

NOTICE

Notice is hereby given that the **Eleventh Annual General Meeting** of the Members of **KANPUR FERTILIZERS & CHEMICALS LIMITED** (formerly known as Kanpur Fertilizers & Cement Limited) will be held on **Wednesday, the 29th September, 2021, at 1.30 PM.** Indian Standard Time ("IST"), through Video Conferencing / Other Audio Visual Means ("VC / OAVM"), 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, 2021 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Ms. Sunita Joshi (DIN:00025720)**, who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint a Director in place of **Shri Shyam Datt Nailwal (DIN:00008529)**, who retires by rotation and, being eligible, offers himself for re-appointment.
4. **Appointment of Statutory Auditors 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, M/s Sharma Vats & Associates, Chartered Accountants (Firm Regn. No. 031486N), be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 (five) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Sixteenth Annual General Meeting to be held in the year 2026, on such remuneration as may be agreed upon between the Auditors and the Board of Directors."

SPECIAL BUSINESS :

5. 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, 2022, 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."

6. APPOINTMENT OF SHRI AJIT KUMAR (DIN: 07774104) 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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Shri Ajit Kumar (DIN: 07774104) be and is hereby appointed as Director of the Company, liable to retire by rotation."

7. APPOINTMENT OF SHRI ALOK GAUR (DIN: 00112520) 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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Shri Alok Gaur (DIN: 00112520) be and is hereby appointed as Director of the Company, liable to retire by rotation."

8. APPOINTMENT OF SHRI ALOK GAUR AS WHOLE-TIME 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 Sections 178, 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and subject to such other approvals, as may be necessary, approval of the members be and is hereby accorded for the appointment of **Shri Alok Gaur (DIN: 00112520)**, as Whole time Director (designated as **Jt. Managing Director & CEO**) for a period of three years w.e.f. 1st February, 2021 to 31st January, 2024, on such terms and conditions including remuneration, as detailed in the Statement annexed hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as it may at its discretion, deem fit, from time to time in accordance to the subsisting provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 and subject to such statutory approvals, as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Alok Gaur, notwithstanding that in any financial year during the tenure of appointment as Whole-time Director, the Company has made no profits or its profits are inadequate, in accordance with the provisions of the Companies Act, 2013."

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

9. APPOINTMENT OF SHRI DEVINDER SINGH AHUJA (DIN: 07687173) 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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Shri Devinder Singh Ahuja (DIN:07687173) be and is hereby appointed as Director of the Company, 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 : 28th July, 2021

**SUMAN LATA
COMPANY SECRETARY
FCS: 4394**

NOTES

1. Pursuant to the General Circular Nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA"), companies are allowed to hold Annual General Meeting (AGM) through Video Conferencing (VC), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. AGM does not require physical presence of members at a common venue. The deemed venue for the Eleventh AGM shall be the Registered Office of the Company.
2. 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 - 9 are annexed herein below. Special business under item no. 5 to 9, being considered unavoidable by the Board of Directors, be transacted at the 11th AGM 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 Thursday, the 23rd day of September, 2021 to Wednesday, the 29th day of September, 2021 (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 Eleventh Annual General

Meeting till Tuesday, 28th September, 2021 upto 6.00 p.m.

- II. Members may join the Eleventh AGM through Video Conferencing ("VC") Facility which shall be kept open for the Members from 1.00 p.m. IST i.e. 30 minutes before the time scheduled to start the Eleventh AGM and will be closed 30 minutes after the conclusion of Eleventh 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=VXFud0lqV2hoS2kzWFlvT0Z3ZWllQT09>
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.

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- 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. 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 Eleventh 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.

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 9 of the accompanying Notice:

Item No. 4

M/s. Ravi Rajan & Co. LLP, Chartered Accountants, New Delhi (Firm Regn. No. 009073N) were appointed as Statutory Auditors, by the Board of Directors and Shareholders in their meetings held on 27th May, 2016 and 30th September, 2016 respectively, for a period of five years to hold the office till the conclusion of Eleventh Annual General Meeting. Their tenure is upto the date of ensuing Annual General Meeting.

The Board of Directors, in its Meeting held on 19th June, 2021, subject to the approval of Shareholders, approved the appointment of M/s Sharma Vats & Associates, Chartered Accountants (Firm Regn. No. 031486N) as the Statutory Auditors of the Company for a period of five years i.e. from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixteenth AGM of the Company to be held in the year 2026.

In accordance with the provisions of Section 139 of the Companies

Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Statutory Auditors of the Company, has to be approved by the members of the Company.

Accordingly, approval of the members is sought for the appointment of M/s Sharma Vats & Associates, Chartered Accountants (Firm Regn. No. 031486N), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixteenth AGM of the Company to be held in the year 2026.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice.

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

The Board of Directors, on the recommendation of the Audit Committee, in its Meeting held on 19th June, 2021, 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, 2022.

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, 2022.

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. 5 of the Notice for approval of the members as an **Ordinary Resolution**.

Item No. 6

Shri Ajit Kumar was appointed as an Additional Director by the Board of Directors on 29th January, 2021. 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 Ajit Kumar, aged about 73 years holds the degree of B.Sc. (Hons.) and M.Sc. He was District Magistrate and was the Principal Secretary to Governor of Jammu and Kashmir and has served as Principal Secretary in Departments of Education & Welfare. He was the Principal Secretary in the Departments of Education & Welfare, Public Works, Irrigation & Flood Control and Power. He has been the Vice-Chancellor of Kashmir University and also was the Chairman (Ex-officio) of Northern Regional Electricity Board. He is associated with the Group as an Advisor since 2008. He has more than 50 years managerial and leadership experience.

Shri Ajit Kumar was co-opted as an Additional Director by the Board with effect from 29th January, 2021 and his term expires at this Annual General Meeting. His appointment as Director liable to retire by rotation requires approval of the members.

Shri Ajit Kumar 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 Ajit Kumar 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 an **Ordinary Resolution**.

Item No. 7 & 8

The Board of Directors in its meeting held on 29th January, 2021 has appointed Shri Alok Gaur as an Additional Director w.e.f 29th January, 2021. 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 Alok Gaur (DIN: 00112520), aged about 57 years holds the degree of B.E. (Electricals) from IIT, Roorkee. He has 37 years of experience in diverse segment such as Cement, IT, Business Consulting etc. He has been part of the cement business of the Group for 14 years and has wide ranging experience of setting up / operating continuous process industries like cement, fertilizer etc. He has been Chief Operating Officer of the Company since June, 2020.

Keeping in view the rich and varied experience of Shri Alok Gaur and his involvement in the day-to-day affairs of the Company, concurring with the recommendations of the Nomination and Remuneration Committee of the Board and subject to the shareholders' approval, the Board of Directors in its Meeting held on 29th January, 2021 has appointed Shri Alok Gaur as Whole-time Director (designated as Joint Managing Director & CEO) w.e.f. 1st February, 2021 for a period of 3 years i.e. upto 31st January, 2024.

As the members are aware, Ministry of Corporate Affairs vide its Notification no. S.O. 4822(E) and S.O. 4823(E) dated 12th September, 2018 had amended the provisions of Section 197 and Schedule V of the Companies Act, 2013, which details the conditions subject to which minimum remuneration could be paid to a managerial person. In case, the Company has defaulted in payment of dues to bank(s) or public financial institution(s) or non-convertible debenture holders or any other secured creditor, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be is required to be obtained by the Company before obtaining the approval in the General Meeting. The Company has approached Yes Bank Limited, to whom the Company has defaulted in payment of dues, to provide No Objection in its capacity as Lender, in respect of the payment of remuneration, as mentioned hereunder, to Shri Alok Gaur, Joint Managing Director & CEO for the period from 01st February, 2021 to 31st January, 2024.

The approval of Yes Bank Limited for the payment of remuneration to Shri Alok Gaur for the period from 01st February, 2021 to 31st January, 2024 is awaited and will be placed at the meeting. He is also on the Board of Jaiprakash Agri Initiatives Company Limited, Sarveshwari Sone Products Private Limited, RPJ Minerals Private Limited, Sonebhadra Minerals Private Limited, Gujarat Anjan Cement Limited, Siddharth Utility Private Limited, Bina Power Supply Limited, Gaur and Nagi Limited and Jaypee Infrastructure Development Limited.

Accordingly, concurring with the recommendations of the Nomination and Remuneration Committee of the Board, subject to the approval of shareholders' and other necessary approvals, the Board of Directors of the Company in its meeting held on 29th January, 2021,

approved the appointment of Shri Alok Gaur as Whole-time Director, designated as Jt. Managing Director & C.E.O. of the Company, for a period of 3 years w.e.f. 1st February, 2021 to 31st January, 2024, on the following terms and conditions including remuneration:

I. Salary

Rs. 6,58,125/- (Rupees Six Lakh Fifty Eight Thousand One Hundred & Twenty Five) only per month in the following pay scale:

2,25,000-22,500-3,37,500-33,750-5,06,250-50,625-7,59,375 [With annual increment on 1st of February, every year]

II. Perquisites and other benefits:

Besides the above salary, Shri Alok Gaur, Whole-time Director shall be entitled to the perquisites which may include accommodation / HRA, Reimbursement of expenses for Gas, Electricity, Water and Furnishings, Medical Reimbursements, Leave Travel Concession (LTC), Insurance Premium, Car, Telephone/Mobile, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and Leave encashment at the end of the tenure etc.

Perquisites, save and except the following, would be restricted to an amount equal to the basic salary:

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity payable at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service.
- Encashment of leave at the end of the tenure as per rules/policy of the Company."

In the event of absence or inadequacy of profits in any financial year during the tenure of Shri Alok Gaur, the aforesaid remuneration would be paid as the minimum remuneration.

The disclosure, as required in terms of Schedule V to the Companies Act, 2013, is given below:-

I. General Information of the Company

S. No.	Particulars	Remarks
1	Nature of Industry	Engaged in the manufacturing of Fertilizers and Nitrogen compound.
2	Date or expected date of commencement of commercial production	1st June, 2014
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.
4	Financial performance based on given indicators	As on 31.03.2021: Gross Total Revenue - Rs. 1,894.65 crores Profit before Tax: - (59.89)crores Profit after Tax: - (46.52)crores
5	Foreign Investments or Collaboration, if any	N.A.

KANPUR FERTILIZERS & CHEMICALS LIMITED

II. Information about the appointees.

S. No.	Particulars	Remarks
1.	Background details	As given above.
2.	Past remuneration	Rs. 6,58,125/- per month plus perquisites would be restricted to an amount equal to the annual salary. [With annual increment on 1st of February, every year]
3.	Recognition or awards	N.A.
4.	Job Profile and his suitability	Shri Alok Gaur will be responsible for managing the day to day affairs of the Company. Prior to his appointment as Wholetime Director he was the Chief Operating Officer of the Company and was discharging his duties diligently. Hence, he is suitable to hold the office of Wholetime Director the Company.
5.	Remuneration Proposed	As given above
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	In comparison to other companies engaged in manufacturing business and considering the profile of Shri Alok Gaur, the proposed remuneration is considered reasonable.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No pecuniary relationship except to the extent of their regular Salary & Perquisites.

III. Other Information:

1. Reasons of loss or inadequate profits

The Company's operations were commenced on June, 2014. During the Financial Year 2021-22, the Company has suffered loss due to loss of production, change in energy norms by Govt. of India and increased energy consumption.

2. Steps taken or proposed to be taken for improvement

With a view to overcome the aforesaid situation and to continue to fulfill its commitments/obligations towards lenders, in line with the duly approved and publically stated policy of the Company, the Company continues to be focused on increasing the revenue by hundred percent capacity utilization of its Fertilizer Plant at Kanpur.

3. Expected increase in productivity and profits in measurable terms

The proposal of restructuring of debt is under consideration by the Lenders through which finance cost will be reduced. We are hopeful that after such restructuring, Company will be able to serve the remaining debt apart from booking profits.

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

Save and except, Shri Alok Gaur to whom the resolution relates alongwith his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in anyway, financially or otherwise, concerned or interested in this Resolution.

The Board of Directors recommends the following Resolutions for approval of the Members:

- 1) In respect of the appointment of Shri Alok Gaur (DIN. 00112520) as Director liable to be retire by rotation as an **Ordinary Resolution**
- 2) In respect of the appointment of Shri Alok Gaur (DIN. 00112520), as Wholetime Director (designated as Jt. Managing Director & CEO) w.e.f. 1st February, 2021 for a period of 3 years i.e. upto 31st January, 2024 as a **Special Resolution**

Item No. 9

The Board of Directors, in its meeting held on 28th July, 2021, based on the recommendation of the Nomination and Remuneration Committee, appointed **Shri Devinder Singh Ajuja** as an Advisor w.e.f. 14th July, 2021 and Additional Director w.e.f. 28th July, 2021. 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 of Additional Director upto the date of ensuing Annual General Meeting of the Company.

Shri Devinder Singh Ahuja, aged about 61 years holds the degree of B.Sc. Engineering (Chemical) and also holds P.G. Diploma in Project Management. Prior to joining the Company, he was holding the leadership position with National Fertilizers Limited for 33 years. He has wide experience in the fields of Operation, Maintenance and Technical Services of Ammonia – Urea plants, commissioning of Urea plants (in India and abroad), trouble shooting and performance improvement of process plants, project implementation and safe operation of process plants. He was the member of the Board of Directors of National Fertilizers Ltd. and Ramagundum Fertilizers & Chemicals Ltd. from 2017 to 2020. He has 40 years of rich experience in Operating, Maintaining, Supervising and Managing Amonia, Urea and Captive Power Plants/ Boilers/Utility Plants.

Keeping in view the professional qualifications and technical expertise of Shri Devinder Singh Ahuja, a Chemical Engineer by profession, Nomination and Remuneration Committee and Board of Directors in their meetings held on 28th July, 2021 approved the appointment of Shri Devinder Singh Ahuja as an Advisor at a fee of Rs.6,00,000/- per month w.e.f. 14th July, 2021 and also co-opted him as an Additional Director on the Board with effect from 28th July, 2021. His term of Additional Director expires at this Annual General Meeting and his appointment as Director liable to retire by rotation requires approval of the members in terms of Section 161 of the Companies Act, 2013.

Shri Devinder Singh 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 Devinder Singh Ahuja is interested in the Resolution.

The Board of Directors recommends the Resolution set out at Item No. 9 for the approval of the members as an **Ordinary Resolution**.

Regd. Office :

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

By Order of the Board of Directors

Place : New Delhi

Date : 28th July, 2021

SUMAN LATA
COMPANY SECRETARY
FCS: 4394