

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 16th (Sixteenth) Annual General Meeting ("AGM") of the Members of KANPUR FERTILIZERS & CHEMICALS LIMITED will be held on Monday, June 8, 2026 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, 2026 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Vinod Sharma (DIN: 02072969), 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.
4. To re-appoint M/s Sharma Vats & Associates (Firm Registration No. 031486N), Chartered Accountants, as Statutory Auditor of the Company for a second 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 Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Sharma Vats & Associates (Firm Registration No. 031486N), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years, to hold office from the conclusion of this 16th Annual General Meeting of the Members of the Company till the conclusion of 21st Annual General Meeting of the Members of the Company, on such remuneration as may be mutually agreed upon between the Auditors and the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts,

deeds, matters and things as may be necessary, proper or expedient, for the purpose of giving effect to this Resolution."

**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 5, 2026

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 details of Directors seeking 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 "Annexure" to the Notice.
4. 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.
5. In compliance with the MCA Circulars, Notice of the 16th AGM alongwith Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those

KANPUR FERTILIZERS & CHEMICALS LIMITED

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:

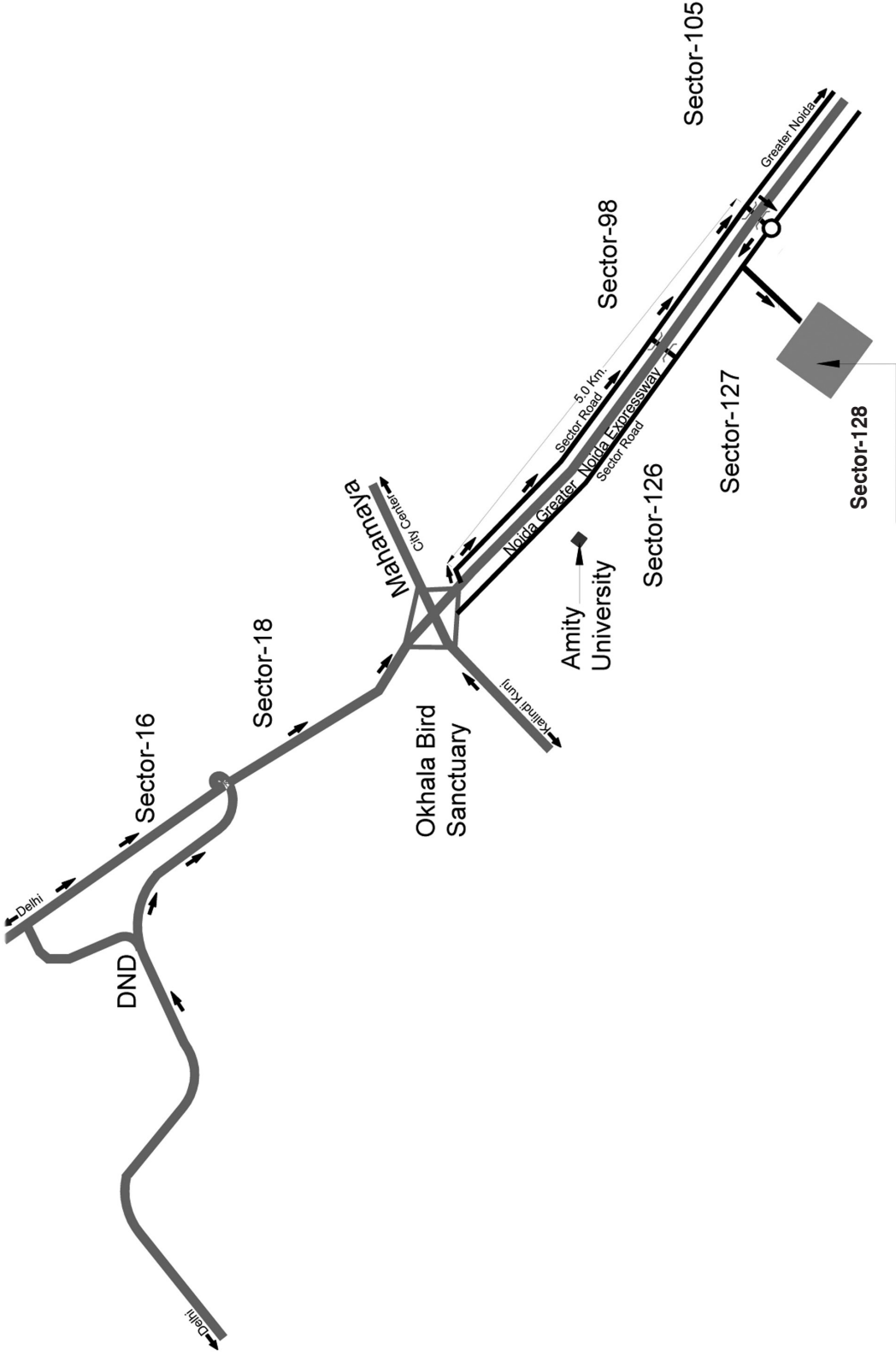
- a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by providing scanned copies of the requisite documents to the Company by sending an e-mail to kfcl.investor@jalindia.co.in; and
 - b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the concerned Depository Participant.
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) 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 the benefits of dematerialization.
 7. The Register of Members and Share Transfer Books will remain closed from **Tuesday, June 2, 2026 to Monday, June 8, 2026 (both days inclusive)** for the purpose of 16th AGM.
 8. 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.
 9. 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.
 10. 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 of the Meeting 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.
 11. 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.
 12. 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.
 13. 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.
 14. The Route Map of the venue of the Meeting is annexed to this Notice.

ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment at the 16th Annual General Meeting, in pursuance of applicable provisions of the Companies Act, 2013 read with SS-2

Name of the Director & DIN	Shri Vinod Sharma (DIN: 02072969)	Shri Ajit Kumar (DIN: 07774104)
Date of Birth	16.07.1956	03.12.1947
Qualifications	B.Sc. and LL.B.	B.Sc. (Hons.) (Physics, Mathematics, Geology) and M.Sc. (Geology)
Experience	Associated with Jaypee Group for more than 4 decades and worked at Cement, Steel and Hydro Power Projects of the Group in various capacities including as Executive President.	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 of managerial and leadership experience.
Date of first appointment on the Board	24.09.2022	29.01.2021
Terms and conditions of 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
Shareholding in the Company (either in his name or in the name of any other persons or on beneficial interest basis)	Nil	Nil
Relationship with other Directors and other Key Managerial Personnel of the Company	N.A.	N.A.
Number of Meetings of the Board attended during Financial Year 2025-26	4/5	5/5
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship: Jaypee Uttar Bharat Vikas Private Limited	Directorship: Jaypee Agra Vikas Limited Yamuna Expressway Tolling Limited Jaiprakash Agri Initiatives Company Limited

Route Map for venue of 16th AGM of the Company



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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 16th Annual General Meeting of the Company to be held on **Monday, June 8, 2026 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

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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

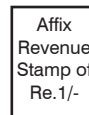
as my/our proxy to attend and vote (on a poll) for me/us, on my/our behalf, at the 16th Annual General Meeting of the Members of the Company, to be held on **Monday, June 8, 2026 at 11:30 a.m. at the Registered Office of the Company at Sector-128, Noida – 201304 (U.P.)**, and at any adjournment thereof 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, 2026 together with the Reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Shri Vinod Sharma (DIN: 02072969), 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.
4	To re-appoint M/s Sharma Vats & Associates (Firm Registration No. 031486N), Chartered Accountants, as Statutory Auditor of the Company for a second term of five consecutive years.

Signed this ____ day of _____, 2026

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.