



NOTICE IS HEREBY GIVEN THAT THE (02/2024-25) EXTRA ORDINARY GENERAL MEETING OF KHAITAN CHEMICALS AND FERTILIZERS LIMITED WILL BE HELD ON THURSDAY 27TH MARCH, 2025 AT 12:00 NOON THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

- 1. To re-appoint Mr. Shailesh Khaitan (DIN: 00041247) as a Chairman & Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 117, 190, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Shailesh Khaitan (DIN: 00041247) as the Chairman and Managing Director (Key Managerial Personnel) of the Company, for a period of Three (3) years effective from April 1, 2025 to March 31, 2028 as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors in their meeting held on January 16, 2025, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be agreed by Mr. Shailesh Khaitan, subject to the applicable provisions of the Companies Act, 2013 or any statutory modifications or reenactment thereof and not liable to be retire by rotation and to continue his term on attaining the age of 70 years on December 26, 2025, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the re-appointment and/or remuneration, if any, based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force);

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."



2. To appoint Mr. Praveen Uniyal (DIN: 08714038) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 152, 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association, Mr. Praveen Uniyal (DIN: 08714038) who was appointed as an Additional Director in capacity of Whole time Director w.e.f. January 16, 2025, on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, to hold office upto the conclusion of next General Meeting, approval of the Members be and is hereby accorded for appointment of Mr. Praveen Uniyal (DIN: 08714038) as a Director of the Company, and has submitted a declaration that he meets the criteria for appointed as such and is being eligible for appointment under the provisions of the Act, the Rules made thereunder & the Listing Regulations, and liable to be retire by rotation on such remuneration as may be recommended by the Board of Directors from time to time which shall be within the maximum limits as approved by the shareholders of the Company.;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration, if any, based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force);

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

3. To appoint Mr. Praveen Uniyal (DIN: 08714038) as Whole Time Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 117, 190, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force) subject to approval of members of the Company, Mr. Praveen Uniyal (DIN: 08714038), be and is hereby appointed as an Whole Time Director of the Company, for a period of Three (3) years starting from January 16, 2025 to January 15, 2028 on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration



Khaitan CHEMICALS AND FERTILIZERS LIMITED

CIN : L24219MP1982PLC004937

The B Zone, 7th Floor, Pipliya Kumar, Nipania Main Road, Indore - 453771 (M.P.)

Phone : 0731-4753666, E-mail : secretarial@kcfl.in, Website : www.kcfl.co.in

as it may deem fit and as may be agreed by Mr. Praveen Uniyal, subject to the applicable provisions of the Companies Act, 2013 or any statutory modifications or reenactment thereof and liable to be retire by rotation ;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration, if any, based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force);

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**By order of the Board
For Khaitan Chemicals and Fertilizers Limited**

S/d
Sejal Maheshwari
Company Secretary & Compliance Officer
Membership No-A64027

**Place: Indore
Date: March 4th, 2025**



NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. In view of the Circular dated September 19th, 2024, September 25, 2023, read with Circulars dated December 28, 2022 and vide its General Circular No. 3/2022 dated 5th May 2022, read with General Circular NO. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021 and General Circular No. 20/2021 dated 8th December 2021 and General Circular No. 11/2022 dated 28th December 2022 (collectively referred to as 'MCA Circulars'), the Company is being permitted for convening the Extraordinary General Meeting ("EGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Circular dated 3rd October, 2024, the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
3. In Compliance with the directions issued by Ministry of Corporate Affairs ("MCA") and The Securities and Exchange Board of India (SEBI) the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the EGM will also be available on the Company's website www.kcfl.co.in, website of the stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and also on the website of CDSL (agency for providing the Remote e-Voting facility) www.cdslindia.com.
4. The EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, Corporate Members intending to authorize their representatives to attend & vote at the EGM through VC/OAVM facility on its behalf are requested to send duly certified copy of the relevant Board Resolution on Company's email Id at secretarial@kcfl.in.
5. Pursuant to MCA Circular the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.



6. The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013, (the Act), Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the EGM will be provided by CDSL.
9. Members who are holding shares in identical names in more than one folios, are requested to write to the Company/Ankit Consultancy Pvt. Ltd., the Registrar and Share Transfer Agent, to consolidate their holding in one folio.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4.
11. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members may register their nomination by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at investor@ankitonline.com in case the shares are held in physical form, quoting their folio number.



12. The Company has transferred all unpaid/unclaimed equity dividends up to the financial year 2016-2017 to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of Companies Act, 2013.
13. Members are advised to claim their unpaid dividend for the year 2017-18 to 2022-23 (Final & Interim Dividend) if any, Attention of the members of the Company are drawn towards the provisions of section 124(6) which provides that all the shares in respect of which unpaid or unclaimed dividend has been transferred u/s 124(5) shall also be transferred by the company in the name of IEPF. Therefore, in the interest of the members it is advised to take appropriate action to encash the unpaid dividend and update their bank particulars through the respective DPs.

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125. The details of unclaimed/unpaid dividend are also available on the website of the Company viz. www.kcfl.co.in

14. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least seven days before the date of the meeting so that the required information can be made available at the meeting.
15. Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued in respect of the Directors seeking appointment/re-appointment at the Extra Ordinary General Meeting is annexed herewith to Notice as **Annexure- I**. The Directors have furnished the requisite declarations for their appointment/re-appointment.
16. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's office at The B Zone, 7th Floor, Pipliya Kumar, Nipania Main Road Indore- 453771 (M.P.) on all working days (except Saturday, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Extra Ordinary General Meeting ("EGM") and also at the EGM.
17. The Board of Directors has appointed CS Ritesh Gupta, Company Secretary in Whole Time Practice (ICSI Membership No. FCS-5200 CP No. 3764) as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
18. The Results shall be declared on or after the EGM of the Company. The declared Results along with the Scrutinizer's Report shall be placed on the Company's website at www.kcfl.co.in within Two (2) working days of passing of the resolutions at the EGM of the Company and communicated to The BSE Limited and National Stock Exchange of India Limited.



19. Pursuant to the provisions of Section 113 of the Companies Act Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on cs@kcfl.in with a copy marked to secretarial@kcfl.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

20. The details of the process and manner for remote e-voting are explained herein below.

The instructions of Shareholders for E-Voting and joining Virtual Meetings are as under:

Step1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- 1) The voting period begins on Monday 24th March, 2025 (09:00 AM) and ends on Wednesday 26th March, 2025 (05:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 20th March, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation by the Public Non-Institutional Shareholder's/Retail Shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the Demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.**



Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

1) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat Accounts in order to access E-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see E-Voting page of the E-Voting service provider for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Additionally, there is also links provided to access the system of all E-Voting Service Providers, so that the user can visit the E-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access E-Voting page by providing</p>



	<p>Demat Account Number and PAN No. from a E-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>After successful authentication, user will be able to see the E-Voting option where the E-voting is in progress and also able to directly access the system of all E-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile.</p> <p>Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</p> <p>After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>After successful authentication, you will be redirected to NSDL Depository</p>



	site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

IMPORTANT NOTE: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



2) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or Contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

- 3) After entering these details appropriately, click on “**SUBMIT**” tab.



- 4) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 5) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 6) Click on the EVSN for the relevant Company **Khaitan Chemicals & Fertilizers Limited** on which you choose to vote.
- 7) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 8) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- 9) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- 10) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- 11) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the Voting page.
- 12) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 13) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 14) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "**Corporates**" module.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@kcfl.in & csriteshguptakcfl@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for shareholders attending the EGM through VC/OAVM & E-Voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their question in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (secretarial@kcfl.in). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (secretarial@kcfl.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
10. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
11. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those shareholders whose E-mail/Mobile no. are not registered with the Company/ Depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA Email Id**.
2. For Demat shareholders- Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.



Khaitan CHEMICALS AND FERTILIZERS LIMITED

CIN : L24219MP1982PLC004937

The B Zone, 7th Floor, Pipliya Kumar, Nipania Main Road, Indore - 453771 (M.P.)

Phone : 0731-4753666, E-mail : secretarial@kcfl.in, Website : www.kcfl.co.in

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

By order of the Board

For Khaitan Chemicals and Fertilizers Limited

S/d

Sejal Maheshwari

Company Secretary & Compliance Officer

Place: Indore

Date: March 4th,2025



Explanatory statement pursuant to section 102 of the Companies act, 2013, in respect of the Special Business:

Item No. 1: Re-appointment of Mr. Shailesh Khaitan (DIN: 00041247) as a Chairman & Managing Director

The Board of Director of the Company at its meeting held on 16.01.2025 and on the recommendation of the Nomination and Remuneration Committee in its meeting held on 16.01.2025, have approved the re-appointed Mr. Shailesh Khaitan as Chairman and Managing Director (KMP) of the Company subject to the approval of members of the Company in Extra-Ordinary General Meeting to be held on 27th March, 2025 as a Special Resolution for a period of three years from April 1, 2025 to March 31, 2028 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies Act, 2013 and rules made thereunder.

The present term of appointment of Mr. Shailesh Khaitan is expiring on 31.03.2025 and it would be appropriate to re-appoint him for a further period of Three (3) years commencing from April 1, 2025 to March 31, 2028.

Breif profile-Mr. Shailesh Khaitan is a Promoter Director and is associated as Managing Director of the Company since September 1, 1984. He holds an Honours degree in B.Com & is on the Board of Directors of the Fertilizer Association of India (FAI). He is also the Chairman of the 'SSP Advisory Committee' of the FAI. The Company has performed very well under his able leadership.

The Company has received from Mr. Shailesh Khaitan a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of a director by virtue of any order passed by the Securities and Exchange Board of India or any such other regulatory authority. His name does not appear in the list of willful defaulters issued by the Reserve Bank of India

As per regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), the appointment/re- appointment of any person on the Board of directors is required to be approved by the shareholders earlier of the next general meeting or three months. Accordingly, the Board of Directors of the Company requests approval of the shareholders by way of Special Resolution for appointment of Mr. Shailesh Khaitan as Non-Executive Director of the Company whose period of office shall not be liable to retire by rotation.

Pursuant to Section 196(3)(a) of the Companies Act, 2013, "No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who – is below the age of twenty-one years or has attained the age of seventy years: Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;"



Mr. Shailesh Khaitan will attain the age of 70 years on 26th December, 2025. The Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of his term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board is of the view that the continued association of Mr. Shailesh Khaitan would benefit the Company, given the knowledge, experience and performance of Mr. Shailesh Khaitan, and contribution to Board processes by him. In the opinion of the Board, Mr. Shailesh Khaitan fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as a Managing Director.

The members are informed that Mr. Shailesh Khaitan would attend the age of 70 years during his tenure of appointment and as per the provision of Section 196(3) of the Companies Act, 2013 read with conditions specified in Part 1 of Schedule V to the said section, the appointment of whole time director shall be made by way of a special resolution. Although not required now as Mr. Shailesh Khaitan has not attended the age of 70 years at the time of appointment but will attain the same on December 26, 2025. So to comply with the relevant provisions of the Act, and with his vast experience in the interest of the company, his appointment as Executive Director is sought by Special Resolution.

The Board therefore recommends the Special Resolutions for your approval of Mr. Shailesh Khaitan is a prominent and successful Industrialist with a wide and varied experience in the management of business and industry. Accordingly, looking at his expertise and long experience of business and corporate management, the Board of Directors recommends the Special resolution set out at Item No.1 of the accompanying Notice for the approval of the Members.

Accordingly, approval of the members is sought for passing the special resolution set out at Item No. 1 in terms of Section 196(3) read with Part I of Schedule V of the Act.

The Board considers the continuation of Mr. Shailesh Khaitan to be beneficial to the interests of the Company, considering his long experience and the services being rendered by him and commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

The information in respect of terms of remuneration & perquisites is given below:

Remuneration, benefits and perquisites:

Salary: Rs. 25,00,000/- (Rupees Twenty-Five Lacs) per month, with an annual increment of Rs. 2,00,000/- (Rupees Two Lac) per month. Salary will be subject to the deduction of Income tax at the applicable rates, under the Income Tax Act, 1961.

Commission: 1% on the net profit of the Company, computed in manner laid down under the Companies Act, 2013 subject to the maximum 100% of the salary.



Allowances & Perquisites:

Housing: Expenditure incurred by the Company on hiring accommodation for the Chairman and Managing Director will be subject to 60% of the salary.

If the Company does not provide accommodation to the Chairman and Managing Director, house rent allowance will be paid by the Company to the Chairman and Managing Director subject to the ceiling mentioned hereinabove.

If accommodation in the Company's owned house is provided, the Chairman and Managing Director shall pay to the Company by way of rent i.e. 10% of the salary.

The expenditure incurred by the Company on gas, electricity, water and furnishings provided to him will be valued as per Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.

Medical Allowance: Medical Allowance- equivalent to one month 'salary in a year.

Leave and Leave Travel Allowances: Leave Travel Allowance- equivalent to one month 'salary in a year. Earned privilege leaves on full pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall not be allowed to be encashed.

Club Fees: He shall be entitled to the reimbursement of fees of any two clubs in India. This will not include admission and life membership fee.

Personal Accident Insurance: The Company shall pay an annual premium of a sum not exceeding Rs. 1,00,000/- towards personal accident insurance policy of Mr. Shailesh Khaitan.

Car & Telephone: Free use of the Company's car and Telephone for the Company's business.

Limits on Remuneration: The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

Minimum Remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Shailesh Khaitan shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

Sitting Fees: He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company



Mr. Shailesh Khaitan is not liable to retire by rotation during his tenure as the Chairman & Managing Director.

There shall be relations with Mr. Shailesh Khaitan and the Company as an employee and employer for all the purposes.

Mr. Shailesh Khaitan is father of Mr. Utsav Khaitan, Joint Managing Director of the Company. Hence, he is covered under the provisions of Section 188 of the Companies Act, 2013 and rules made there under. Except Mr. Shailesh Khaitan, being an appointee and Mr. Utsav Khaitan, Joint Managing Director, being his relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Mr. Shailesh Khaitan is holding 35,71,910 Equity shares consisting 3.68% of the paid up share capital of the Company. This explanation, together with the accompanied notice is and should be treated as an abstract under Section 189 and 190 of the Companies Act, 2013 and rules made there under, in respect of the appointment of Mr. Shailesh Khaitan, as the Chairman & Managing Director.

The resolution for seeks approval of members as Special Resolution for the re-appointment of Mr. Shailesh Khaitan as a Chairman & Managing Director of the Company with effect from April 1, 2025 to March 31, 2028, pursuant to the provisions of Section 117, 196 and 197 and 203 read with Schedule V other applicable provision of the Companies Act, 2013 and the rules made there under.

The disclosures relating to Mr. Shailesh Khaitan, as required under the SEBI Listing Regulations are set out as an Annexure to this Notice.

Item No. 2 & 3: Appointment of Mr. Praveen Uniyal (DIN: 08714038) as Executive Director (Category: Whole Time Director)

The Board of Directors of the Company had on the recommendations of Nomination & Remuneration Committee (NRC), subject to approvals of Shareholders and in pursuance of the provisions of Section 161, 196 appointed Mr. Praveen Uniyal (DIN - 08714038) as an Additional Director of the Company to hold office upto the next General Meeting.

Subject to the approval of Shareholders, the Board of Directors of the Company had recommended, on the recommendations of the NRC, in its meeting held on January 16th, 2024, the appointment of Mr. Praveen Uniyal as the Director (Category: Whole time Director) of the Company for the period of 3 years w.e.f. January 16th, 2025 to March 31st, 2028.

Notice in writing along with the deposit has been received from a member under Section 160 of the Companies Act, 2013.



The Board recommends the resolution set out at item no. 2 & 3 of this notice, for approval of the Shareholders by way of a Special Resolution. Except for Mr. Praveen Uniyal to the extent of his appointment, none of the other Directors or KMPs or their relatives are interested in the resolution.

Remuneration, benefits and perquisites:

Salary: Rs. 50,000/- (Rupees fifty Thousand) per month, subject to an annual increment of Rs. 20,000/- (Rupees twenty thousand) per month. Salary will be subject to the deduction of Income tax at the applicable rates, under the Income Tax Act, 1961.

Minimum Remuneration:

In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Praveen Uniyal shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

Sitting Fees:

He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company.

Brief profile of Mr. Praveen Uniyal is as follows:

Mr. Praveen Uniyal has been a dedicated team member at Khaitan Chemicals & Fertilizers Limited since 1996. With a graduation degree from Delhi University, he specializes in liaising activities, ensuring seamless communication and coordination within the organization.

Directorship in Private Companies - 1 (Shrinathji Equipments Private Limited)

The disclosures relating to Mr. Praveen Uniyal, as required under the SEBI Listing Regulations are set out as an Annexure to this Notice

The Company has received from Mr. Praveen Uniyal a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of a director by virtue of any order passed by the Securities and Exchange Board of India or any such other regulatory authority. His name does not appear in the list of willful defaulters issued by the Reserve Bank of India.

As per regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), the appointment of any person on the Board of directors is required to be approved by the shareholders earlier of the next general meeting or three months. Accordingly, the Board of Directors of the Company requests approval of the shareholders by way of Special



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Resolution for appointment of Mr. Praveen Uniyal as Non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

**Annexure-I**

Details of Directors seeking Appointment/Re-appointment at the Extra-Ordinary General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Shailesh Khaitan	Praveen Uniyal
DIN	00041247	08714038
Age/Date of birth	69 years/26.12.1955	56 years /16.12.1968
Qualification	B.Com (Hons.)	B.com (Hons.)
Date of Appointment	01.04.2025	16.01.2025
Key skills, expertise and competencies	39 years of vast business experience in the fields of Metal Powders, Plastics processing and writing instruments	Experienced in liaising with government agencies and handling regulatory processes, ensuring compliance and smooth coordination for statutory approvals and corporate requirements
Other Directorships (excluding Pvt. Companies and section 8 companies) as on date	1. Shradha Projects Ltd. 2. Tribhuvan Properties Ltd.	Nil
Chairman / Member of the Committees of other public companies as on date	Nil	Nil
Shareholding (No. of Shares)	35,71,910	Nil
Inter-se Relationship between Directors/manager/KMP's	Father of Mr. Utsav Khaitan (Joint Managing Director)	None
Listed entities from which the Director has resigned in the past three years	None	None
Name of listed Companies from such Director resigned/retired during last three (3) years	None	None
Terms, Remuneration proposed to be paid & Conditions of Appointment	As mentioned in the resolution set out at Item No.1 of the Notice read with statement pursuant to Section 102 of the Act.	As mentioned in the resolution set out at Item No.2 & 3 of the Notice read with statement pursuant to Section 102 of the Act.
Number of meetings of the Board attended during the financial year 2024-25 (up to the date of notice)	3	1



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Remuneration last drawn (For F.Y. 2024-25)	0	4,63,543
Date of 1 st Appointment on the board	September 1, 1984	January 16, 2025

By order of the Board

For Khaitan Chemicals and Fertilizers Limited

S/d

Sejal Maheshwari

Company Secretary & Compliance Officer

Membership No-A64027

Place: Indore

Date: March 4th, 2025