

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 **15th (Fifteenth) Annual General Meeting ("AGM")** of the Members of **KANPUR FERTILIZERS & CHEMICALS LIMITED** will be held on **Tuesday, July 15, 2025 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 (Both Standalone and Consolidated) for the Financial Year ended March 31, 2025 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 Shyam Datt Nailwal (DIN: 00008529)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. APPOINTMENT OF MAJ. GEN. VINOD KUMAR, SM, VSM (VETERAN) (DIN: 10519650) AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION

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 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Maj. Gen. Vinod Kumar, SM, VSM (Veteran) (DIN: 10519650), who was appointed as an Additional Director of the Company with effect from July 29, 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, be and is hereby appointed as a 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 and take all such steps, as it may, in its absolute discretion, consider necessary, proper or expedient to give effect to this Resolution."

5. APPOINTMENT AND REMUNERATION OF MAJ. GEN. VINOD KUMAR, SM, VSM (VETERAN) (DIN: 10519650) AS A WHOLE-TIME DIRECTOR FOR A TERM OF THREE 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 178, 196, 197, 198, 200 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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 approval of the Board of Directors and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for appointment and remuneration of Maj. Gen. Vinod Kumar, SM, VSM (Veteran) (DIN: 10519650) as a Whole-time Director of the Company for a period of three years w.e.f. August 1, 2024 to July 31, 2027, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice.

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 explanatory statement be paid as minimum remuneration to Maj. Gen. Vinod Kumar, SM, VSM (Veteran), notwithstanding that in any financial year during his tenure as Whole-time Director, 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 Maj. Gen. Vinod Kumar, SM, VSM (Veteran) 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 Maj. Gen. Vinod Kumar, SM, VSM (Veteran) functions as the Whole-time Director 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 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, desirable or expedient to give effect to this Resolution 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 AUDITOR FOR THE FINANCIAL YEAR 2025-26

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, 2026, 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 and will be admissible once operations at the Urea Plant of the Company are resumed.

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 Limited**

**Sd/-
Ritu Gupta**

Place : New Delhi

Company Secretary

Date : May 12, 2025

Membership No. A20334

NOTES

1. **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.**
2. 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.
3. 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. 4,5 and 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.
4. The details of Directors seeking appointment and re-appointment, 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.
5. 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.
6. In compliance with the MCA Circulars, Notice of the 15th AGM alongwith Annual Report for the Financial Year 2024-25 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:
 - 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.
7. 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.
8. The Register of Members and Share Transfer Books will remain closed from **Wednesday, July 9, 2025 to Tuesday, July 15, 2025 (both days inclusive)** for the purpose of 15th AGM.

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 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.
10. 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.
11. 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, 5 and 6 of the accompanying Notice.

ITEM NOS. 4 AND 5

APPOINTMENT OF MAJ. GEN. VINOD KUMAR, SM, VSM (VETERAN) (DIN: 10519650) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION AND AS A WHOLE-TIME DIRECTOR FOR A TERM OF THREE YEARS.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has, at its Meeting held on July 29, 2024, appointed Maj. Gen. Vinod Kumar, SM, VSM (Veteran) (DIN: 10519650) as an Additional Director of the Company with effect from July 29, 2024 and appointed him as a Whole-time Director for a period of three years from August 1, 2024 to July 31, 2027, subject to the approval of the Members at this Annual General Meeting.

Keeping in view the rich and varied experience, qualifications and leadership capabilities of Maj. Gen. Vinod Kumar, SM, VSM (Veteran) and his involvement in the day-to-day operations and affairs of the Company, concurring with the recommendations of the Nomination and Remuneration Committee of the Board, the Board of Directors considered that his presence on the Board would be beneficial to the Company and accordingly, at its Meeting held on July 29, 2024, appointed him as an Additional Director w.e.f. July 29, 2024. Pursuant to the provisions 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.

The Board has appointed him as a Whole-time Director of the Company w.e.f. August 1, 2024 for a period of 3 years i.e. upto July 31, 2027 on the following remuneration subject to the approval of Shareholders and other necessary approvals, if required. The Company has received his consent in writing to act as Whole-time Director, declaration in Form DIR-8 to the effect that he is not disqualified to be appointed, in accordance with Section 164 of the Act.

- I. **Basic Salary (in Rs.)** : 4,38,750/- 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 August, every year]

II. Perquisites and other benefits:

Besides the above salary, Maj. Gen. Vinod Kumar, SM, VSM (Veteran), Whole-time Director, shall be entitled to the perquisites which may include Company accommodation at Kanpur, Medical Re-imbursements, Leave Travel Concession (LTC), Car (as per Company's Policy), Telephone/Mobile (at actual), 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) Gratuity payable at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service.
- (ii) Encashment of leave at the end of the tenure as per rules/ policy of the Company.

KANPUR FERTILIZERS & CHEMICALS LIMITED

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	June 1, 2014
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 31.03.2025: Gross Total Revenue - Rs. 2560.09 Crores Profit/(Loss) before Tax - Rs. (151.65 Crores) Profit/(Loss) after Tax - Rs. (102.71 Crores)
5	Foreign Investments or Collaboration, if any	N.A.

II. Information about Maj. Gen. Vinod Kumar, SM, VSM (Veteran), the appointee

S. No.	Particulars	Remarks
1.	Background details	<p>Maj. Gen. Vinod Kumar, SM, VSM (Veteran), aged 65 years, holds a Bachelor's Degree in Science from Jawaharlal Nehru University (JNU) and also holds Master's degree in Science from the University of Madras and M.Phil. from Berhampur University. He served the Indian Army for 37 years and held several prestigious and responsible positions, including General Officer Commanding 41 Sub Area in North East, Deputy Commandant/Chief Instructor at Army Air Defence College, Gopalpur (Odisha) and Commandant at Services Selection Centre (East), Prayagraj.</p> <p>He possesses rich operational experience, having actively participated in Operation Meghdoot (Siachen), Operation Vijay (Kargil) and Operation Rhino (Assam). Post superannuation in July 2017, he joined Chunar Cement Factory in August 2017 and later moved to Kanpur Fertilizers & Chemicals Limited just prior to the national COVID-19 lockdown in March 2020. He has substantial experience in the areas of Logistics, Administration, Training, and Human Resource Development.</p>
2.	Past remuneration from the Company	He was an Advisor to the Company before this appointment and was receiving advisory fee.
3.	Recognition or awards	<p>Consistently delivered exemplary distinguished performance over a protracted period (Recipient of Seven distinguished Service Awards in a span of last 16 years of service in Indian Army).</p> <p>Decorated with Sena Medal on January 26, 2017 for re-skilling of ex-servicemen, widows & dependants in conjunction with National Skill Development Corporation and making them Corporate-Ready. It has allowed more than one thousand ex-servicemen to obtain optimum second employment and helped the Corporates find dedicated, disciplined and skilled manpower.</p> <p>Decorated with Vishist Seva Medal on January 26, 2015 for optimizing the logistic support to Field Formations deployed in North East over seven states manning Indo-China Border and Indo-Myanmar Border, thereby increasing the operational efficiency of forward troops.</p> <p>Conferred with Chief of Army Staff Commendation Card twice on January 26, 2004 and January 26, 2010 for distinguished performance.</p> <p>Conferred with Army Commanders Commendation Cards on three different occasions in 2001, 2003 and 2004 for distinguished performance.</p>
4.	Job Profile and his suitability	He will be responsible for managing the day to day affairs of the Company. Prior to his appointment as Whole-time Director, he was an Advisor to the Company and was discharging his duties diligently. Hence, he is suitable to hold the office of Whole-time Director.
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 same business and considering his profile, the proposed remuneration is considered reasonable.

S. No.	Particulars	Remarks
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.

III. Other Information:

1. Reasons of loss or inadequate profits

The operations at the Plant were affected due to disconnection of Gas and electricity by GAIL and KESCO respectively and as a result, the Company was able to achieve 84.60% capacity utilization as against 94.78% last year. Also, the energy consumption increased to 7.30 GCal/MT of urea from 7.19 GCal/MT of urea in the previous year. All these factors resulted in loss to the Company.

2. Steps taken or proposed to be taken for improvement

- (i) GAIL disconnected gas supply for almost 45 days from December 18, 2024 till January 31, 2025 due to which loss of production of urea was about 110000 MT. GAIL resorted to unilateral means as they insisted on increase in cash security which was over and above the agreed terms. The Company was also forced to agree to change the commercial terms of the contract with GAIL by increasing its LC amount by Rs. 120 Crores and GAIL reducing its credit period from 90 days to 30 days.
- (ii) KESCO threatened and issued disconnection notices on account of their pending dues of electricity on March 12 and 26, 2025 due to which production was grossly disrupted on both the days. On both these occasions, power disconnection was averted at the 11th hour after the intervention by the Chief Secretary, Govt. of U.P. KESCO payment to the tune of Rs.115 Crores was made in the month of March, 2025 after straining every means and exhausting all its resources.

The energy norms (based upon which subsidy is payable) of 7.443 Gcal/ MT was valid upto March 31, 2025. Energy Norms for Financial Year 2026 were not intimated till March 31, 2025 and applicability of 6.50 Gcal / MT would have meant loss on every ton of Urea produced from April 1, 2025, which the Company was unable to bear. Also, the revision in fixed cost of Rs. 3326/- per ton being paid w.e.f. 2013-14 is not being considered for the last 12 years, thereby crippling its financials fully.

Taking into consideration the aforesaid circumstances, there was no alternative but to suspend the Urea Production w.e.f. April 1, 2025. Under the present sequence of events, as a responsible Corporate, the Company has assessed that the pending subsidy of the Company would be adequate to defray the legal dues of GAIL, KESCO and the employees.

Keeping in view the above situation, a Letter dated March 31, 2025 was sent to Secretary (Fertilizers), Ministry of Chemicals & Fertilizer, Government of India, stating closure of Urea Production at KFCL, which remains unanswered till date. As soon as the Company will receive any positive response on energy norms and fixed cost from the Ministry, operations at the Plant may be resumed.

3. Expected increase in productivity and profits in measurable terms

Increase in productivity and profits can't be assessed till operations at the Plant resume.

Save and except Maj. Gen. Vinod Kumar, SM, VSM (Veteran), 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.

His appointment as a Director, liable to retire by rotation, requires approval of the Members by way of an Ordinary Resolution and appointment and remuneration as a Whole-time Director for a period of three years requires approval of the Members by way of a Special Resolution.

The Board of Directors, accordingly, commends the Ordinary Resolution set out in Item No. 4 and Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6

RATIFICATION OF REMUNERATION OF COST AUDITOR FOR FINANCIAL YEAR 2025-26

The Board of Directors, on the recommendation of the Audit Committee, at its Meeting held on May 12, 2025, has approved the re-appointment and remuneration of M/s Kabra & Associates, Cost Accountants (Firm Registration No. 000075), as Cost Auditor of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending on March 31, 2026. 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 Auditor, 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, 2026, which will be admissible once operations at the Urea Plant of the Company are resumed.

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 Limited**

Sd/-

Ritu Gupta

Company Secretary

Membership No. A20334

Place : New Delhi

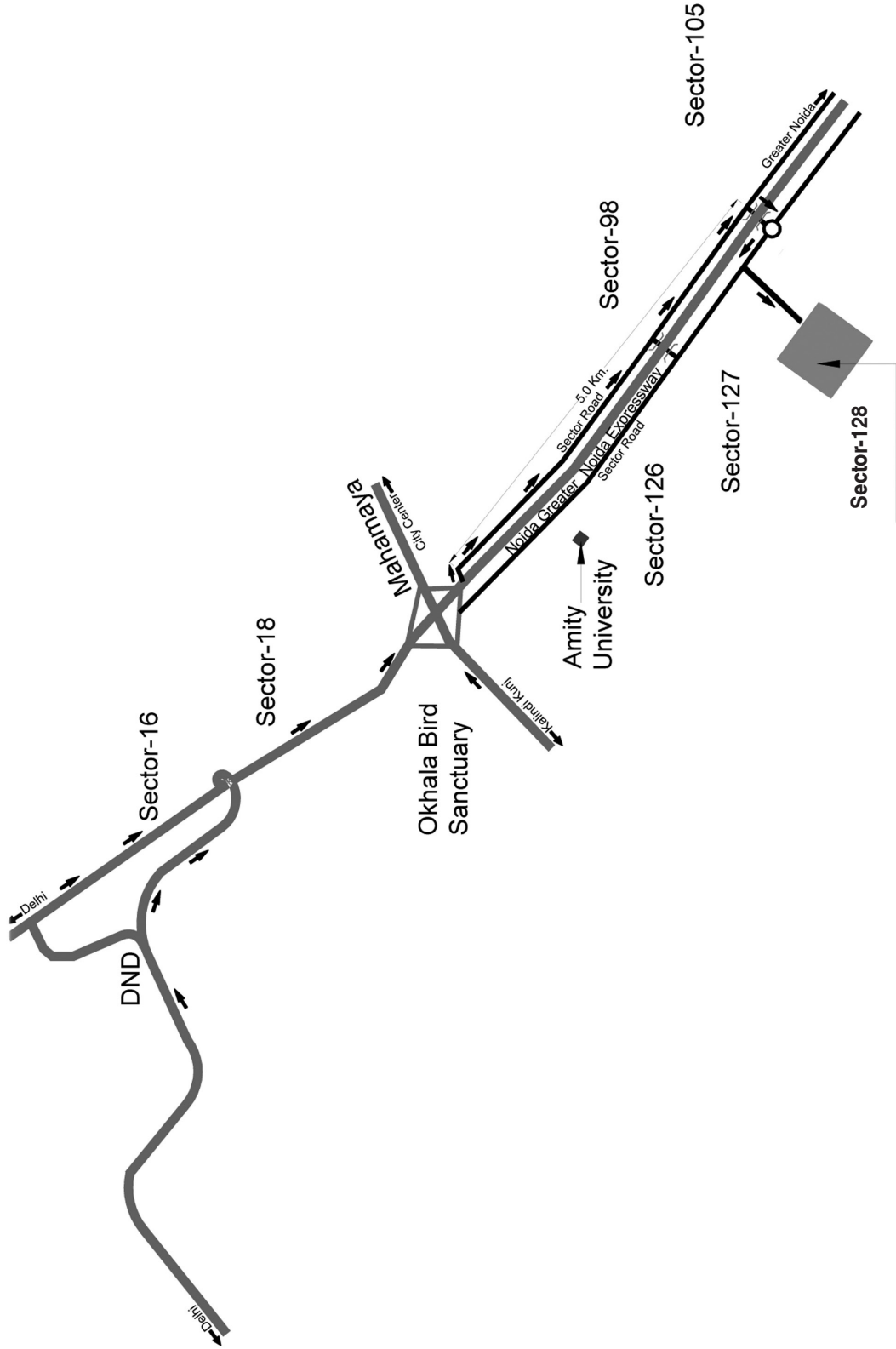
Date : May 12, 2025

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment and re-appointment at the 15th 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 Shyam Datt Nailwal (DIN: 00008529)	Maj. Gen. Vinod Kumar, SM, VSM (Veteran) (DIN: 10519650)
Date of Birth	16.06.1964	03.08.1947	03.07.1959
Qualifications	Bachelor's Degree in Civil Engineering from the Birla Institute of Technology and Science, Pilani.	B.A.(Com.) and F.C.S.	Bachelor's Degree in Science from Jawaharlal Nehru University (JNU) and also holds Master's degree in Science from the University of Madras and M.Phil. from Berhampur University.
Experience	He has vast experience of around 4 decades in various sectors including cement manufacturing & marketing, infrastructure, real estate, fertilizers, power, hospitality, etc. including substantial experience in Corporate and Finance matters being the Executive Chairman of the Flagship Company of the Group.	He has vast experience of around 5 decades in Secretarial, Legal and Corporate Functions, Project Finance, ECB/ FCCB Issues, Merger/ Demerger / Joint Ventures and other Corporate matters.	He served the Indian Army for 37 years and held several prestigious and responsible positions, including General Officer Commanding 41 Sub Area in North East, Deputy Commandant/Chief Instructor at Army Air Defence College, Gopalpur (Odisha) and Commandant at Services Selection Centre (East), Prayagraj. He possesses rich operational experience, having actively participated in Operation Meghdoot (Siachen), Operation Vijay (Kargil) and Operation Rhino (Assam). Post superannuation in July 2017, he joined Chunar Cement Factory in August 2017 and later moved to Kanpur Fertilizers & Chemicals Limited just prior to the national COVID-19 lockdown in March 2020. He has substantial experience in the areas of Logistics, Administration, Training and Human Resource Development.
Date of first appointment on the Board	31.05.2010	22.03.2012	29.07.2024 (As an Additional Director)
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	Re-appointment as a Director, liable to retire by rotation	Re-appointment as a Director, liable to retire by rotation	Appointment as a Whole-time Director for a period of 3 years, liable to retire by rotation, on the terms and conditions and remuneration as mentioned in the explanatory statement.
Shareholding in the Company (either in his name or in the name of any other persons or on beneficial interest basis)	8,000 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
Relationship with other Directors and other Key Managerial Personnel of the Company	N.A.	N.A.	N.A.

Number of Meetings of the Board attended during Financial Year 2024-25	5/5	5/5	4/4
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p>Directorship: Jaiprakash Associates Limited (Under CIRP), Jaiprakash Power Ventures Limited, MP Jaypee Coal Limited, Jaypee Cement Corporation Limited (Under CIRP), Jaypee Infra Ventures Private Limited, Jaypee Jan Sewa Sansthan, Bhilai Jaypee Cement Limited (Under CIRP), Indesign Enterprises Private Limited, JIL Information Technology Limited</p> <p>Memberships in Committees: Jaiprakash Associates Limited (Under CIRP): Chairman of Risk Management Committee. Jaiprakash Power Ventures Limited: Chairman of Risk Management Committee.</p>	<p>Directorship: Jaypee Fertilizers & Industries Limited, Jaypee Uttar Bharat Vikas Private Limited, Jaypee Assam Cement Limited, Jaypee Arunachal Power Limited, Himalyaputra Aviation Limited, Jaypee Cement Hockey (India) Limited.</p>	<p>Directorship: Sonebhadra Minerals Private Limited</p>



Kanpur Fertilizers & Chemicals Limited
Registered office: Sector-128, Noida-201304

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 15th Annual General Meeting of the Company to be held on **Tuesday, July 15, 2025 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	

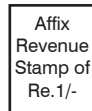
as my/our proxy to attend and vote (on a poll) for me/us, on my/our behalf, at the 15th Annual General Meeting of the Members of the Company, to be held on **Tuesday, July 15, 2025 at 11:30 a.m. at the Registered Office of the Company at Sector-128, Noida- 201304 (U.P.)**, and at any adjournment thereof in respect of the following businesses:

Ordinary Business	
1	To consider and adopt the Audited Financial Statements of the Company (Both Standalone and Consolidated) for the Financial Year ended March 31, 2025 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 Shyam Datt Nailwal (DIN: 00008529), who retires by rotation and being eligible, offers himself for re-appointment.
Special Business	
4	Appointment of Maj. Gen. Vinod Kumar, SM, VSM (Veteran) (DIN: 10519650) as a Director of the Company, liable to retire by rotation.
5	Appointment and remuneration of Maj. Gen. Vinod Kumar, SM, VSM (Veteran) (DIN: 10519650) as a Whole-time Director for a term of three years
6	Ratification of remuneration of M/s. Kabra & Associates, Cost Accountants (Firm Registration No. 000075), Cost Auditor, for Financial Year 2025-26.

Signed this ____ day of _____, 2025

Signature of Member :

Signature of Proxy holder(s) :



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.