

KANPUR FERTILIZERS & CHEMICALS LIMITED

CIN: U24233UP2010PLC040828

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

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

NOTICE

Notice is hereby given that the **13th (Thirteenth) Annual General Meeting ("AGM")** of the Members of **KANPUR FERTILIZERS & CHEMICALS LIMITED** will be held on **Wednesday, June 7, 2023**, at **3:30 p.m.**, through Video Conferencing / Other Audio Visual Means ("**VC / OAVM**"), to transact the following businesses:-

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Alok Gaur (DIN: 00112520)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Ajit Kumar (DIN: 07774104)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2023-24

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 March 31, 2024, 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. APPOINTMENT OF SHRI VINOD SHARMA (DIN: 02072969) 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 152, 161 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) and Articles of Association of the Company, **Shri Vinod Sharma (DIN: 02072969)** who was appointed as an Additional Director of the Company with effect from September 24, 2022 by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

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."

6. APPOINTMENT OF SHRI NARINDER KUMAR GROVER (DIN: 08543115) AS AN INDEPENDENT DIRECTOR FOR A TERM OF FIVE CONSECUTIVE YEARS

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 149, 150, 152, 161, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV 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 Articles of Association of the Company, **Shri Narinder Kumar Grover (DIN: 08543115)**, who was appointed as an Additional Director (Independent) of the Company with effect from September 24, 2022 by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 eligible for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for

a term of 5 (five) consecutive years i.e. from September 24, 2022 to September 23, 2027.

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."

7. ALTERATION OF MEMORANDUM OF ASSOCIATION 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 the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of jurisdictional Registrar of Companies, wherever required, consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company as follows:

(A) Substitute the title of Clause III (A) from "MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION" to "OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION" and addition of following sub-clauses (4) to (12) after sub clause (3) of Clause III (A) of the Memorandum of Association of the Company:

- (4) To buy, sell, provide, hire, use, distribute, deal and operate extension services to farmers community at large including state-of-art technologically driven delivery systems such as drones, mobile app driven delivery systems etc.
- (5) To plan, develop, promote, acquire and operate warehousing complexes / terminals / multi-modal Logistics Hubs in India and abroad for all kinds of commodities including containers, heavy and over dimensional cargo.
- (6) To promote and provide seamless supply chain management systems and air, rail, road and water based logistics within India and abroad.
- (7) To carry on the business of multi-modal transport operations services within India and abroad by all modes of transport.
- (8) To set up and manage aggregation / disaggregation of cargo for domestic and impex movement within India and abroad and to carry out cargo handling services and transportation of cargo by all modes of transport from and to warehouses and provide other logistics services as per needs of the trade.
- (9) To act as clearing and forwarding agent within India and abroad.
- (10) To buy, sell, lease, hire and acquire land, transport and goods handling equipments, buildings, plants, tools, office machinery, electronic equipments, communication equipments, management information systems and all kinds of vehicles and aircrafts and any other goods or property required in connection with

warehousing, cargo handling and multi-modal transport of goods and services.

- (11) To plan, undertake, build, develop, promote, acquire, operate and provide storage facilities including cold storage and other special storage facilities.
- (12) To manufacture, buy, sell, provide, develop, acquire and maintain medical devices, instruments and equipments, healthcare related infrastructure and services including manufacturing facilities relating to healthcare products, directly or by making investment in other Companies having similar objects.

(B) Substitute the title of Clause III (B) from "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS" to "MATTERS CONSIDERED NECESSARY IN FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)".

(C) Substitute the words "Subject to the applicable provisions of the Companies Act, 2013" in place of the words "Subject to the provisions of Section 58A, 292 and 293 of the Companies Act" in sub-clause 28 of Clause III (B).

(D) Substitute the words "subject to the applicable provisions of the Companies Act, 2013" in place of the words "subject to Section 293A of the Companies Act, 1956" in sub-clause 34 of Clause III (B).

(E) Delete Clause III (C) i.e. "OTHER OBJECTS" in its entirety.

(F) Substitute Clause IV with the following:

"The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Memorandum of Association incorporating the aforesaid alterations be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company and any Director and the Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

8. PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO CHAIRMAN AND OTHER NON-EXECUTIVE DIRECTORS 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 the provisions of Section 197, 198 and all other applicable provisions 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 based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of annual commission to the Chairman and other Non-Executive Directors including Independent Directors of the Company for Financial Year 2022-23 and further period of 2 (two) Financial Years, exceeding the prescribed limit of 1% of net profits of the Company but not exceeding the total managerial remuneration limit of 11% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013, excluding sitting fees and re-imbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such proportion and manner as may be decided by the Board of Directors of the Company, from time to time, based on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Regd. Office : By Order of the Board of Directors
Sector-128,
Noida- 201304 (U.P.)
www.kfclkanpur.com

Place : New Delhi
Date : May 6, 2023

Ritu Gupta
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 Nos. 4 to 8 of the accompanying Notice is annexed hereto. Special business under Item Nos. 4 to 8, being considered unavoidable by the Board of Directors, will be transacted at the 13th AGM of the Company through VC/ OAVM facility.
2. The details of Directors seeking appointment / re-appointment, as required to be given pursuant to the provisions of the Act read with Secretarial Standard-II on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.
3. 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 13th 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 13th AGM will be held through VC/ OAVM facility, the Route Map is not annexed to 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 2022-23 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 13th AGM and Annual Report 2022-23 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 scanned copies of the 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 for effecting transfer and to avail other benefits of dematerialization.
7. The Register of Members and Share Transfer Books will remain closed from **Thursday, June 1, 2023 to Wednesday, June 7, 2023** (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 upto the date of AGM. Members, seeking to inspect such documents, may 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 an e-mail on 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 113 of the Companies Act, 2013, Corporate Member(s) intending to appoint its Authorized Representative are requested to send a certified copy of the Board Resolution at kfcl.investor@jalindia.co.in, authorizing the representative to participate and vote on its behalf at the 13th Annual General Meeting, at least 2 days before the date of AGM.
- II. Members may join the 13th 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 13th AGM and shall not be closed till the expiry of 15 minutes after such scheduled time.
- 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=VXFud0lqV2hoS2kzWFVlT0Z3ZWl1QT09>
Meeting ID: 944 292 7281 Passcode : 636363
- IV. 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.
- 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 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 2023-24

The Board of Directors, on the recommendation of the Audit Committee, in its Meeting held on May 6, 2023, 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 March 31, 2024. 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 to conduct the audit of the Cost Records of the Company for the Financial Year ending on March 31, 2024.

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

APPOINTMENT OF SHRI VINOD SHARMA (DIN: 02072969) AS DIRECTOR

Shri Vinod Sharma was appointed as an Additional Director by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, on September 24, 2022. 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 this Annual General Meeting of the Company.

Shri Vinod Sharma, aged 66 years, has done B.Sc. and LL.B. He has been associated with Jaypee Group for around 40 years and worked at Cement, Steel and Hydro Power Projects of the Group in various capacities including as Executive President. He has served on the Boards of Powergrid Himachal Transmission Limited and Tiger Hills Holiday Resort Private Limited and is currently on the Board of Jaypee Uttar Bharat Vikas Private Limited, Holding Company.

Taking into consideration his qualifications and vast experience, the Board of Directors considers that his presence on the Board would be beneficial to the Company. In the opinion of the Board, he fulfills all the conditions specified in the Companies Act, 2013 for his appointment. His appointment as Director, liable to retire by rotation, requires approval of the Members by way of Ordinary Resolution.

Save and except Shri Vinod Sharma, 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 Ordinary Resolution set out at Item No. 5 for the approval of the Members.

ITEM NO. 6

APPOINTMENT OF SHRI NARINDER KUMAR GROVER (DIN: 08543115) AS AN INDEPENDENT DIRECTOR FOR A TERM OF FIVE CONSECUTIVE YEARS

As per the provisions of Regulation 24(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, atleast one Independent Director on the Board of Directors of the

listed company shall be a Director on the Board of Directors of an unlisted material subsidiary. The Company is an Unlisted Material Step-down Subsidiary Company of Jaiprakash Associates Limited (JAL).

Shri SCK Patne who was an Independent Director on the Board of Directors of JAL had been appointed as an Independent Director on the Board of the Company. Since his tenure as an Independent Director on the Board of JAL was valid upto September 26, 2022, it was necessary to appoint another Independent Director of JAL as Independent Director of the Company in order to ensure the compliance with the above provision.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Shri Narinder Kumar Grover (who has been appointed as an Independent Director on the Board of JAL w.e.f. August 10, 2022) as an Additional Director w.e.f. September 24, 2022 to hold office upto the date of this AGM and as an Independent Director of the Company w.e.f. September 24, 2022 to September 23, 2027 for a term of 5 consecutive years.

Shri Narinder Kumar Grover, aged 61 years, holds the degree of M.Com. and LL.B. from University of Delhi, MBA (Finance) from Faculty of Management Studies, University of Delhi, MS in Consultancy Management from Birla Institute of Technology, Pillani, PG Diploma in Labour Laws, Tax Laws, Corporate Laws, Multimodal Transport (Logistics Management) & International Trade Laws. He is a fellow Member of Insurance Institute of India and Institute of Cost and Works Accountants of India, Kolkata and a Member of Institute of Internal Auditors, Delhi. He has vast experience spanning around 40 years in corporate sector in the areas of Financial Management, Insurance and Commercial/Marketing functions. He has worked as Managing Director in Central Railside Warehouse Company Limited, New Delhi. He has also worked in other renowned Companies including Siemens India Limited, Central Warehousing Corporation and United India Insurance Company Limited and also held the position of Nominee Director in various Government Organizations.

Taking into consideration his qualifications and vast experience, the Board of Directors considers that his presence on the Board would be beneficial to the Company. In the opinion of the Board, he is independent from the Management and fulfills all the conditions specified in the Companies Act, 2013 for his 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 Section 164 of the Act and a Certificate of Independence. A copy of draft letter of appointment setting out the terms and conditions of his appointment is available electronically for inspection by the Members. His appointment as an Independent Director, not liable to retire by rotation, requires approval of the Members by way of Ordinary Resolution

Save and except Shri N.K. Grover, 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 Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

ITEM NO. 7

ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

In furtherance to the manufacturing and distribution of Fertilizers and Chemicals including Agro-chemicals, the Company also wants to engage in extension services to farmers community at large including state-of-art technologically driven delivery systems such as drones, mobile app driven delivery systems etc.

Further, with a view to gainfully utilize the infrastructure available at Kanpur Plant site including vacant land and railway siding inside the Plant, the Company is exploring new business opportunities in Logistics (Kanpur as an Industrial hub is being considered as a nodal city for Logistics) and manufacturing & development of healthcare related products, as and when feasible.

In order to undertake such activities, subject to such approvals as may be required, the Company needs to alter its Object Clause of the Memorandum of Association of the Company and accordingly, approval of the Members is being sought for inserting sub-clauses (4) to (12) in Clause IIIA of the Memorandum of Association of the Company.

Also, in order to align the Object Clause of the Memorandum of Association of the Company with the provisions of Companies Act, 2013, the titles / headings and Sections quoted in Object Clause are required to be substituted accordingly and 'Other Objects' Clause is required to be deleted.

Also, as per the provisions of Companies Act, 2013, the liability clause is being substituted by clarifying that the liability of Members is limited to the amount unpaid, if any, on the shares held by them.

The Board in its Meeting held on May 6, 2023 has approved and recommended the alteration of Memorandum of Association by inserting the Clauses relating to new business activities proposed to be undertaken by the Company in the Object Clause and aligning the Memorandum of Association as per the provisions of Companies Act, 2013.

Approval of Members is being sought for the aforesaid alteration of Memorandum of Association. A copy of altered Memorandum of Association of the Company would be made available for inspection by the Members electronically.

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

PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO CHAIRMAN AND OTHER NON-EXECUTIVE DIRECTORS OF THE COMPANY

With the Grace of God, relentless efforts and direction of the Chairman and the team efforts of the Management, officers and staff of the Company under the guidance of the Board of Directors of the Company, the Company has prepaid all its debts in March, 2023. On this event, as a token of appreciation for the

contribution made by the Chairman (Non-executive Director) and other Non-executive Directors including Independent Directors of the Company and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on April 19, 2023 has approved and recommended to Members, the matter of remunerating the Chairman and other Non-executive Directors including Independent Directors by way of annual commission for Financial Year 2022-23 and further period of 2 (two) Financial Years, exceeding the prescribed limit of 1% of net profits of the Company but not exceeding the total managerial remuneration limit of 11% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013, excluding sitting fees and re-imbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration shall be paid in such proportion and manner as may be decided by the Board of Directors of the Company, from time to time, based on the recommendation of the Nomination and Remuneration Committee after considering the relevant factors and criteria. Currently, the Managerial Remuneration is being paid only to Shri Alok Gaur, Joint Managing Director & CEO of the Company.

As per the provisions of Section 197 of the Companies Act, 2013, the approval of Members is required to be obtained by way of Special Resolution for payment of remuneration to Directors who are neither Managing Director(s) nor Whole-Time Director(s) in excess of 1% of the net profits of the Company subject to the total managerial remuneration limit of 11% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013, excluding sitting fees and re-imbursement of expenses for attending the meetings of the Board of Directors or Committees thereof.

Accordingly, approval of Members is being sought for the aforesaid payment of remuneration to Chairman and other Non-executive Directors including Independent Directors of the Company.

All the Non-executive Directors of the Company including Chairman and Independent Directors and their respective Relatives are concerned or interested in the Resolution. Shri Alok Gaur, Joint Managing Director & CEO and other Key Managerial Personnel or their relatives are not 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 :
Sector-128,
Noida- 201304 (U.P.)
www.kfcikanpur.com

Place : New Delhi
Date : May 6, 2023

**By Order of the Board of Directors
For Kanpur Fertilizers & Chemicals Ltd.**

**Ritu Gupta
Company Secretary
Membership No. A20334**

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / re-appointment at the 13th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 read with SS-2

Name of the Director & DIN	Shri Alok Gaur (DIN: 00112520)	Shri Ajit Kumar (DIN: 07774104)	Shri Vinod Sharma (DIN: 02072969)	Shri Narinder Kumar Grover (DIN: 08543115)
Date of Birth	22.10.1962	03.12.1947	16.07.1956	13.07.1961
Qualifications	B.E. (Electricals) from IIT, Roorkee	B.Sc. (Hons.) (Physics, Mathematics, Geology) and M.Sc. (Geology)	B.Sc. and LL.B.	M.Com. and LL.B. from University of Delhi, MBA (Finance) from Faculty of Management Studies, University of Delhi, MS in Consultancy Management from Birla Institute of Technology, Pillani, PG Diploma in Labour Laws, Tax Laws, Corporate Laws, Multimodal Transport (Logistics Management) & International Trade Laws. He is a fellow Member of Insurance Institute of India and Institute of Cost and Works Accountants of India, Kolkata and a Member of Institute of Internal Auditors, Delhi.
Experience	Around 40 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.	He was in Indian Police service - 1969 (First Position) and Indian Administrative Service - 1970, J & K cadre. He held the positions of District Magistrate, Collector and Finance Commissioner, Government of Jammu & Kashmir and has served as Principal Secretary in Departments of Gen. Administration and Services, Education, Art & Culture, Welfare, Public Works including Irrigation and water supply, Power and Finance. 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.	Associated with Jaypee Group for more than 40 years and worked at Cement, Steel and Hydro Power Projects of the Group in various capacities including as Executive President. He has served on the Boards of Powergrid Himachal Transmission Limited and Tiger Hills Holiday Resort Private Limited and currently on the Board of Jaypee Uttar Bharat Vikas Private Limited.	Vast experience spanning around 40 years in corporate sector in the areas of Financial Management, Insurance and Commercial / Marketing functions. He has worked as Managing Director in Central Railside Warehouse Company Limited, New Delhi. He has also worked in other renowned Companies including Siemens India Limited, Central Warehousing Corporation and United India Insurance Company Limited and also held the position of Nominee Director in various Government Organizations.

KANPUR FERTILIZERS & CHEMICALS LIMITED

Date of first appointment on the Board	29.01.2021	29.01.2021	24.09.2022	24.09.2022
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.	Appointment as a Director, liable to retire by rotation.	Appointment as an Independent Director for a period of 5 consecutive years, not liable to retire by rotation.
Shareholding in the Company (either in his name or in the name of any other persons or on beneficial interest basis)	NIL	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 2022-23	4/4	4/4	2/2	2/2
Other Directorships, Membership/ Chairmanship of Committees of other Boards	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., East India Energy Pvt. Ltd., The Fertilizer Association of India. Committees: Chairman of Audit, NRC and Finance Committee and Member of CSR Committee in Jaypee Cement Corporation Ltd. Member of NRC and Finance Committee in JIL Information Technology Ltd.	Directorship: Managing Director of Jaypee Agra Vikas Limited	Directorship: Jaypee Uttar Bharat Vikas Private Limited	Directorship: Jaiprakash Associates Limited and Jaypee Healthcare Limited Committees: Member of Audit Committee and Finance Committee of Jaiprakash Associates Limited.

KANPUR FERTILIZERS & CHEMICALS LIMITED

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

CIN: U24233UP2010PLC040828

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

Tel.: +91 (120) 4609000

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 Shares	

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 13th 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.	Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.			
2.	Appointment of a Director in place of Shri Alok Gaur (DIN: 00112520) , who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Appointment of a Director in place of Shri Ajit Kumar (DIN:07774104) , 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 2023-24.			
5.	Appointment of Shri Vinod Sharma (DIN: 02072969) as Director.			
6.	Appointment of Shri Narinder Kumar Grover (DIN: 08543115) as an Independent Director for a term of five consecutive years.			
7.	Alteration of Memorandum of Association of the Company.			
8.	Payment of remuneration by way of commission to Chairman and other Non-Executive Directors of the Company.			

Place :

Date :

Signature of the Shareholder: