



HINDUSTAN URVARAK & RASAYAN LIMITED

Regd. Office: Core 4, 9th Floor
Scope Minar, Laxmi Nagar, District Centre,
New Delhi-110092
CIN: U24100DL2016PLC358399

NOTICE OF THE 9TH EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 9th Extraordinary General Meeting of the Members of the Hindustan Urvararak & Rasayan Limited will be held on Thursday, 21st July, 2022 at 14:30 hrs. at Registered office of the company through Video Conferencing (VC) or other Audio-Visual Means (OAVM) to transact the following business.

SPECIAL BUSINESS

1. Approval for Creation of Charge/Mortgage/Hypothecation on the assets 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)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and of previous company law (as defined in the Companies Act, 2013), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to provide security by way of pledge, hypothecation, mortgage and/or charge, in addition to any other pledge, mortgage, hypothecation or charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the immovable and/or movable properties of the Company (including but not limited to fixed assets, current assets, shares and other investments held by the Company, all intangible property, rights and benefits under all contracts and agreements entered into by the Company and the monies of, and long term receivables of, and the loans and advances made by the Company), both present and future, and/or the whole or substantially the whole of the undertaking or any part of properties of the Company wheresoever situated, including any other units or projects acquired or to be acquired after this resolution is passed and any shares of any company acquired after this resolution is passed, together with the power to take over the management of the business and the concern of the Company, in favour of any lenders of the Company or the lenders of any other company, including group companies of the Company (collectively, such other companies (including group companies) together with the Company being hereinafter referred to as the "Consolidated Entities") for securing the performance of obligations by the Consolidated Entities in connection with the facilities availed by them, including payment and/or repayment of the principal amount of the facilities, interest, default interest and all other amounts due or payable by the Consolidated Entities to their respective lenders (and the agents and trustees of such lenders) under and pursuant to the facility agreements and the other financing documents executed by the Consolidated Entities with their lenders, in respect of overall borrowings of all the Consolidated Entities, including working capital facilities (fund based and/or non-fund based) for a total aggregate principal amount not exceeding Rs. 25,000 crores (Rupees Twenty-Five Thousand Crore).”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do such acts, deeds and things as may be deemed expedient to give effect to the above resolution.”

2. Approval for increasing in the borrowing Limit 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) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and of previous company law (as defined in the Companies Act, 2013), consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing by way of loans or debentures (whether secured or unsecured), bonds, deposits, fund based, non-fund based working capital limits for the purpose of the business of the Company any sum or sums of money whether in Indian or foreign currency from time to time from any

bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India whomsoever in addition to the temporary loans obtained from the Company's banker(s) in the ordinary course of business provided that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in aggregate Rs. 25,000 crores (Rupees Twenty-Five Thousand Crore)."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

3. Approval for Conversion of Loan into Equity in terms of Facility Agreement

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 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and of previous company law (as defined in the Companies Act, 2013), consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company for: -

- a. Borrowing monies/availing financial assistances comprising of various facilities including working capital facilities (fund based and/or non-fund based) for a total aggregate principal amount not exceeding Rs. 25,000 crores (Rupees Twenty Five Thousand Crore) (the "Facility") for the purposes of part financing, meeting the cost overrun and working capital expenses in relation to the construction, operation and maintenance of the Natural Gas Based Urea Manufacturing Complex with a capacity of 2,200 MTPD Ammonia Plant and 3,850 MTPD Urea Plant together with captive power plant, utility system, offsite facilities and township each at Gorakhpur, Uttar Pradesh, Sindri, Jharkhand and Barauni, Bihar from various banks and financial institutions led by State Bank of India; and
- b. conferring a right on the Lenders, upon a default by the Company, under the terms of the documents to be executed in relation to the aforesaid financial facilities for the three Projects with the Lenders, to convert the outstanding amounts (whether due or payable or not) of the Lenders, in part or in whole, into equity shares of the Company, at face value, par value or market value, whichever is lower subject to applicable laws, and terms of the Concession Agreement which equity shares shall rank pari passu with the other equity shares of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such terms and conditions as may be imposed or required by the lenders arising from or incidental to the aforesaid and to do all such acts and things as may be necessary to give effect to the above resolution."

Registered Office:

Core-4, 9th Floor, Scope Minar,
Laxmi Nagar District Centre,
New Delhi – 110092

Dated: 18.07.2022

By Order of the Board
Hindustan Urvarak & Rasayan Limited


(K.P Gupta)

Company Secretary
Membership No. FCS/ 3225

NOTES:

- a) In view of Covid-19 pandemic situation, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020 and 39/2020 dated 31.12.2020 and 10/2021 dated 23.06.2021 (collectively referred to as “MCA Circulars”), permitted convening the Extra-Ordinary General Meeting through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
- b) As per the provisions of the Companies Act, 2013 (Act), a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and such proxy need not be a member of the Company. However, MCA along with the relaxations to hold the AGM through VC / OAVM has also provided exemption from the requirement of appointing proxies. Hence for this EGM the facility for appointment of proxy by the members is not being provided. Accordingly, the proxy form, attendance slip and the route map of the venue has not been provided along with the notice. The members are requested to participate in the EGM in person through VC / OAVM from their respective location.
- c) In terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes.
- d) Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
- e) In compliance with the MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
- f) Members are requested to intimate change, if any, in their e-mail address to the Company at its Registered Office.
- g) Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- h) All documents referred to in the Notice are open for inspection at the Registered Office of the Company at Core-4, 9th Floor, Scope Minar, Laxmi Nagar District Centre, Delhi-110092 on all the working days, except Saturdays, Sundays and public holidays, between 9.30 A.M to 6.00 P.M up to the date of the Extra-Ordinary General Meeting and at the Meeting.
- i) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- j) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- k) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- l) The Explanatory statement, pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of the business stated above is annexed hereto.

ANNEXURE TO THE NOTICE
(Statement under Section 102 of the Companies Act, 2013)

ITEM NO. 1 & 2:

The initial Cost estimate for all three Projects Gorakhpur, Sindri and Barauni was approved at Rs 21106.04 crore. To finance the project, Rupee Loan facility was tied up with consortium of Banks, wherein debt of Rs 15829.53 crore was tied up and balance funding of project was envisaged through equity of Rs 5276.51 crore.

Due to delay in completion of project, the project cost estimates were revised and Board in its 46th meeting held on 23.03.2021 approved revised project cost of Rs 25120.79 crore to be financed through debt of Rs 17737.91 crore and equity of Rs 7382.88 crore.

Subsequently, Board of Directors in the 53rd Meeting held on 28th April 2022, accorded approval to borrow Term Loan for Gorakhpur, Sindri and Barauni Projects of the Company and Fund Based and Non-Fund Based Working Capital Facility as given below:

Urea Projects	Gorakhpur	Sindri	Barauni	(Rs. Crore) Total
Revised Project Cost	8,602.71	8,130.09	8,387.99	25,120.79
Revised Project Debt Requirement	5,974.66	5,843.81	5,919.44	17,737.91

Working Capital Borrowing Requirement	Gorakhpur Project	Sindri Project	Barauni Project	(Rs. Crore) Total
(FB) Limits	1,031.24	996.62	996.82	3024.68
Non-Fund Based (NFB) Limits	388.21	383.09	383.09	1,154.39
Total	1419.45	1,379.71	1,379.91	4179.07

In the 53rd meeting Board of Directors also authorized Audit Committee to approve financing documents for these projects. Accordingly, Audit Committee in its 21st Meeting held on 9th June 2022 accorded approval for executing financing documents for availing Term Loan and Fund Based and Non-Fund Based Working Capital limits. The documents were duly executed on 10.06.2022.

Although in the 5th Annual General Meeting (AGM) of the Company as per section 180(1)(C) of the Companies Act, 2013 borrowing limit of the Company was increased from Rs. 15,829.53 Crore to Rs. 25,000 Crore, considering lenders requirement, Board of Directors in its 53rd Meeting, has recommended the resolutions for increase in borrowing limits as well as resolutions for creation of security or charge on the assets of the Company by the Lenders for approval by shareholders. As the Annual General Meeting (AGM) is not likely to be held before August-September 2022, to avail the Rupee Term Loan (RTL) facility and Working Capital facility, the resolutions mentioned above have been recommended by Board to be approved by Shareholders.

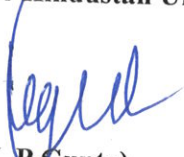
ITEM NO. 3:

In the Rupee Term Loan arranged there is provision for furnishing of approval of shareholders to enable Lenders to exercise right of conversion of loan into equity, in case of occurrence of payment default by the company. The above resolution has also been recommended by Board of Directors in its 53rd meeting for approval of Shareholders.

None of the Directors or Key Managerial Personnel of the company including their relatives are interested or concerned in the Resolutions, financial or otherwise, except to the extent of their shareholding, if any, in the Company.

The aforesaid document will also be available for inspection at the EGM.

By order of the Board of Directors
For **Hindustan Urvarak & Rasayan Limited**



(K. P. Gupta)
Company Secretary
Membership No. FCS/ 3225.....

Date: 18.07.2022

Place: New Delhi