

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 **Saturday, March 2, 2024 at 3:30 p.m.** at **64/4, Site IV, Industrial Area, Sahibabad - 201010, Ghaziabad (U.P.)**, to transact the following businesses:-

SPECIAL BUSINESS:

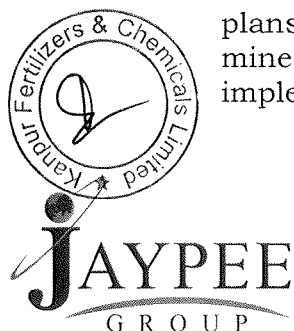
ITEM NO. 1

ALTERATION IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of jurisdictional Registrar of Companies, consent of the Members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by way of addition of following sub-clauses (13) to (17) after sub clause (12) of Clause III (A) of the Memorandum of Association of the Company:

- (13) To set up, purchase, lease, acquire, buy, establish, maintain, operate, run, manage or administer hospitals, nursing homes, nursing and medical college, medicare, healthcare, diagnostic, health aids and research centres.
- (14) To set up and undertake designing, manufacture, fabrication, assembly, packaging, marketing, buy, sell, trade, produce, acquire, import, export, distribute, maintain, repair, refurbish and deal in Semiconductor Chips.
- (15) To carry out the business of manufacturing, trading, import, export, installation and operation of solar systems for energy generation; transmission, distribution and sale of Solar energy; setting up of green field solar plants of various sizes, envisaging, identifying and acquiring and selling suitable land, developing the site for Solar Park, to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing, designing, engineering and maintaining the solar energy plants, accessories, components and spare parts thereof.
- (16) To undertake prospective work of mining of coal/lignite/coke and select suitable coal/lignite/coke blocks/sub blocks for grant of prospective license and mining lease, development of coal/ lignite/coke block(s) including drilling, feasibility studies and assessment of mine blocks, mining, survey and preparation of mine plans, to own mines/washeries, to raise stock and despatch coal/lignite/coke, to mine coal/lignite/coke either in open cast process or underground process and to implement, operate, produce, handle including screening and sizing, transporting



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and supplying coal/lignite/coke from the mine(s) and to install and operate coal beneficiation plant(s) at suitable places and to undertake all other acts related to the activity as such.

- (17) To purchase, hold, take on lease or on royalty basis or otherwise acquire mines, mining lease, mining licenses, mining rights, mining claims and metalliferous lands or any interest therein and to explore, prospect, search, work, exercise, develop, cut, treat, line, beneficiate and to turn to account, ores, all sorts of major and minor minerals, working deposits of all kinds of minerals and sub-soil minerals viz. coal, lignite, iron ore, bauxite, manganese, silica, copper, tin, felspar, dolomite, nickel, sulphur, gold, silver, diamond, chromium, rock, phosphates, phosphorite, potash, glauconite, manganese, quartz, mercury, kyanite, fire clay, calcium, beryllium, zinc, lead, asbestos, mica, platinum, sapphire, ruby, topaz, garnet, emerald and to crush, win, set, quarry, smelt, calcine, refine, dress, preserve, amalgamate, manufacture, manage, manipulate and prepare for market, import, export, buy, sell, store, process, supply, trade in and otherwise deal in ore, metal and mineral substances of all kind and to carry on metallurgical operations in all its branches and to import, export, purchase, sell, repair, assemble, supervise, install, or otherwise deal in all types of mining machines, tools and implements, smelters, crushing machines, furnaces and other items of equipment.

RESOLVED FURTHER THAT the Memorandum of Association incorporating the aforesaid alteration be and is hereby approved.

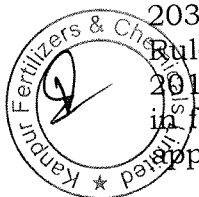
RESOLVED FURTHER THAT the Board of Directors of the Company, any Director and the Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

ITEM NO. 2

RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI ALOK GAUR (DIN: 00112520) AS WHOLE-TIME DIRECTOR (DESIGNATED AS 'JOINT MANAGING DIRECTOR & CEO')

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 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), approval of the Members of the Company be and is hereby accorded for the re-appointment of **Shri Alok Gaur (DIN: 00112520)** as Whole-time Director (designated as



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Joint Managing Director & CEO) of the Company for a further period of three years w.e.f. February 1, 2024 to January 31, 2027, on such terms and conditions including remuneration, as detailed in the Explanatory Statement attached hereto, based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Alok Gaur, 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 the said re-appointment including remuneration in such manner, 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 Shri Alok Gaur 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 for the purpose of giving effect to the foregoing resolutions, 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 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."



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

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

**Place: Sahibabad
Date : January 23, 2024**



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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 of the accompanying Notice is annexed hereto. Being considered unavoidable by the Board of Directors, Special businesses 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) viz. i.e. Alankit Assignments Limited and always quote their folio number in all correspondence with the Company and RTA. Members holding

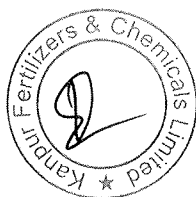


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shares in demat form are requested to notify the change in address or bank details to their respective Depository Participants. Members who are still holding shares in physical form are advised to get their shareholding dematerialized for effecting 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.
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 Businesses mentioned under Item Nos. 1 and 2 of the accompanying Notice:

ITEM NO. 1

ALTERATION IN THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

In order to harness/leverage the opportunities available in the country as part of the national thrust to reach a 5 trillion dollar economy in the coming 5-6 years, the Company plans to enable itself for the following business activities:-

- (1) To set up, purchase, lease, acquire, buy, establish, maintain, operate, run, manage or administer hospitals, nursing homes, nursing and medical college, medicare, healthcare, diagnostic, health aids and research centres.
- (2) To set up and undertake designing, manufacture, fabrication, assembly, packaging, marketing, buy, sell, trade, produce, acquire, import, export, distribute, maintain, repair, refurbish and deal in Semiconductor Chips.
- (3) To carry out the business of manufacturing, trading, import, export, installation and operation of solar systems for energy generation; transmission, distribution and sale of Solar energy; setting up of green field solar plants of various sizes, envisaging, identifying and acquiring and selling suitable land, developing the site for Solar Park, to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing, designing, engineering and maintaining the solar energy plants, accessories, components and spare parts thereof.
- (4) To undertake prospective work of mining of coal/lignite/coke and select suitable coal/lignite/coke blocks/sub blocks for grant of prospective license and mining lease, development of coal/ lignite/coke block(s) including drilling, feasibility studies and assessment of mine blocks, mining, survey and preparation of mine plans, to own mines/washeries, to raise stock and despatch coal/lignite/coke, to mine coal/lignite/coke either in open cast process or underground process and to implement, operate, produce, handle including screening and sizing, transporting and supplying coal/lignite/coke from the mine(s) and to install and operate coal beneficiation plant(s) at suitable places and to undertake all other acts related to the activity as such.
- (5) To purchase, hold, take on lease or on royalty basis or otherwise acquire mines, mining lease, mining licenses, mining rights, mining claims and metalliferous lands or any interest therein and to explore, prospect, search, work, exercise, develop, cut, treat, line, beneficiate and to turn to account, ores, all sorts of major and minor minerals, working deposits of all kinds of minerals and sub-soil minerals viz. coal, lignite, iron ore, bauxite, manganese, silica, copper, tin, feldspar, dolomite, nickel, sulphur, gold, silver, diamond, chromium, rock, phosphates,



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GROUP

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phosphorite, potash, glauconite, manganese, quartz, mercury, kyanite, fire clay, calcium, beryllium, zinc, lead, asbestos, mica, platinum, sapphire, ruby, topaz, garnet, emerald and to crush, win, set, quarry, smelt, calcine, refine, dress, preserve, amalgamate, manufacture, manage, manipulate and prepare for market, import, export, buy, sell, store, process, supply, trade in and otherwise deal in ore, metal and mineral substances of all kind and to carry on metallurgical operations in all its branches and to import, export, purchase, sell, repair, assemble, supervise, install, or otherwise deal in all types of mining machines, tools and implements, smelters, crushing machines, furnaces and other items of equipment.

In order to undertake the aforesaid activities, subject to such approvals as may be required, the Company needs to alter its Objects Clause of the Memorandum of Association of the Company and accordingly, approval of the Members is being sought for inserting sub-clauses (13) to (17) in Clause IIIA of the Memorandum of Association of the Company.

The Board at its Meeting held on January 23, 2024 has approved and recommended the alteration of Memorandum of Association by way of insertion of the Clauses relating to new business activities proposed to be undertaken by the Company in the Object Clause.

Approval of Members is being sought for the aforesaid alteration of Memorandum of Association. A copy of altered Memorandum of Association of the Company would also be made available for inspection by the Members at the Registered Office of the Company on all working days, during business hours, up to the date of this Meeting and also during this Meeting.

The Board of Directors, accordingly, commends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

ITEM NO. 2

RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI ALOK GAUR AS WHOLE-TIME DIRECTOR (DESIGNATED AS 'JOINT MANAGING DIRECTOR & CEO')

Keeping in view the rich and varied experience of Shri Alok Gaur and his involvement in the day-to-day affairs of the Company and in accordance with the Nomination and Remuneration Policy of the Company, 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 in its Meeting held on January 23, 2024 has re-appointed Shri Alok Gaur (DIN: 00112520) as Whole-time Director (designated as Joint Managing Director & CEO) w.e.f. February 1, 2024 for a further period of 3 years i.e. upto January 31, 2027, on the following terms and conditions including remuneration:

I. Salary

Rs. 8,35,000/- (Rupees Eight Lakhs Thirty Five Thousand Only) per month in the following pay scale:

8,35,000-83,500-12,52,500-1,25,250-18,78,750
[With annual increment on 1st February, every year]



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II. Perquisites and other benefits:

Besides the above salary, Shri Alok Gaur, Whole-time Director shall be entitled to the perquisites which may include accommodation / HRA, Reimbursement of expenses for Gas, Electricity, Water and Furnishings, Medical Reimbursements, Leave Travel Concession (LTC), Insurance Premium, Car, Telephone/Mobile, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, 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:

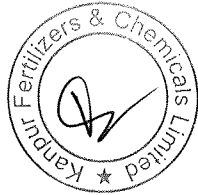
- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable at the end of the tenure at a rate not exceeding half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of the tenure as per rules/ policy of the Company.

In the event of absence or inadequacy of profits in any financial year during the tenure of Shri Alok Gaur, the aforesaid remuneration would be paid as the minimum remuneration.

The details of Shri Alok Gaur who is seeking re-appointment at this Extra-Ordinary General Meeting pursuant to the provisions of the Companies Act, 2013 read with Secretarial Standard 2 are annexed hereto.

Save and except, Shri Alok Gaur, who is interested in the resolution relating to his re-appointment and remuneration, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in anyway, financially or otherwise, concerned or interested in this Resolution.

The Board of Directors accordingly commends the Ordinary Resolution set out at Item No. 2 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: Sahibabad
Date : January 23, 2024**



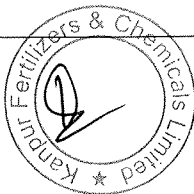
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ANNEXURE TO THE NOTICE

Details of Director seeking re-appointment at the Extra-Ordinary General Meeting in pursuance of provisions of the Companies Act, 2013 read with SS-2

Name of the Director & DIN	Shri Alok Gaur (DIN: 00112520)
Date of Birth	22.10.1962
Qualifications	B.E. (Electricals) from IIT, Roorkee
Experience	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	29.01.2021 as Director of the Company
Terms and conditions of appointment or re-appointment	Re-appointment as a Whole-time Director designated as Joint Managing Director & CEO, on terms and conditions including Remuneration as mentioned in Explanatory Statement attached to this Notice.
Details of remuneration sought to be paid	As mentioned in Explanatory Statement attached to this Notice.
Remuneration last drawn	Basic salary of Rs. 7,59,375/- p.m. plus perquisites, as approved by the Members.
Shareholding in the Company (either in his name or in the name of any other persons or on beneficial interest basis)	NIL
Relationship with other Directors and other Key Managerial Personnel of the Company	N.A.
Number of Meetings of the Board attended during the current Financial Year 2023-24	6/6

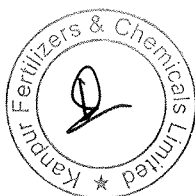


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KANPUR FERTILIZERS & CHEMICALS LIMITED

<p>Other Directorships, Membership/Chairmanship Committees of other Boards</p>	<p>Directorship:</p> <p>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:</p> <p>Chairman of Audit, NRC and Finance Committee and Member of CSR Committee in Jaypee Cement Corporation Ltd.</p> <p>Member of NRC and Finance Committee in JIL Information Technology Ltd.</p> <p>Chairman of Audit Committee and Allotment and Share Transfer Committee and Member of Finance Committee in Bhilai Jaypee Cement Ltd.</p> <p>Chairman of CSR Committee in Mahabhadra Constructions Ltd.</p>
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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 Extra-ordinary General Meeting of the Company to be held on **Saturday, March 2, 2024** at **3:30 p.m.** at **64/4, Site IV, Industrial Area, Sahibabad - 201010, Ghaziabad (U.P.)**.

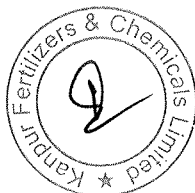
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MEMBER

☐

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 Extraordinary General Meeting of the Members of the Company, to be held on **Saturday, March 2, 2024 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 businesses relating to alteration in Object Clause of the Memorandum of Association of the Company and re-appointment and payment of remuneration to Shri Alok Gaur as Whole-Time Director (designated as 'Joint Managing Director & CEO') of the Company.

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.

Route Map for venue of Extra-Ordinary General Meeting of the Members of the Company to be held on Saturday, March 2, 2024 at 3:30 p.m. at 64/4, Site IV, Industrial Area, Sahibabad - 201010, Ghaziabad (U.P.)

