



Khaitan Chemicals and Fertilizers Limited

Transcript of 1st Extra-Ordinary General Meeting for 2025-2026

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Khaitan Chemicals and Fertilizers Limited
held on
Monday, January 12, 2026 at 11:30 A.M.



Khaitan Chemicals and Fertilizers Limited

1st Extra-Ordinary General Meeting for 2025-2026

CS Sejal Maheshwari

Good Morning Ladies & Gentlemen!

On behalf of Khaitan Chemicals & Fertilizers Limited, I, Sejal Maheshwari, Company Secretary & Compliance Officer of the Company, heartily welcome all the shareholders to the 1st Extra-Ordinary General Meeting of the Company.

The meeting is held through Video Conferencing/ Other Audio Visual Means, without the physical presence of members at a common venue in accordance with the circular issued by Ministry of Corporate Affairs & Securities and Exchange Board of India (SEBI). In accordance with the referred circular, the members attending the General Meeting through Video Conferencing or Other Audio Visual Means shall be considered for the purposes of Quorum under section 103 of the Companies Act, 2013.

It is for Seventh Year running that we have had to meet virtually. Hope all of you are safe and in good health.

At the outset, I will take you through certain points regarding the participation and voting at this meeting.

To avoid any disturbance from background noise and ensure smooth and seamless conduct of the meeting, all the members who have joined this meeting are by default placed on mute.

Members who have not voted through remote e-voting can cast their votes through e-voting facility during the EGM.

Before we commence the proceedings, may I introduce my colleagues on the Board and other senior officials of your Company. We have with us here today-

Mr. Shailesh Khaitan – Chairman of the Company and Managing Director
Mr. Utsav Khaitan – Joint Managing Director
Mr. Praveen Uniyal- Whole Time Director
Mr. Suman Jyoti Khaitan – Additional - Non Executive Independent Director
Mr. Deepak Kumar Khemkha- -Non Executive -Independent Director
Ms. Payal Gupta- Non Executive Independent Women Director
Mr. Harsh Vardhan Agnihotri- President & Chief Financial Officer
CA Ram Niwas Jalan representing M/s NSBP & Co. Statutory Auditors.



Khaitan Chemicals and Fertilizers Limited

Mr. Ritesh Gupta – Secretarial Auditor of the Company and Scrutinizer for the Meeting.

The Company has received request from a member to register them as a speaker at the meeting. Accordingly, the floor will be open for this member to ask questions or express his views or questions.

The members who have registered as speakers Shareholder shall be able to express their views during this session. Apart from this, chat box option is also provided by the Company for raising the queries or comments.

Once the name of Speaker shareholder is called, the person will be unmuted by the host to enable him/her to speak. Before speaking the shareholder is requested to click on the video as well as the audio icon appearing on the screen to switch it on and if for some reason the shareholder is not able to join through video mode he/she can still speak by using the audio mode.

While speaking, we request shareholders to use earphones with microphones so that they are clearly audible. If there is any connectivity problem at speakers end the host will mute such speaker and the next speaker will be invited to speak.

It may be noted that the Company reserves the right to limit the number of members asking questions depending on the availability of time at the EGM.

I now request Chairman and Joint Managing Director of the Company to deliver his address to the meeting.

Chairman

Good Morning Ladies and Gentlemen, and I extend a very warm and hearty welcome to all of you at the virtual Extra Ordinary General Meeting of the Company.
The requisite quorum being present, I call the meeting to order.

Joint Managing Director

Good Morning Ladies and Gentlemen, and I extend a very warm and hearty welcome to all of you at the virtual Extra Ordinary General Meeting of the Company.

The purpose of today's Extraordinary General Meeting is to seek the approval of the Members for the appointment of Mr. Suman Jyoti Khaitan as an Independent Director of the Company.



Khaitan Chemicals and Fertilizers Limited

Independent Directors play a vital role in strengthening corporate governance by bringing independence, objectivity, and balanced judgment to the Board's deliberations, while safeguarding the interests of all stakeholders.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has approved the appointment of Mr. Suman Jyoti Khaitan, considering his experience, expertise, and integrity. The Board is confident that his association with the Company will contribute meaningfully to its governance standards and strategic oversight.

Mr. Suman Jyoti Khaitan meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has given his consent to act as an Independent Director of the Company.

The relevant details of his appointment have been included in the Notice of this Extraordinary General Meeting circulated to the Members.

I now commend the resolution for your consideration and request your kind approval. On behalf of the Board of Directors, I thank you for your continued trust and support. I would like to extend my sincere gratitude to each and every member of the team Khaitan for their efforts. I would like to thank you our business partner, Shareholders and other stakeholders for their continuing faith.

I request Company Secretary to confirm the requisite quorum is present so as to call meeting in order.

CS Sejal Maheshwari

Thankyou sir. As requisite quorum of members is present and with the consent of chairman, I declared the meeting to be in order.

The Company has e-mailed the Notice of Extra-Ordinary General Meeting to those Shareholders, whose e-mail address was available with the Company.

I hope you have Notice of Extra-Ordinary General Meeting with you. If, you do not have it, you can download it from websites of the Stock Exchanges' i.e. BSE Limited & National Stock Exchange of India Limited and on the website of CDSL (agency for providing the Remote E-Voting facility) and from the Company's website.

As the Notice is already circulated to all the members, I take the Notice convening the meeting as read.

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to its members to exercise their right to vote at Extra-Ordinary General Meeting (EGM) by remote e-voting and e-voting during the EGM through E-Voting Services provided by CDSL.



Khaitan Chemicals and Fertilizers Limited

Members who have not casted their vote through remote e-voting during 9th to 11th January, 2026 can cast their vote during the course of meeting through the e-voting facility provided by the CDSL.

CS Ritesh Gupta, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

During the EGM, if any member facing technical issue he/she may contact the helpline No. mentioned in the notice of EGM.

Your Company has maintained all the statutory register as required under the various provisions of the Companies Act, 2013 and remain open for inspection during the EGM.

As the EGM held through VC/OAVM the facility for appointment of proxy is not applicable hence the proxy register is not available for inspection.

Now, we'll proceed with the item of notice. Details of below items are mentioned in the notice of EGM, which was already circulated to you, and I'm sure you must have gone through it. The following resolution are proposed to be passed at the meeting,

Special Business

1. To appoint Mr. Suman Jyoti Khaitan (DIN: 00023370) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution

I once again request the members who have not casted their vote through remote e voting can cast their vote during the course of this meeting through e voting facility provided by the CDSL.

Before conclusion of the meeting, I now invite members who have registered themselves as speakers upon having sent their request in advance as prescribed in the manner as per our notice of EGM. I request the members who have registered themselves as a speaker in this EGM that the comment must be restricted to the business of the EGM and only should be related to the company and no other matter.



Khaitan Chemicals and Fertilizers Limited

I shall now invite one by one speaker shareholders to speak. I'll request moderator to please unmute Mr. Praveen Kumar. I request our chairman sir, and CFO sir, to reply to all the questions of the members.

Praveen Kumar- Shareholder of the Company

Hello. A very, very good morning to my respective chairperson, steam board of director, my fellow senior, myself Praveen Kumar joining this meeting from New Delhi. I have three observations which I love to share with all. But before that, this is the starting of the new year, so I wish the entire management team each and every dedicated employer of our company, a happy, healthy and prosperous new year. Coming down to my observations sir, we have a single agenda and I welcome the director for his extension wholeheartedly, and I'm with the company for more than a decade and I have the deepest respect for our founder respective chairperson because along with the professional team, he creates sustainable value creation for a retail investor like me. Very lucky to be part of such a legacy and I do Remember during COVID time he built India, he built community at a very, very solid way to build India in a very, very constructive way. So God blessed him with the future and as far as the agenda is concerned, the director which appoint today's is an ample experience will be a great asset to the company in the future. And my best wishes always with the management and thank you very much a respected joint managing directors to explain in detail about the.

Which is clearly defined and thank you very much for this ability. Wish you all the luck and all the best, and one thing which I love to address here is the communication between the company and the retail investor is the litmus test of any listed in this regard, I'm so proud that yes, our company secretary and her entire team is the biggest asset as far as the communication is concerned that truly boosts our morale as far as our investment in the company is concerned. Mark my word, even during the course of year, if you have any update about the company, because nowadays they are ten to twelve business channel and we will see lots of you know news in the electronic media, and that will be ethnically reply to us. I mean that's something which so proud to make us that yes, this is the company who follow every. Pretty ethnical rule in the industry and I once again I truly solution the leadership, the dedication, the dilution is respective founder respective chairperson have, and thank you very much for this opportunity.

Chairman

Thank you very much for your kind comments. Thank you.

CS Sejal Maheshwari

Thank you very much Chairman, sir, for replying in detail to the questions and queries raised by the shareholder. And I'm hopeful that probably all the queries have been adequately replied. We have tried our level best to answer all the questions of the shareholders. It may be noted that the



Khaitan Chemicals and Fertilizers Limited

members who are yet to cast their votes may cast their votes within next 15 min after which the voting facility at the EGM will be disabled by the CDSL.

I would like to take this opportunity to thank all those who have supported and guided us during the year. I also thank all my colleagues on the Board for their continued support and guidance. Last, but not the least, I would like to thank all employees for their high level of motivation, commitment and hard work. I proposed formal vote of thanks to all the members, Chairman Sir, Board members, President & CFO, Statutory Auditors, Secretarial Auditors, CDSL and Staff members of the Company. On this very encouraging note and with your permission, may I, on behalf of the Directors, conclude the meeting, as all items of the Notice have been duly transacted and there is no other business outstanding.

The Results will be declared within 2 working days from the conclusion of this EGM, along with the Scrutinizer's Report which shall be placed on the Company's website at www.kcfl.co.in and also available on the Websites of CDSL, BSE Ltd. and NSE.

I thank you all for participating in the meeting Please stay safe and healthy and hopefully this time next year, we'll be able to meet in person.

!! Thank you, have a Good Day !!