

NOTICE

Notice is hereby given that an **Extra-Ordinary General Meeting ("EGM")** of the Members of **KANPUR FERTILIZERS & CHEMICALS LIMITED ("the Company")** will be held on **Monday, September 11, 2023 at 3:30 p.m.** at **64/4, Site IV, Industrial Area, Sahibabad - 201010, Ghaziabad (U.P.)**, to transact the following business:-

SPECIAL BUSINESS:

1. APPROVAL FOR CONTRIBUTION TOWARDS BONAFIDE CHARITABLE AND OTHER FUNDS

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 181 and other applicable provisions 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, consent of the Members of the Company be and is hereby accorded to contribute an amount of upto Rs. 30 Crores during Financial Year 2023-24, exceeding five percent of average net profits of the Company for the three immediately preceding financial years, to Bonafide Charitable and other Funds including donations to trusts, educational institutions and societies etc., from time to time, in one or more tranches.

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."

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

**Sd/-
Ritu Gupta
Company Secretary
Membership No. A20334**

**Place: New Delhi
Date : July 29, 2023**



Regd. Office : Sector-128, Noida-201 304, Uttar Pradesh (India)
Phone : + 91 (120) 4609000, 2470800
Factory : "CEE Kay Estate", Udyog Vihar, Panki Industrial Area,
Kanpur-208022 (U.P.) Phone : +91 (0512) 6712231, 6712226
CIN : U24233UP2010PLC040828 Website : www.kfclkanpur.com
E-mail : kfcl.investor@jalindia.co.in



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 resolution 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. 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 EGM at kfcl.investor@jalindia.co.in, atleast 2 days before the date of EGM.
5. All documents referred to in the Notice will be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, during business hours, up to the date of this Meeting.
6. In compliance with the MCA Circulars, Notice of the EGM 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 EGM 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) 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. 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.
9. 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.
10. 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.
11. 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.
12. 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 No. 1 of the accompanying Notice:

ITEM NO. 1

APPROVAL FOR CONTRIBUTION TOWARDS BONAFIDE CHARITABLE AND OTHER FUNDS

As part of contribution for development of society and to promote education, research & development and other social causes, it is proposed to contribute to Bonafide Charitable and other Funds including donations to trusts, educational institutions, societies etc., from time to time, in one or more tranches.

As per the provisions of Section 181 of the Companies Act, 2013, in order to contribute an amount exceeding five percent of average net profits of the Company for the three immediately preceding financial years, the Board will have to obtain the prior permission of Members of the Company in the General Meeting.

Accordingly, consent of the Members is being sought for making contribution of an amount of upto Rs. 30 Crores during Financial Year 2023-24 towards bonafide charitable and other funds.

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. 1 of the Notice for approval of the Members.

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

**Sd/-
Ritu Gupta
Company Secretary
Membership No. A20334**

**Place: New Delhi
Date : July 29, 2023**



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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 Extra-ordinary General Meeting of the Company to be held on **Monday, September 11, 2023** at **3:30 p.m.** at **64/4, Site IV, Industrial Area, Sahibabad - 201010, Ghaziabad (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) of _____ 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 and on my/our behalf at the Extra-ordinary General Meeting of the Members of the Company, to be held on **Monday, September 11, 2023 at 3:30 p.m.** at **64/4, Site IV, Industrial Area, Sahibabad - 201010, Ghaziabad (U.P.)**, and at any adjournment thereof in respect of special business relating to approval for contribution towards Bonafide Charitable and other Funds

Signed this ____ day of _____, 2023

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.

Route Map for venue of Extra-Ordinary General Meeting of the Members of the Company to be held on Monday, September 11, 2023 at 3:30p.m. at 64/4, Site IV, Industrial Area, Sahibabad - 201010, Ghaziabad (U.P.)

