

KANPUR FERTILIZERS & CHEMICALS LIMITED

(Formerly known as Kanpur Fertilizers & Cement Limited)

CIN: U24233UP2010PLC040828

Regd. Office: Sector -128, Noida-201304 (U.P.) Tel.: +91 120 4609000, Fax: +91 120 4963122

E-mail: kfcl.investor@jalindia.co.in, Website: www.kfclkanpur.com

NOTICE

Notice is hereby given that the **12th (Twelfth) Annual General Meeting ("AGM")** of the Members of **KANPUR FERTILIZERS & CHEMICALS LIMITED** (formerly known as Kanpur Fertilizers & Cement Limited) will be held on **Friday, 23rd September, 2022 at 11.30 A.M.**, 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, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Manoj Gaur (DIN:00008480)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Anil Mohan (DIN:08733802)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

4. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2022-23

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 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to **M/s Kabra & Associates, Cost Accountants (Firm Registration 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, 2023, amounting to Rs. 3,00,000/- (Rupees Three Lakhs only) (excluding applicable taxes and re-imbursement of out-of-pocket expenses incurred during audit) be and is hereby ratified.

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

5. APPROVAL/RATIFICATION FOR PAYMENT OF REMUNERATION TO SHRI GAURAV JAIN, THE THEN WHOLE-TIME DIRECTOR, FOR THE PERIOD FROM APRIL 1, 2019 TO MAY 27, 2020

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 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the approval of Yes Bank Limited ("the lender"), the remuneration paid to **Shri Gaurav Jain (DIN:01102024)**, the then Whole-time Director of the Company, for the period from 1st April, 2019 to 27th May, 2020, be and is hereby approved and ratified.

RESOLVED FURTHER THAT no amount be refunded back by Shri Gaurav Jain to the Company as the remuneration paid is in terms of approval granted by the lender and as per 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 such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary to give effect to the above resolution."

6. APPROVAL / RATIFICATION FOR PAYMENT OF REMUNERATION TO SHRI ASHOK KUMAR JAIN, THE THEN WHOLE-TIME DIRECTOR DESIGNATED AS 'VICE CHAIRMAN & CEO', FOR THE PERIOD FROM APRIL 1, 2019 TO JUNE 13, 2020

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 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the approval of Yes Bank Limited ("the lender"), the remuneration paid to **Shri Ashok Kumar Jain (DIN:01731920)**, the then Whole-time Director (designated as Vice Chairman and CEO) of the Company, for the period from 1st April, 2019 to 13th June, 2020, be and is hereby approved and ratified.

RESOLVED FURTHER THAT no amount be refunded back by Shri Ashok Kumar Jain to the Company as the remuneration paid is in terms of approval granted by the lender and as per 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 such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary to give effect to the above resolution."

7. APPROVAL FOR PAYMENT OF REMUNERATION TO SHRI ALOK GAUR, WHOLE-TIME DIRECTOR DESIGNATED AS 'JOINT MANAGING DIRECTOR & CEO'

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 196, 197, 198, 200 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of approval of Yes Bank Limited ("the lender"), approval of the Members be and is hereby accorded for the payment of remuneration to **Shri Alok Gaur (DIN: 00112520)**, Whole-time Director (designated as Joint Managing Director & CEO) of the Company on a monthly basic salary of Rs. 6,58,125/- and perquisites as mentioned in the Statement annexed to the Notice convening this Meeting, for a period of three years w.e.f. 1st February, 2021 to 31st January, 2024, with all other terms and conditions of appointment remaining unchanged as approved by the Members in the Annual General Meeting held on 29th September, 2021.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act, 2013, 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 his tenure as Joint Managing Director & CEO, the Company has made no profits or profits are inadequate.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee including remuneration, as it may at its sole discretion, deem fit, from time to time provided that the remuneration is in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT so long as Shri Alok Gaur functions as the Joint Managing Director & CEO of the Company and draws the remuneration as aforesaid, he will not be entitled to any fee for attending meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of the aforesaid without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. RE-APPOINTMENT OF SHRI KRISHNASWAMY VENKATRAMAN RAJENDRAN AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF FIVE YEARS

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Shri K.V. Rajendran (DIN: 02468551)**, who was appointed as an Independent Director of the Company for a term of 3 years to hold office upto 2nd May, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) years effective immediately after expiry of his current term on 2nd May, 2023 i.e. from 3rd May, 2023 till 2nd May, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion consider necessary to give effect to this Resolution."

Regd. Office :

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

By Order of the Board of Directors

For Kanpur Fertilizers & Chemicals Ltd.

(Ritu Gupta)

Place : New Delhi

Date : 27th May, 2022

**Company Secretary
Membership No. A20334**

NOTES

1. The Explanatory Statement 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 to 8 of the accompanying Notice is annexed hereto. Special business under Item No. 4 to 8, being considered unavoidable by the Board of Directors, will be transacted at the 12th AGM of the Company.
2. The details of Directors seeking appointment/re-appointment/ approval for remuneration at this Meeting, as required to be given pursuant to the provisions of Companies Act read with Secretarial Standard-II on General Meeting issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.
3. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), Government of India issued various Circulars allowing conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility. In compliance with these Circulars and provisions of the Act, the 12th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Since

the 12th AGM will be held through VC/ OAVM facility, the Route Map is not annexed in this Notice

4. In terms of the MCA Circulars, physical attendance of Members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM.
5. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants and physical copy of the same shall be dispatched to the Member, if requested. Members may note that the Notice of 12th AGM and Annual Report 2021-22 will also be available on the Company's website i.e. www.kfclkanpur.com. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by providing the scanned copy of requisite documents to the Company by sending an e-mail to kfcl.investor@jalindia.co.in; and
 - b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the concerned Depository Participant.
6. Members who are holding shares in physical form are requested to notify the change, if any, in their address or bank details to the Company's Registrar and Transfer Agent (RTA) and always quote their folio number in all correspondence with the Company and RTA. Members holding shares in demat form are requested to notify the change in address or bank details to their respective Depository Participants. Members who are still holding shares in physical form are advised to get their shareholding dematerialized to avail the benefits of dematerialization which besides others include electronic transfer, savings in stamp duty, prevention of forgery etc.
7. The Register of Members and Share Transfer Books will remain closed from **Saturday, 17th September, 2022 to Friday, 23rd September, 2022** (both days inclusive) for the purpose of Annual General Meeting.
8. Attendance of the Members participating in the AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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 and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to kfcl.investor@jalindia.co.in.

10. Members can avail the nomination facility in terms of Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, by nominating any person to whom their shares shall vest on occurrence of certain events.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company or the Company's RTA i.e. Alankit Assignments Ltd.
12. Members having multiple accounts in identical names or joint accounts in same order are requested to intimate the Company, the ledger folios of such accounts, to enable the Company to consolidate all such shareholdings into one account.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 10 days before the date of AGM by sending e-mail at kfcl.investor@jalindia.co.in. The same will be replied by the Company suitably.
14. The Members are requested to follow the below mentioned instructions to attend the AGM through VC / OAVM:-

A. PARTICIPATION:

- I. Pursuant to the various circulars issued by MCA, the physical presence of the Members has been dispensed with and therefore, the appointment of Proxy 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 12th Annual General Meeting at least 2 days before the date of AGM.
- II. Members may join the 12th AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the Members 30 minutes before the time scheduled to start the 12th AGM and the Company may close the window for joining the VC/ OAVM facility 30 minutes after the scheduled time to start the 12th AGM.
- III. Members may note that the VC/ OAVM facility allows participation of one thousand members on a first-come-first-serve basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-serve basis.
- IV. 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 :

KANPUR FERTILIZERS & CHEMICALS LIMITED

<https://zoom.us/j/9442927281?pwd=VXFud0lqV2hoS2kzWFivT0Z3ZWl1QT09>

Meeting ID: 944 292 7281

Passcode: 636363

- V. In case, any Member requires any assistance in joining or participating in the meeting, he/she may contact the Authorised Representative on 0120-4972625 or send an e-mail at kfcl.investor@jalindia.co.in.
- VI. 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 VC/OAVM facility has strong internet signal/ network.

B. VOTING:

- I. If 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 e-mail 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 an e-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 **Ms. Anjali Yadav (Membership No. F6628 & Certificate of Practice No. 7257)**, as Scrutinizer, in case of voting through Poll to ensure that the scrutiny of the votes cast on a poll is done in a fair and transparent manner.

- V. The Scrutinizer will submit her report to the Chairman or a person authorized by him after scrutinizing the votes received and 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.

C. OTHER INSTRUCTIONS/ INFORMATION:

- I. Members are requested to address all communications through their registered e-mail id only.
- II. The recorded transcript shall be available on the website of

the Company at www.kfclkanpur.com post conclusion of the meeting.

EXPLANATORY 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 8 of the accompanying Notice:

ITEM NO. 4

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2022-23

The Board of Directors, on the recommendation of the Audit Committee, in its Meeting held on 27th May, 2022, approved the re-appointment and remuneration of M/s Kabra & Associates, Cost Accountants (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, 2023. 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 being sought for payment of Remuneration amounting to Rs. 3,00,000/- (Rupees Three Lakhs only) (excluding applicable taxes and re-imbursement of out-of-pocket expenses incurred during audit) to M/s Kabra & Associates for conducting audit of the Cost Records of the Company for the Financial Year ending on 31st March, 2023.

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

The Board of Directors accordingly commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

ITEM NO. 5 & 6

APPROVAL/RATIFICATION FOR PAYMENT OF REMUNERATION TO SHRI GAURAV JAIN AND SHRI ASHOK KUMAR JAIN, EX WHOLE-TIME DIRECTORS

The Members at the Annual General Meeting held on September 23, 2017 had approved the appointment and remuneration of Shri Gaurav Jain as Whole-time Director of the Company for a period of three years w.e.f. 28th May, 2017 to 27th May, 2020 and at the Annual General Meeting held on 30th August, 2018, the Members have approved the re-appointment and payment of remuneration of Shri Ashok Kumar Jain as Whole-time Director designated as Vice Chairman & CEO for a period of three years w.e.f. 25th May, 2018 to 24th May, 2021 (though he resigned on 13th June, 2020).

Section 197 read with Schedule V of the Companies Act, 2013 details the conditions subject to which minimum remuneration could be paid to a managerial person in case of loss or inadequacy of profits. Further, 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 of the Members in the General Meeting.

Accordingly, as per the provisions of Section 197(9) and 197(10) of the Act, the Company had approached Yes Bank Limited to provide No-objection in its capacity as Lender, for the payment of remuneration to Shri Ashok Kumar Jain and Shri Gaurav Jain, the then Whole-time Directors of the Company, during the period from 1st April, 2019 till the respective dates of their resignation/ completion of term, as already approved by the Shareholders of the Company in the aforesaid respective AGMs.

Acceding to the Company's request, Yes Bank Limited vide its letter No. YBL/ARM/21-22/1049 dated 3rd March, 2022, has conveyed its No-objection to the payment of remuneration to the aforesaid Ex whole-time Directors. A copy of the said letter would be available for inspection by the Members electronically.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way, to be concerned or interested, financially or otherwise, in the Resolutions.

The Board of Directors accordingly commends the Special Resolutions set out at Item Nos. 5 & 6 of the Notice for approval of the Members.

ITEM NO. 7

APPROVAL FOR PAYMENT OF REMUNERATION TO SHRI ALOK GAUR, WHOLE-TIME DIRECTOR DESIGNATED AS 'JOINT MANAGING DIRECTOR & CEO'

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, 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 and as a 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 on the following remuneration subject to the approval of Shareholders and other necessary approvals. Subsequently, the Members in the AGM held on 29th September, 2021 have approved his appointment on the terms and conditions as recommended by the Board of Directors of the Company except the Remuneration. Due to default in payment to Yes Bank Limited ('the Lender'), the following terms and conditions of Remuneration approved by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee required the prior approval of the Lender for approval of the Shareholders:

I. Salary

Rs. 6,58,125/- (Rupees Six Lakhs Fifty Eight Thousand One Hundred and 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:

- (i) 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.
- (ii) Gratuity payable at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service.
- (iii) 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.

Section 197 read with Schedule V of the Companies Act, 2013 details the conditions subject to which minimum remuneration could be paid to a managerial person in case of loss or inadequacy of profits. 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.

Accordingly, as per the provisions of Section 197(9) and 197(10) of the Act, the Company had approached Yes Bank Limited to provide No-objection in its capacity as Lender, for payment of remuneration to Shri Alok Gaur, Joint Managing Director & CEO, for the period from 1st February, 2021 to 31st January, 2024.

Acceding to the Company's request, Yes Bank Limited vide its letter No. YBL/ARM/21-22/1049 dated 3rd March, 2022, has conveyed its No-objection to the payment of remuneration to Shri Alok Gaur. A copy of the said letter would be available for inspection by the Members electronically. Subsequent to the aforesaid approval of Yes Bank Limited, approval of shareholders for payment of remuneration to Shri Alok Gaur is being sought by way of Special Resolution.

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

I. General Information of the Company

S. No.	Particulars	Remarks
1	Nature of Industry	Engaged in the manufacturing of Fertilizers
2	Date or expected date of commencement of commercial production	17th May, 2013

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given indicators	As on 31.03.2022: Gross Total Revenue - Rs. 2,592.12 Crores Profit before Tax - Rs. 11.53 Crores Profit after Tax - Rs. 21.06 Crores
5	Foreign Investments or Collaboration, if any	N.A.

II. Information about the appointee.

S. No.	Particulars	Remarks
1.	Background details	Shri Alok Gaur (DIN: 00112520), aged 59 years holds the degree of B.E. (Electricals) from IIT, Roorkee. He has around 39 years of experience in diverse segments such as Cement, IT, Business Consulting etc. He was a part of the cement business of Jaypee Group since 2007 and has wide ranging experience of setting up / operating continuous process industries like cement, fertilizer etc. He was working as the Chief Operating Officer of the Company since June, 2020 before his appointment as Joint Managing Director & CEO.
2.	Past remuneration from the Company	Shri Alok Gaur was not drawing any remuneration from the Company in the past.
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 Whole-time 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 Whole-time Director (designated as Joint Managing Director & CEO of the Company).
5.	Remuneration Proposed	As given above in the Explanatory Statement.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	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, directly or indirectly with the Company, except to the extent of his regular Salary & Perquisites. He is not related to any managerial personnel of the Company.
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III. Other Information:

1. Reasons of loss or inadequate profits

Change in energy norms by Government of India and increased energy consumption.

2. Steps taken or proposed to be taken for improvement

The Company has re-aligned / restructured its loan with Yes Bank Limited, the Lender. Also, the Company is making continuous efforts, as a result of which, a Committee has been formed by the Secretary Fertilizer to recommend the energy norms for the Company and the said Committee has submitted its report and the notification fixing the energy norm for subsidy for the Company is expected to be issued shortly.

To continue to fulfill its commitments/obligations towards the Lenders, in line with the duly approved and publically stated policy of the Company, the Company continues to remain 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

Consequent to the re-alignment / restructuring of debt by Yes Bank Limited, finance cost is expected to be reduced. We are hopeful that after such restructuring, Company will be able to serve the remaining debt apart from booking profits. Also, notification fixing the energy norm for subsidy for the Company is expected to be issued shortly which will help in reduction of debts and improvement of financials.

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

The Board of Directors accordingly commends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

ITEM NO. 8

RE-APPOINTMENT OF SHRI KRISHNASWAMY VENKATRAMAN RAJENDRAN AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF FIVE YEARS

As per the provisions of the Companies Act, 2013 and based on the recommendations of the Board of Directors and Nomination and Remuneration Committee, the Members of the Company in the Annual General Meeting held on September 26, 2020 have appointed Shri K.V. Rajendran as an Independent Director of the Company w.e.f. 3rd May, 2020 for a term of 3 consecutive years. Accordingly, the tenure of Shri Rajendran, as an Independent Director, is valid upto 2nd May, 2023.

In terms of provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be

eligible for re-appointment on passing of a special resolution by the Members of the Company and disclosure of such appointment in the Board's Report.

After taking into account the performance evaluation report, which has been found to be good and considering the knowledge, skills, acumen, expertise and experience in respective fields and the contribution made by Shri K.V. Rajendran during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on 27th May, 2022 has considered, approved and recommended, the re-appointment of Shri K.V. Rajendran as an Independent Director for a second term of 5 (five) consecutive years with effect from 3rd May, 2023 to 2nd May, 2028, to the Board of Directors for its approval.

Based on the recommendation of the Nomination and Remuneration Committee and the report of his performance evaluation and in view of rich experience, continued valuable guidance to the management and performance of Shri K.V. Rajendran, the Board of Directors at its Meeting held on 27th May, 2022 has considered and approved his re-appointment as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 3rd May, 2023 to 2nd May, 2028, subject to the approval of the Members by way of Special Resolution at the 12th Annual General Meeting. Copy of draft letter of his re-appointment setting out the terms and conditions is available electronically for inspection by the Members.

The Board considers that his association would be of immense benefit to the Company. In the opinion of the Board, he fulfills all the conditions specified in the Act for such re-appointment. The Company has received his consent in writing to act as Independent Director, intimation in Form DIR-8 to the effect that he is not disqualified in accordance with sub-section 2 of Section 164 of the Act and a Certificate of Independence.

Save and except Shri K.V. Rajendran, being the appointee to whom the Resolution relates, none of the other Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board of Directors accordingly commends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

Regd. Office : **By Order of the Board of Directors**
Sector-128, **For Kanpur Fertilizers & Chemicals Ltd.**
Gautam Budh Nagar
Noida- 201304 (U.P.)

www.kfcikanpur.com

Place : New Delhi
Date : 27th May, 2022

(Ritu Gupta)
Company Secretary
Membership No. A20334

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / re-appointment/ approval for remuneration at the 12th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 read with SS-2

Name of the Director & DIN	Shri Manoj Gaur (DIN:00008480)	Shri Anil Mohan (DIN:08733802)	Shri Alok Gaur (DIN: 00112520)	Shri K.V. Rajendran (DIN: 02468551)
Date of Birth	16.06.1964	25.08.1953	22.10.1962	24.01.1953
Qualifications	Bachelors' Degree in Civil Engineering from the Birla Institute of Technology and Science, Pilani.	B.A., LL.B. & Diploma in HRD from IMT Ghaziabad	B.E. (Electricals) from IIT, Roorkee	Post Graduation degree in Psychology and PG Diploma in Radiological Physics from BARC, Bombay University.
Experience	36 years of vast experience in various sectors including cement manufacturing & marketing, infrastructure, real estate, fertilizers, power, hospitality, etc. including over 20 years' experience in Corporate and Finance matters of the Flagship Company of the Group	He 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.	Around 39 years of experience in diverse segments such as Cement, IT, Business Consulting etc. He was a part of the cement business of Jaypee Group since 2007 and has wide ranging experience of setting up / operating continuous process industries like cement, fertilizer etc. He was working as the Chief Operating Officer of the Company since June, 2020	Around 42 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.

KANPUR FERTILIZERS & CHEMICALS LIMITED

Date of first appointment on the Board	31.05.2010	13.04.2020	29.01.2021	03.05.2020
Terms and conditions of appointment or re-appointment	Re-appointment as a Director, liable to retire by rotation	Re-appointment as a Director, liable to retire by rotation	Terms and conditions of appointment remaining unchanged, as approved by the Members in the Annual General Meeting held on 29th September, 2021	Re-appointment as an Independent Director for a term of 5 (Five) consecutive years, not liable to retire by rotation
Details of remuneration sought to be paid	Sitting fee of Rs.50,000/- for each Board Meeting	Sitting fee of Rs.50,000/- for each Board Meeting and Rs.25,000/- for each Committee Meeting.	As mentioned in the Explanatory Statement	Sitting fee of Rs.50,000/- for each Board Meeting and Rs.25,000/- for each Committee Meeting.
Remuneration last drawn during Financial Year 2021-22	Sitting fee of Rs. 2,50,000/-	Sitting fee of Rs. 2,50,000/-	Rs. 1,12,43,853/-	Sitting fee of Rs. 4,50,000/-
Shareholding in the company (either in his name or in the name of any other persons or on beneficial interest basis)	8000 Equity Shares of the Company are being held jointly with Jaypee Uttar Bharat Vikas Private Limited (JUBVPL), where Beneficial interest is with JUBVPL.	NIL	NIL	NIL
Relationship with other Directors and other Key Managerial Personnel of the Company	N.A.	N.A.	N.A.	N.A.
Number of Meetings of the Board attended during Financial Year 2021-22	5	5	5	5
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p>Directorship: Jaiprakash Associates Ltd., Jaypee Infratech Ltd., Jaiprakash Power Ventures Ltd., MP Jaypee Coal Ltd., Jaypee Cement Corporation Ltd., Jaypee Infra Ventures Private Ltd., Jaypee Jan Sewa Sansthan, Jaypee Healthcare Ltd., Bhilai Jaypee Cement Ltd., Indesign Enterprises Pvt. Ltd., JIL Information Technology Ltd.</p> <p>Committees: Chairman of Risk Management Committee and Committee for Statutory policies in Jaiprakash Associates Limited</p>	NIL	<p>Directorship: JIL Information Technology Ltd., Gaur & Nagi Ltd., Jaypee Infrastructure Development Ltd., Bina Mines and Supply Ltd., Jaypee Cement Hockey (India) Ltd., Jaiprakash Agri Initiatives Company Ltd., Jaypee Cement Corporation Ltd., Sonebhadra Minerals Pvt. Ltd., RPJ Minerals Pvt. Ltd., Siddharth Utility Pvt. Ltd., Sarveshwari Stone Products Pvt. Ltd., The Fertilizer Association of India</p> <p>Committees: Chairman of Audit, NRC & Finance Committee and Member of CSR Committee in Jaypee Cement Corporation Ltd. and Member of NRC & Finance Committee in JIL Information Technology Ltd.</p>	<p>Directorship: Andhra Cements Ltd., NEDAR Foundation, Alliance to Promote Abilities & Rehabilitation LLP (Designated Partner)</p> <p>Committees: Chairman of Audit Committee and Member of NRC Committee in Andhra Cements Ltd.</p>

**Form MGT - 12
Polling Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

KANPUR FERTILIZERS & CHEMICALS LIMITED
(Formerly known as Kanpur Fertilizers & Cement Limited)

CIN: U24233UP2010PLC040828

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

Tel.: +91 (120) 4609000, **Fax:** +91 (120) 4963122

E-mail : kfcl.investor@jalindia.co.in ; **Website :** www.kfclkanpur.com

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered Folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I / We hereby exercise my /our vote in respect of the Ordinary and Special Resolutions to be passed through poll for the business stated in the Notice of 12th AGM of the Company by recording my/our assent or dissent to the said resolutions by placing Yes or No in the appropriate box below:

Item No.	Description	No. of Shares held	I / We assent to the resolution (For) (kindly mention the no. of shares out of the shares held)	I / We dissent to the resolution (Against) (kindly mention the no. of shares out of the shares held)
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Shri Manoj Gaur (DIN: 00008480) , who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To appoint a Director in place of Shri Anil Mohan (DIN:08733802) , who retires by rotation and being eligible, offers himself for re-appointment.			
4.	Ratification of Remuneration of M/s. Kabra & Associates, Cost Accountants (Firm Registration No. 000075) , Cost Auditors for the Financial Year 2022-23.			
5.	Approval/Ratification for payment of Remuneration to Shri Gaurav Jain (DIN:01102024) , the then Whole-time Director, for the period from April 1, 2019 to May 27, 2020.			
6.	Approval/Ratification for payment of Remuneration to Shri Ashok Kumar Jain (DIN:01731920) , the then Whole-time Director designated as 'Vice Chairman & CEO', for the period from April 1, 2019 to June 13, 2020.			
7.	Approval for payment of Remuneration to Shri Alok Gaur (DIN:00112520) , Whole-time Director designated as 'Joint Managing Director & CEO'.			
8.	Re-appointment of Shri Krishnaswamy Venkatraman Rajendran (DIN: 02468551) as an Independent Director for second term of five years.			

Place :

Date :

Signature of the Shareholder: