

**VOTING RESULTS**

The 12<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Friday, 23<sup>rd</sup> September, 2022 at 11:30 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility in line with the circulars issued by the Ministry of Corporate Affairs.

We would like to inform that all the items mentioned in the AGM Notice were transacted and passed by the Members with requisite majority.

We are pleased to submit herewith the following with respect to the AGM of the Company:

- i. Summary of the proceedings of the AGM of the Company - **Annexure A.**
- ii. The results of the voting duly certified by Shri S.D. Nailwal, Chairman of the meeting and Ms. Anjali Yadav, Scrutinizer - **Annexure B.**

For **Kanpur Fertilizers & Chemicals Limited**



**Ritu Gupta**  
Company Secretary



**Date : 23<sup>rd</sup> September, 2022**

**Place: New Delhi**

**ANNEXURE -A**

**Summary of proceedings of the 12<sup>th</sup> Annual General Meeting ("AGM")**

The 12<sup>th</sup> Annual General Meeting ("AGM") of the Members of Kanpur Fertilizers & Chemicals Limited ("the Company") was held on Friday, 23<sup>rd</sup> September, 2022 at 11:30 A.M. through VC/OAVM facility. The Company, while conducting the AGM, adhered to Circulars issued by the Ministry of Corporate Affairs (MCA).

Ms. Ritu Gupta, Company Secretary, welcomed the Members to the 12<sup>th</sup> AGM of the Company and briefed them on certain points relating to the participation and voting at the Meeting through VC/OAVM. The requisite quorum being present, the Chairman called the Meeting in order.

In the absence of Shri Manoj Gaur, Chairman of the Company, Shri S.D. Nailwal, Director of the Company was requested to chair the Meeting. He informed the members that the proceedings of the meeting are being recorded. The Chairman welcomed all the Directors, Auditors, Members and others present at the meeting and introduced the Directors and Auditors to the Members. The Representatives of Company's Statutory Auditors, Internal Auditors and Secretarial Auditors were also present at the Meeting through VC/OAVM.

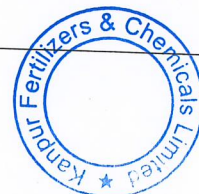
The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. As the meeting was conducted through VC/OAVM, attendance through proxies were not allowed.

The Chairman thereafter delivered his speech.

Since there was no qualification, reservation or adverse remark in the Reports of Statutory Auditors and Secretarial Auditors for the Financial Year 2021-22, as per the requests received from some of the members and with the due permission of Chairman, the Company Secretary read the first and last line of the Independent Auditor's Report for FY 2021-22.

In terms of the Notice dated 27<sup>th</sup> May, 2022 convening the 12<sup>th</sup> AGM of the Company, the following items of businesses were transacted at the Meeting:

<b>S.No.</b>	<b>Description</b>	<b>Resolution Passed</b>
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.	As an Ordinary Resolution

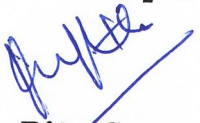




2.	Re-appointment of <b>Shri Manoj Gaur (DIN: 00008480)</b> as Director, who retired by rotation and being eligible, offered himself for re-appointment.	As an Ordinary Resolution
3.	Re-appointment of <b>Shri Anil Mohan (DIN:08733802)</b> as Director, who retired by rotation and being eligible, offered himself for re-appointment.	As an Ordinary Resolution
4.	Ratification of Remuneration of <b>M/s. Kabra &amp; Associates, Cost Accountants (Firm Registration No. 000075)</b> , Cost Auditors for the Financial Year 2022-23.	As an Ordinary Resolution
5.	Approval/Ratification for payment of Remuneration to <b>Shri Gaurav Jain (DIN:01102024)</b> , the then Whole-time Director, for the period from April 1, 2019 to May 27, 2020.	As a Special Resolution
6.	Approval/Ratification for payment of Remuneration to <b>Shri Ashok Kumar Jain (DIN:01731920)</b> , the then Whole-time Director designated as 'Vice Chairman & CEO', for the period from April 1, 2019 to June 13, 2020.	As a Special Resolution
7.	Approval for payment of Remuneration to <b>Shri Alok Gaur (DIN:00112520)</b> , Whole-Time-Director designated as 'Joint Managing Director & CEO'.	As a Special Resolution
8.	Re-appointment of <b>Shri Krishnaswamy Venkatraman Rajendran (DIN: 02468551)</b> as an Independent Director for second term of five years.	As a Special Resolution

The Chairman declared all Resolutions as passed with requisite majority. He thanked all the Members, Directors and Auditors for attending and participating in the Meeting.

For **Kanpur Fertilizers & Chemicals Limited**



**Ritu Gupta**  
Company Secretary



**Date : 23<sup>rd</sup> September, 2022**

**Place: New Delhi**

**ANNEXURE -B**

<b>Date of Annual General Meeting</b>	<b>23rd September, 2022</b>
<b>Total number of shareholders as on cut-off date (16<sup>th</sup>September, 2022)</b>	<b>637 shareholders holding 100%</b>

**VOTING RESULTS**

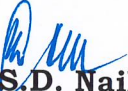
<b>S.No.</b>	<b>Description</b>	<b>Outcome</b>
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.	Resolution was passed as an Ordinary Resolution
2.	Re-appointment of <b>Shri Manoj Gaur (DIN: 00008480)</b> as Director, who retired by rotation and being eligible, offered himself for re-appointment.	Resolution was passed as an Ordinary Resolution
3.	Re-appointment of <b>Shri Anil Mohan (DIN:08733802)</b> as Director, who retired by rotation and being eligible, offered himself for re-appointment.	Resolution was passed as an Ordinary Resolution
4.	Ratification of Remuneration of <b>M/s. Kabra &amp; Associates, Cost Accountants (Firm Registration No. 000075)</b> , Cost Auditors for the Financial Year 2022-23.	Resolution was passed as an Ordinary Resolution
5.	Approval/Ratification for payment of Remuneration to <b>Shri Gaurav Jain (DIN:01102024)</b> , the then Whole-time Director, for the period from April 1, 2019 to May 27, 2020.	Resolution was passed as a Special Resolution
6.	Approval/Ratification for payment of Remuneration to <b>Shri Ashok Kumar Jain (DIN:01731920)</b> , the then Whole-time Director designated as 'Vice Chairman & CEO', for the period from April 1, 2019 to June 13, 2020.	Resolution was passed as a Special Resolution



7.	Approval for payment of Remuneration to <b>Shri Alok Gaur (DIN:00112520)</b> , Whole-Time-Director designated as 'Joint Managing Director & CEO'.	Resolution was passed as a Special Resolution
8.	Re-appointment of <b>Shri Krishnaswamy Venkatraman Rajendran (DIN: 02468551)</b> as an Independent Director for second term of five years.	Resolution was passed as a Special Resolution

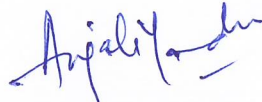
For **Kanpur Fertilizers & Chemicals Limited**

For **M/s. Anjali Yadav & Associates**

  
**Shri S.D. Nailwal,**  
**Chairman of the Meeting**  
**DIN: 00008529**

**Date: 23<sup>rd</sup> September, 2022**  
**Place: New Delhi**





**CS Anjali Yadav**  
**(Scrutinizer)**

**C.P. No. 7257**

**Membership No. FCS 6628**

**PR. 629/2019**

**UDIN: F006628D001029309**

