

NOTICE

Notice is hereby given that the **Tenth Annual General Meeting** of the Members of **KANPUR FERTILIZERS & CHEMICALS LIMITED** will be held on **Saturday, the 26th September, 2020, at 11.30 A.M.** Indian Standard Time ("IST"), through Video Conferencing / Other Audio Visual Means ("VC / OAVM") Facility in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020, to transact the following businesses.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri R.K. Pandey (DIN:00190017)**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Sunny Gaur (DIN:00008293)**, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

4. RATIFICATION OF THE REMUNERATION OF COST AUDITORS

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder as amended from time to time, the remuneration payable to **M/s. Kabra & Associates, Cost Accountants, New Delhi (Firm Regn. No. 000075)** appointed by the Board of Directors, to conduct the audit of the cost records of the Company, for the Financial Year ending on 31st March, 2021, as set out in the statement annexed to the Notice convening this Meeting be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. APPOINTMENT OF SHRI ANIL MOHAN (DIN: 08733802) AS DIRECTOR

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 161 and other applicable provisions, if any, of the Companies Act, 2013, **Shri Anil Mohan (DIN: 08733802)** be and is hereby appointed as Director of the Company, liable to retire by rotation."

6. APPOINTMENT OF SHRI SATISH CHARAN KUMAR PATNE (DIN: 00616104) AS AN INDEPENDENT DIRECTOR

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 149, 150, 152 and other applicable provisions, if any, of the

Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act and the Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee, **Shri Satish Charan Kumar Patne (DIN: 00616104)**, an Additional Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 3rd May, 2020 to 2nd May, 2023 and whose period of office shall not be liable to retire by rotation."

7. APPOINTMENT OF SHRI KRISHNASWAMY VENKATRAMAN RAJENDRAN (DIN: 02468551) AS AN INDEPENDENT DIRECTOR

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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, and the Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee, **Shri Krishnaswamy Venkatraman Rajendran (DIN: 02468551)**, an Additional Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 3rd May, 2020 to 2nd May, 2023 and whose period of office shall not be liable to retire by rotation."

Regd. Office :

Sector-128,
Gautam Budh Nagar
Noida- 201304, (U.P.)
www.kfclkanpur.com

By Order of the Board of Directors

Place : New Delhi

Date : 23rd May, 2020

**SUMAN LATA
COMPANY SECRETARY
FCS: 4394**

NOTES

1. The Explanatory Statements pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act"), setting out material facts for the proposed resolutions at Item No. 4 - 7 are annexed herein below. Special business under item no. 4 to 7, being considered unavoidable by the Board of Directors, be transacted at the 10th AGM of the Company.
2. **THE ANNUAL GENERAL MEETING (AGM) OF MEMBERS OF THE COMPANY SHALL BE CONVENED THROUGH VIDEO CONFERENCING FACILITY UNDER THE GUIDELINES ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS THROUGH GENERAL CIRCULAR NOS. 14/2020 DATED 8TH APRIL, 2020, 17/2020 DATED 13TH APRIL, 2020 AND 20/2020 DATED 5TH MAY, 2020.** AGM does not require physical presence of members at a common venue. The

deemed venue for the Tenth AGM shall be the Registered Office of the Company.

3. This Notice will also be placed on the website of the Company i.e. www.kfclkanpur.com.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 19th day of September, 2020 to Saturday, the 26th day of September, 2020 (both days inclusive).
5. The Members are requested to follow the below mentioned instructions:-

PARTICIPATION:

- I. Pursuant to the aforementioned general circulars, the physical presence of the Members has been dispensed with and, therefore, the appointment of Proxy (ies) is not permitted.

However, in pursuance of section 112 and 113 of the Companies Act, 2013, Corporate Member(s) intending to appoint its Authorized Representative to participate in the meeting are requested to send a duly certified copy of the Board Resolution, at kfcl.investor@jalindia.co.in, authorizing the representative to participate and vote on its behalf at the Tenth Annual General Meeting till Friday, 25th September, 2020 till 6.00 p.m.

- II. Members may join the Tenth AGM through Video Conferencing ("VC") Facility which shall be kept open for the Members from 11:00 a.m. IST i.e. 30 minutes before the time scheduled to start the Tenth AGM and will be closed 30 minutes after the conclusion of Tenth AGM.
- III. On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join the meeting using zoom Dial-in details as follows :

<https://zoom.us/j/9442927281?pwd=VXFud0lqV2hoS2kzWFlvTOZ3ZWlIQT09>

Meeting ID: 944 292 7281

Passcode: 636363

- IV. In case, any member requires any assistance for using the aforementioned Dial-in before or during the meeting, may contact the Authorised Representative on 011-49828625 or at kfcl.investor@jalindia.co.in
- V. In order to ensure the smooth participation, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting are requested to ensure that the device used for attending the meeting through video conferencing has strong internet signal/ network.

VOTING:

- I. Where less than 50 members are present in the meeting, the voting at the Annual General Meeting shall be done by show of hands unless a demand for poll is made by any member. In case a poll is demanded, the Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
- II. In case voting by poll is demanded:

Where a poll on any item is required, the members may vote by sending an e-mail **through their registered email id** (to avoid rejection) **only** at kfcl.investor@jalindia.co.in stating their assent/ dissent against the items mentioned in the Polling paper

annexed herewith or else write a mail mentioning :

- a) I agree to all Resolutions
or
- b) I agree to all Resolutions except Item No.
or
- c) I disagree to all Resolutions

- III. In case, shares are held jointly, vote by poll shall be casted by the first named Member and in his/her absence, by the next named Member.
- IV. The Company has appointed **M/s. Anjali Yadav & Associates (Membership No. F6628 & Certificate of Practice No. 7257)**, Proprietor, as Scrutinizer, in case of voting through Poll to ensure the scrutiny of the votes cast on a poll is done in a fair and transparent manner.
- V. The Scrutinizer will submit their report to the Chairman or a person authorized by him after scrutinizing the votes received & the result shall be declared by the Chairman or a person authorized by him with details of the number of votes cast in favor or against the Resolution, invalid votes and whether the Resolution has been carried or not.
- VI. The result of the Poll will be displayed on the Notice Board of the Company and on the website of the Company i.e. www.kfclkanpur.com.
- VII. The Scrutinizer's decision on the validity or otherwise of the poll will be final.
- VIII. The documents referred to in the proposed resolutions shall be available for inspection on the website of the company.
- IX. The members are allowed to submit questions in advance at least 7 (seven) days before the Meeting. Questions can be raised on email kfcl.investor@jalindia.co.in.

OTHER INSTRUCTIONS/ INFORMATION:

- I. Members are requested to address all communications through their registered e-mail id only.
- II. Pursuant to General Circular 20/2020 dated 5th May, 2020, the Annual Report of the Company i.e. Financial statements (including Board's report, Auditor's report and other documents required to be attached therewith) will be sent through e-mail only and no separate physical copy of the same shall be dispatched to any member.
- III. Attendance of the Members participating in the Tenth AGM through Video Conferencing Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- IV. The recorded transcript shall be available on the website of the Company at www.kfclkanpur.com post conclusion of the meeting.
- V. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
- VI. The documents relating to matters set out in the Notice including the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act can be requested via email by writing to the Company Secretary at kfcl.investor@jalindia.co.in on all working days up to and including the date of the meeting.

KANPUR FERTILIZERS & CHEMICALS LIMITED

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

Item No. 4

The Board, on the recommendation of the Audit Committee, in its Meeting held on 23rd May, 2020, approved the appointment and remuneration of M/s Kabra & Associates (Firm Registration No. 000075), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending on 31st March, 2021.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for payment of Audit fees amounting to Rs. 3,00,000 (Rupees Three Lakh only), payable to the Cost Auditors for conducting audit of the Cost Records of the Company for the Financial Year ending on 31st March, 2021.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution Set forth at Item No. 4 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 5

Shri Anil Mohan was appointed as an Additional Director by the Board of Directors on 13th April, 2020. By virtue of Section 161 of the Companies Act, 2013 read with Article 88 of the Articles of Association of the Company, he holds office upto the date of ensuing Annual General Meeting of the Company.

Shri Anil Mohan, aged about 67 years, B.A., LL.B., Diploma in HRD from IMT Ghaziabad has served Central Reserve Police Department as Dy SP, worked as Assistant Inspector General in Special Protection Group (Cab. Sect.) for 10 years. He is having vast experience in the field of Administration, Management and Human Resource Development (HRD). He is associated with the Jaypee Group since 2002.

Shri Anil Mohan was co-opted as an Additional Director by the Board with effect from 13th April, 2020 and his term expires at this Annual General Meeting. His appointment as Director liable to retire by rotation requires approval of the members.

Shri Anil Mohan does not hold any shares (either in his name or in the name of any other persons on a beneficial interest basis) in the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Shri Anil Mohan is interested in the Resolution.

The Board of Directors recommends the Resolution set out at Item No. 5 for the approval of the members as an **Ordinary Resolution**.

Item No.6 and 7

Appointment of Independent Directors

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendations of the Nomination and

Remuneration Committee, the Board of Directors, appointed two Independent Directors namely, Shri Satish Charan Kumar Patne and Shri Krishnaswamy Venkatraman Rajendran for a term of three consecutive years with effect from 3rd May, 2020 to 2nd May, 2023. The appointments of Non-Executive Independent Directors are to be ratified by the Shareholders.

Shri Satish Charan Kumar Patne and Shri Krishnaswamy Venkatraman Rajendran are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors of the Company. The Company has received declarations from Shri Satish Charan Kumar Patne and Shri Krishnaswamy Venkatraman Rajendran that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Shri Satish Charan Kumar Patne and Shri Krishnaswamy Venkatraman Rajendran fulfill the conditions for their appointment as Independent Directors as specified in the Act. Shri Satish Charan Kumar Patne and Shri Krishnaswamy Venkatraman Rajendran are independent of the management and possess appropriate skills, experience and knowledge.

A. Brief resume of Shri Satish Charan Kumar Patne

Shri Satish Charan Kumar Patne (DIN: 00616104), aged about 76 years, is B.Sc. Engineering (Chemical) Graduate from BIT, Sindri. He has more than 41 years of rich and varied experience in management as a whole and the steel industry in particular. He has an illustrative career spanning over 3 decades with Steel Authority of India Limited. Shri Patne was the Managing Director/Chairman of the Indian Iron & Steel Company Limited and was also on the Boards of several companies in the past. He also served as an Advisor & Director and Chief Operating Officer (Steel) in Jaypee Group. He is currently on the Board of Umas Enterprises Private Limited, Jaiprakash Associates Limited and Bhilai Jaypee Cement Limited.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Satish Charan Kumar Patne be appointed as an Independent Director of the Company.

A copy of the draft letter of appointment of Shri Satish Charan Kumar Patne as an Independent Director setting out the terms and conditions is available for inspection by members on the website of the Company.

Shri Satish Charan Kumar Patne does not hold any shares (either in his name or in the name of any other persons on a beneficial interest basis) in the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Shri Satish Charan Kumar Patne is interested in the Resolution.

The Board of Directors recommends the Resolution set out at Item No. 6 for the approval of the members as a **Special Resolution**.

B. Brief resume of Shri Krishnaswamy Venkatraman Rajendran

Shri Krishnaswamy Venkatraman Rajendran (DIN: 02468551), aged about 67 years holds Post Graduation degree in Psychology and PG Diploma in Radiological Physics from BARC, Bombay University. He has more than 40 years of rich and varied experience in HR, Business Development and corporate planning. He has served as Executive Director of Alstom Projects India Limited, as Senior Vice President HR of Sterlite Industries India Ltd. (at Hindustan Zinc Limited). He was the Director of Dalmia (Bros.) Pvt Ltd., Mohinani Group Accra, Ghana and was associated with Jaypee Group as Senior President (HR) in the year 2013-14.

Keeping in view his vast expertise and knowledge, it will be in the

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interest of the Company that Shri Krishnaswamy Venkatraman Rajendran be appointed as an Independent Director of the Company.

A copy of the draft letter of appointment of Shri Krishnaswamy Venkatraman Rajendran as an Independent Director setting out the terms and conditions is available for inspection by members on the website of the Company.

Shri Krishnaswamy Venkatraman Rajendran does not hold any shares (either in his name or in the name of any other persons on a beneficial interest basis) in the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Shri Krishnaswamy Venkatraman Rajendran is interested in the Resolution.

The Board of Directors recommends the Resolution set out at Item No. 7 for the approval of the members as a **Special Resolution**.

Regd. Office :
Sector-128,
Gautam Budh Nagar
Noida- 201304, (U.P.)

Place : New Delhi
Date : 23rd May, 2020

By Order of the Board of Directors

SUMAN LATA
COMPANY SECRETARY
FCS: 4394