appointment of Shri Rajeev Kumar Singhal (DIN - 09230386) as Director on the Board of the Company.

Shri Rajeev Kumar Singhal (DIN - 09230386) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

None of the Director, Key Managerial Personnel or their relatives, except Shri Rajeev Kumar Singhal (DIN - 09230386) 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. 5 for the approval of the members.

Brief profile of Shri Rajeev Kumar Singhal (DIN - 09230386) as required under Secretarial Standards on General Meeting are enclosed with this notice.

Item No.6:

In pursuance to nomination received from Rashtriya Chemicals and Fertilizers Limited, the Board of Directors in 120th Meeting held on 19.02.2026 had appointed Smt. Jyoti V. Patil (DIN:11528979), as an Additional Director to function as part time Director in the Company. Her tenure as an Additional Director is up to the date of this AGM or last date on which the AGM should have been held, whichever is earlier.

The details regarding her qualification, expertise, date of first appointment on the Board, relationship with other KMPs and Director, Shareholding in the Company, Number of Meeting attended during the year, Membership/ Chairmanship of Committee of the Boards and other information are enclosed with this notice.

She is not drawing remuneration or sitting fees from the Company. She holds one share in the Company.

The Company has received a notice in writing pursuant to provision of Section 160 of the Companies Act, 2013, signifying intention to propose the appointment of Smt. Jyoti V. Patil (DIN:11528979), as Director on the Board of the Company.

Smt. Jyoti V. Patil (DIN:11528979) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

None of the Director, Key Managerial Personnel or their relatives, except Smt. Jyoti V. Patil (DIN:11528979) 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. 5 for the approval of the members.

Brief profile of Smt. Jyoti V. Patil (DIN:11528979) as required under Secretarial Standards on General Meeting are enclosed with this notice.

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BRIEF DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 11TH AGM OF THE COMPANY

Name	Shri Rajeev Kumar Singhal (DIN - 09230386)	Smt. Jyoti V. Patil (DIN:11528979),
Date of Birth & Age	05.02.1968 (58 years)	16.07.1969 (57 Years)
Date of first Appointment on the Board	Designated as Additional Director & Chairman w.e.f. 01.03.2026	Designated as Additional Director w.e.f. 01.02.2026
Qualification	Electronics Engineer from Indian Institute of Technology (IIT) BHU Varanasi and holds a Diploma in Business and Finance from Institute of Chartered Financial Analysts of India (ICFAI).	B.Tech. degree in Chemical Engineering and is a Silver Medalist.
Experience	He joined GAIL in 1989 as Assistant Executive Engineer and has over 37 years of diverse experience across multiple functions including Operation and Maintenance of Hydrocarbon installations, Marketing, International LNG Trading, Shipping, thereby bringing extensive expertise in the hydrocarbon and energy sector. In his current role, Shri Singhal is pursuing Business Development initiatives aimed at expanding GAIL's Business Portfolio in India and overseas. His area of focus encompasses M&A transactions in different sectors, development of Gas Infrastructure, establishment of New Fertilizer Plants, Petrochemical O&M and Portfolio Expansion, settingup of CBG Plants, Coal Gasification Projects, Shipping initiatives in India and globally, Diversification, Exploration & Production, Research & Development, Start–Up with a strong emphasis on enhancing GAIL's renewable energy portfolio. Earlier, as Head of the LNG Sourcing Group at GAIL, Shri Singhal has handled international negotiations with diverse sourcing destinations viz Qatar, Australia, USA & Russia involving contracts indexed to a mix of	She joined RCF as a Management Trainee in 1990 and brings over 36 years of rich and diverse professional experience in the fertilizer and chemical industry. Over the course of her distinguished career, she has held several key positions across Technical Services and operations, including DGM (Technical Services & Central Control Laboratory) and GM (SGP, Technical Services, Plant Health Services, Workshop, ETP, and Projects). Currently, she serves as Executive Director (Projects, Corporate & Coordination) at RCF. In this role, she is responsible for overseeing major projects at Thal, including the NPK Plant, Phosphoric Acid Plant, Ammonia Energy Saving Project, Ultrafiltration in the Water Treatment Plant, HRSCC, and ETP Upgradation Phase II.

	Brent, JCC & Henry Hub benchmarks. His notable achievements include creating a market for Henry hub linked RLNG in India, marketing long-term RLNG volumes to Fertilizer plants across the country and developing new gas markets in Karnataka, Kerala and West Tamil Nadu, where natural gas was reaching for the first time.	
Directorship held in other Companies (As per last disclosure received from the Directors)	1) Fayum Gas 2) TAPI Pipeline Company Limited 3) LNG Japonica Shipping Corporation Limited 4) Maharashtra Natural Gas Limited 5) Coal Gas India Limited 6) Talcher Fertilizer Limited	NIL
Membership / Chairmanship of Committees in other Companies*	1) Coal Gas India Limited - Audit Committee - Chairperson	1) Talcher Fertilizers Limited - Audit Committee - Chairperson
Relationship with other Directors / KMP of the Company	None	None
No. of shares held in TFL	NIL	One
Terms & Conditions of appointment and re-appointment	Nominee of Gail (India) Limited ("GAIL"), Promoter Company	Nominee of Rashtriya Chemicals and Fertilizers Limited, Promoter Company
Details of Remuneration (to be paid / last drawn)	NIL	NIL
Attendance in Board Meetings held during 2025-26	No. of Board Meetings held: 1 No. of Board Meetings attended: 1	No. of Board Meetings held: 2 No. of Board Meetings attended: 2

*****Note: *Membership/ Chairmanship pertaining only to Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee have been taken into consideration.*

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BRIEF DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 11TH AGM OF THE COMPANY

Name	Shri Naresh Arya (DIN - 10627329)	Smt. Lakshmi Prabha Ambati (DIN - 09637525)
Date of Birth & Age	21.12.1977 (48 years)	07.09.1978 (48 Years)
Date of first Appointment on the Board	Designated as Director w.e.f. 22.05.2024	Designated as Director (Finance) w.e.f. 14.06.2022
Qualification	Indian Cost Accounts Service Officer. Chartered Accountant and M.A. in Economics.	Master of Business Administration (Finance) from prestigious Jawaharlal Nehru Technological University, Hyderabad in 2000.
Experience	Shri Naresh Arya, Director (Finance), Hindustan Fertilizer Corporation Limited (HFCL) and Fertilizer Corporation of India Limited (FCIL) w.e.f 30.04.2024. He also serves in the capacity of Non-Executive Director on the Board of Ramagundam Fertilizers and Chemicals Limited (RFCL) w.e.f. 19.05.2024 and Hindustan Urvarak & Rasayan Limited w.e.f. 14.05.2024. He is presently working as Director in Fertilizer Industry Coordination Committee (FICC) in the Department of Fertilizers, Ministry of Chemicals and Fertilizers, Govt. of India. He has also worked in the commercial wing of Comptroller & Auditor General of India (C&AG), Department of Expenditure, National Pharmaceutical Pricing Authority, Department of Personnel and Training and Department of Commerce. He possesses wide experience in Government accounts and finance, costing, trade remedy laws, audit, establishment etc.	She is nominated Director (Finance) Talcher Fertilizers Limited (TFL) on 4th June 2022. She is associated with TFL from October 2018 and played active role in achievement of the Financial closure of Rs 9559.59 crores for TFL Project with Consortium of Nine Banks including execution of Loan Facility Agreement in June 2021. She was also Member of Working Committee for suitable pricing model for marketing of Methanol. She joined Coal India Limited in 2006 as Finance Officer at Cost and Budget Division of Bharat Coking Coal Limited, Dhanbad. Later in 2008 she joined International Coal Ventures Limited (ICVL), a joint venture of CIL, SAIL & NTPC at Delhi where she worked in the field of acquisitions of coal mines overseas. She has diverse experience of 22 years of which 16 years is in Coal Industry.
Directorship held in other Companies (As per last disclosure	1) Ramagundam Fertilizers and Chemicals Limited 2) Hindustan Urvarak & Rasayan Limited 3) Talcher Fertilizer Limited	NIL

received from the Directors)	4) Fertilizer Corporation of India Limited 5) Hindustan Fertilizers Corporation Limited	
Membership / Chairmanship of Committees in other Companies*	1) Talcher Fertilizers Limited - Audit Committee - Member 2) Ramagundam Fertilizers and Chemicals Limited - Audit/NRC/CSR Committee - Member	1) Talcher Fertilizers Limited - Audit Committee – Member
Relationship with other Directors / KMP of the Company	None	None
No. of shares held in TFL	NIL	NIL
Terms & Conditions of appointment and re-appointment	Nominee of Fertilizers Corporation of India Limited, Promoter Company	Nominee of Coal India Limited ("CIL"), Promoter Company
Details of Remuneration (to be paid / last drawn)	NIL	Remuneration paid by her Parent Organization and reimbursed by TFL
Attendance in Board Meetings held during 2025-26	No. of Board Meetings held: 14 No. of Board Meetings attended: 13	No. of Board Meetings held: 14 No. of Board Meetings attended: 14

**Note: Membership/ Chairmanship pertaining only to Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee have been taken into consideration.*

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