

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 14th (Fourteenth) Annual General Meeting ("AGM") of the Members of **KANPUR FERTILIZERS & CHEMICALS LIMITED** will be held on **Monday, June 10, 2024 at 11:30 a.m. at the Registered Office of the Company at Sector-128, Noida-201304, (U.P.)**, to transact the following businesses:-

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company (Standalone and Consolidated) for the Financial Year ended March 31, 2024 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 Devinder Singh Ahuja (DIN : 07687173)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. APPOINTMENT OF DR. PRAMOD KUMAR AGRAWAL (DIN: 08311041) 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, Dr. Pramod Kumar Agrawal (DIN:08311041), who has been appointed as an Additional Director (Independent) of the Company with effect from April 27, 2024 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 who is eligible to be 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 April 27, 2024 to April 26, 2029.

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

5. APPROVAL FOR EX-GRATIA PAYMENT TO SHRI ALOK GAUR (DIN: 00112520), 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 178, 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 based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for ex-gratia payment of Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) to Shri Alok Gaur (DIN : 00112520), Joint Managing Director & CEO, in addition to his remuneration as approved by the Members in the Extra-Ordinary General Meeting held on March 2, 2024.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, 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 and take all such steps, as it may, in its absolute discretion, consider 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."

6. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2024-25

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

KANPUR FERTILIZERS & CHEMICALS LIMITED

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, 2025, 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 it may, in its absolute discretion consider, necessary, proper or expedient to give effect to this Resolution."

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

Ritu Gupta

Company Secretary

Place : New Delhi

Date : April 27, 2024

Membership No. A20334

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING IN FORM MGT-11 AS ENCLOSED HERewith.**
- A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for any other shareholder.
- 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 6 of the accompanying Notice is annexed hereto. Being considered unavoidable by the Board of Directors, Special Business mentioned in the Notice will be transacted at this Meeting.
- The details of Directors seeking appointment/re-appointment/variation in terms of remuneration, as required to be given pursuant to the applicable 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 Explanatory Statement and "Annexure" to the Notice.
- Corporate Members intending to send their respective authorized representatives are requested to send a duly certified copy of the Board resolution, authorizing the representative to participate and vote on its behalf, at AGM to kfcl.investor@jalindia.co.in, atleast 2 days before the date of AGM.
- In compliance with the MCA Circulars, Notice of the 14th AGM alongwith Annual Report for the Financial Year 2023-24 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 aforesaid Notice and the Annual Report will also be available on the Company's website i.e. www.kfclkanpur.com. For receiving all communication from the Company electronically:
- 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
 - Members holding shares in dematerialised mode are requested to register / update their e-mail address with the concerned Depository Participant.
- 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) viz. Alankit Assignments Limited 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.
- The Register of Members and Share Transfer Books will remain closed from **Tuesday, June 4, 2024 to Monday, June 10, 2024 (both days inclusive)** for the purpose of 14th AGM.
- 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 for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM, at the Registered Office of the Company, during business hours. Members, seeking to inspect such documents, may send an e-mail to kfcl.investor@jalindia.co.in.
- 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 atleast 10 days before the date of AGM by sending an e-mail to kfcl.investor@jalindia.co.in. The same will be replied by the Company suitably.
- The voting at the Meeting shall be done by show of hands unless a demand for poll is made. In case a poll is demanded, the Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 read with Rules made thereunder. 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.

12. 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.
13. 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 viz. Alankit Assignments Limited.
14. 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.
15. The Route Map of the venue of the Meeting is annexed to this Notice.

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 6 of the accompanying Notice.

ITEM NO. 4

APPOINTMENT OF DR. PRAMOD KUMAR AGRAWAL (DIN: 08311041) 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). Accordingly, Shri N.K. Grover, who is an Independent Director on the Board of JAL, is already on the Board of the Company.

Now, based on the recommendation of Nomination and Remuneration Committee, Dr. Pramod Kumar Agrawal, who is also an Independent Director on the Board of JAL, has been appointed by the Board as an Additional Director on the Board of Directors of the Company w.e.f. April 27, 2024 to hold office upto the date of this AGM and as an Independent Director of the Company w.e.f. April 27, 2024 to April 26, 2029 for a term of 5 consecutive years, subject to the approval of Members of Company.

Dr. Pramod Kumar Agrawal, aged about 68 years, holds Post Graduate Diploma in Business Management, CAIIB and Doctorate in Chemistry from University of Bihar, with vast and varied experience of more than 43 years. He was associated with State Bank of India (SBI) for more than 35 years from 1980 to 2015 at various senior positions during his tenure and retired as

General Manager from SBI. Post retirement, he was associated with Asian Development Bank, Indian Banks' Association, Mumbai as Senior Advisor. During the period from June, 2021 to December, 2023, he was associated with Secondary Loan Market Association, Mumbai as Senior Advisor. His core competencies include assignments in Project Finance, Corporate Banking, International Banking, Debt Syndication and Trade Finance etc.

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, declaration 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 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 an Ordinary Resolution.

Save and except Dr. Pramod Kumar Agrawal, 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. 4 of the Notice for approval of the Members.

ITEM NO. 5

APPROVAL FOR EX-GRATIA PAYMENT TO SHRI ALOK GAUR (DIN: 00112520), JOINT MANAGING DIRECTOR & CEO

Concurring with the recommendations of the Nomination and Remuneration Committee of the Board and subject to the approval of the Members of the Company, the Board of Directors at its Meeting held on April 27, 2024 has approved an ex-gratia payment of Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) to Shri Alok Gaur (DIN : 00112520), Joint Managing Director & CEO, in recognition of his contribution in the overall performance of the Company during Financial Year 2023-24, in addition to his remuneration as approved by the Members in the Extra-Ordinary General Meeting held on March 2, 2024.

The aforesaid ex-gratia payment and remuneration of Shri Alok Gaur and the Annual Commission to Chairman and other Non-Executive Directors including Independent Directors, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors for Financial Year 2023-24 shall not exceed 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.

Accordingly, approval of the Members by way of Special Resolution is being sought for the aforesaid ex-gratia payment to Shri Alok Gaur.

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

KANPUR FERTILIZERS & CHEMICALS LIMITED

The Board of Directors accordingly commends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2024-25

The Board of Directors, on the recommendation of the Audit Committee, at its Meeting held on April 27, 2024, has 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, 2025. 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, 2025.

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. 6 of the Notice for approval of the Members.

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

Place : New Delhi
Date : April 27, 2024

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

ANNEXURE TO THE NOTICE

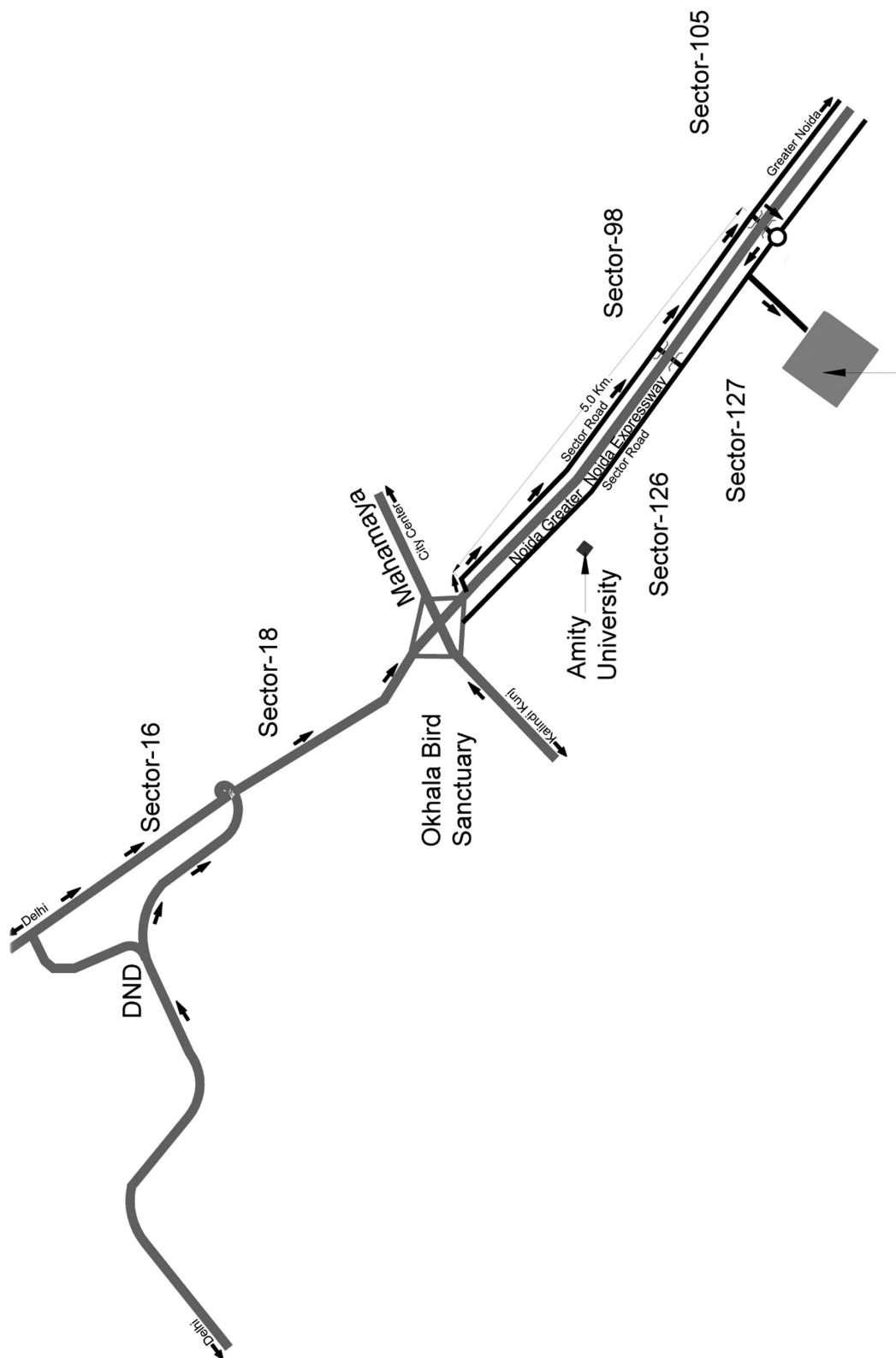
Details of Directors seeking appointment / re-appointment / variation of the terms of remuneration at the 14th Annual General Meeting, in pursuance of provisions of the Companies Act, 2013 read with SS-2

Name of the Director & DIN	Ms. Sunita Joshi (DIN: 00025720)	Shri Devinder Singh Ahuja (DIN: 07687173)	Dr. Pramod Kumar Agrawal (DIN: 08311041)	Shri Alok Gaur (DIN : 00112520)
Date of Birth	05.07.1966	18.03.1960	30.12.1955	22.10.1962
Qualifications	MBA in International Business Management	B.Sc. Engineering (Chemical) and P.G. Diploma in Project Management.	Post Graduate Diploma in Business Management, CAIIB and Doctorate in Chemistry from University of Bihar	B.E. (Electricals) from IIT, Roorkee
Experience	She has over 35 years experience in the fields of Information Technology, IT Education, Software Development, Sales & Marketing and Corporate Communication. She holds the position of Whole-time Director in JIL Information Technology Ltd	He was holding the leadership position in National Fertilizers Limited for 39 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 is also working as Advisor in the Company since July, 2021.	He has vast & varied experience of more than 43 years. He was associated with State Bank of India for more than 35 years from 1980 to 2015 at various senior positions during his tenure and retired as General Manager from SBI. Post retirement, he was associated with Asian Development Bank, Indian Banks' Association, Mumbai as Senior Advisor. During the period from June, 2021 to December, 2023, he was associated with Secondary Loan Market Association, Mumbai as Senior Advisor. His core competencies include assignments in Project Finance, Corporate Banking, International Banking, Debt Syndication and Trade Finance etc	Around 41 years of experience in diverse segments such as Cement, IT, Business Consulting etc. He has been 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. Prior to his appointment as Whole-time Director w.e.f. February 1, 2021, he was working as the Chief Operating Officer of the Company since June, 2020.
Date of first appointment on the Board	28.03.2015	28.07.2021	27.04.2024	29.01.2021 (as Director of the Company)
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	Re-appointment as a Director, liable to retire by rotation. Remuneration by way of annual commission as approved by the Members of the Company, based on the recommendation of Nomination and Remuneration Committee and Board.	Re-appointment as a Director, liable to retire by rotation. Remuneration by way of annual commission as approved by the Members of the Company, based on the recommendation of Nomination and Remuneration Committee and Board.	Appointment as an Independent Director for a period of 5 consecutive years, not liable to retire by rotation. Remuneration by way of annual commission as approved by the Members of the Company, based on the recommendation of Nomination and Remuneration Committee and Board.	Re-appointment as a Whole-time Director designated as Joint Managing Director & CEO, on terms and conditions including Remuneration as approved by the Members in the EGM held on March 2, 2024. In addition to the aforesaid remuneration, approval is being sought for ex-gratia payment of Rs. 15,00,000/- as mentioned in this Notice.

KANPUR FERTILIZERS & CHEMICALS LIMITED

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 2023-24	7/7	7/7	N.A.	7/7
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p>Directorship: Budh Circuit Racing Private Limited, Bhilai Jaypee Cement Limited, Bharat Digital Education Private Limited (Erstwhile Quality Health and Education Private Limited), Luckystrike Financiers Private Limited, Jaypee Infra Ventures Private Limited, Saindhar Infosystems Private Limited, JIL Information Technology Limited, Jaypee Agra Vikas Limited, Jaypee Hotels Limited, Jaypee Fertilizers & Industries Limited, East India Energy Private Limited and Resurgent Bharat Biofuels Limited.</p> <p>Committees: Chairperson of Finance Committee of JIL Information Technology Limited. Member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee of Jaypee Hotels Limited.</p>	<p>Directorship: Resurgent Bharat Biofuels Limited.</p>	<p>Directorship: Jaiprakash Associates Limited.</p> <p>Committees: Chairperson of Audit Committee and Member of Nomination & Remuneration Committee and Finance Committee of Jaiprakash Associates Limited</p>	<p>Directorship: JIL Information Technology Ltd., Gaur & Nagi Ltd., Jaypee Infrastructure Development Ltd., Jaypee Cement Hockey (India) Ltd., Jaiprakash Agri Initiatives Company Ltd., Jaypee Cement Corporation Ltd., Sonebhadra Minerals Pvt. Ltd., Siddharth Utility Pvt. Ltd., Sarveshwari Stone Products Pvt. Ltd., East India Energy Pvt. Ltd., Bhilai Jaypee Cement Ltd, Mahabhadra Constructions Ltd., Resurgent India Food & Fuel Service Pvt. Ltd. and The Fertilizer Association of India.</p> <p>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. Chairman of Audit Committee and Allotment and Share Transfer Committee and Member of Finance Committee in Bhilai Jaypee Cement Ltd. Chairman of CSR Committee in Mahabhadra Constructions Ltd.</p>

Route Map for venue of 14th AGM of the Company



Kanpur Fertilizers & Chemicals Limited
Registered office, Sector-128

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

ATTENDANCE SLIP

DP ID		FOLIO NO./CLIENT ID		NO. OF SHARES	
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Name(s) and address of the Member/Proxy in full : _____

I/We hereby record my/our presence at the 14th Annual General Meeting of the Company to be held on **Monday, June 10, 2024 at 11:30 a.m. at the Registered Office of the Company at Sector-128, Noida- 201304 (U.P.)**.

☐

MEMBER

☐

PROXY

Signature of Member/Proxy

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

FORM NO.MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U24233UP2010PLC040828
Name of the Company	KANPUR FERTILIZERS & CHEMICALS LIMITED
Registered Office	Sector-128, Noida-201304 (U.P.)

Name of the Member(s)	
Registered Address	
E-Mail ID	
DP ID and Client ID /Folio No.	

I/We, being the Member(s) holding _____ shares of the above named Company, hereby appoint:

1)	Name			
	Address			
	E-mail Id		Signature	

Or failing him/her

2)	Name:			
	Address:			
	E-mail Id:		Signature	

as my/our proxy to attend and vote (on a poll) for me/us, on my/our behalf, at the 14th Annual General Meeting of the Members of the Company, to be held on **Monday, June 10, 2024 at 11:30 a.m. at the Registered Office of the Company at Sector-128, Noida- 201304 (U.P.)**, and at any adjournment thereof in respect of the following businesses:

Ordinary Business	
1	To consider and adopt the Audited Financial Statements of the Company (Standalone and Consolidated) for the Financial Year ended March 31, 2024 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 Devinder Singh Ahuja (DIN : 07687173), who retires by rotation and being eligible, offers himself for re-appointment.
Special Business	
4	Appointment of Dr. Pramod Kumar Agrawal (DIN: 08311041) as an Independent Director for a term of five consecutive years.
5	Approval for ex-gratia payment to Shri Alok Gaur (DIN: 00112520), Joint Managing Director & CEO.
6	Ratification of remuneration of M/s. Kabra & Associates, Cost Accountants (Firm Registration No. 000075), Cost Auditors for Financial Year 2024-25.

Signed this _____ day of _____, 2024

Signature of Member :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp of
Re.1/-

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.