



**Khaitan CHEMICALS AND FERTILIZERS LIMITED**

CIN : L24219MP1982PLC004937

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

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

December 16, 2025

To, The Manager (DCS/Compliance) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI- 400 001 <b>BSE Scrip Code: 507794</b>	To, The Manager (Compliance/Listing) National Stock Exchange of India Limited, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), MUMBAI- 400 001 <b>NSE Symbol: KHAICHEM</b>
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**Sub: Notice of 1<sup>st</sup> Extra Ordinary General Meeting of F.Y. 2025-26 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are enclosing herewith Notice of 1<sup>st</sup> Extra Ordinary General Meeting for the Financial year 2025-2026 of the Company to be held on Monday, January 12, 2026 at 11:30 A.M. through Video Conferencing / Other Audio Visual Means. The aforesaid notices have also been sent to all eligible shareholders through electronic means and are also available on the website of the Company at [www.kcfl.co.in](http://www.kcfl.co.in)

We request you to kindly take the above information on Record.

Thanking You,

Yours' faithfully,

**For KHAITAN CHEMICALS AND FERTILIZERS LIMITED**

**Sejal Maheshwari**  
**Company Secretary & Compliance Officer**  
**Membership No- A64027**



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**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that the (01/2025-26) Extra ordinary General Meeting of 'KHAITAN CHEMICALS AND FERTILIZERS LIMITED' will be held on **Monday, 12<sup>th</sup> day of January, 2026** at **11:30 A.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**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:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Suman Jyoti Khaitan (DIN: 00023370), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 29<sup>th</sup> October, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 29<sup>th</sup> October, 2025 upto 28<sup>th</sup> October, 2030 (both days inclusive) on the Board of the Company be and is hereby appointed as an Independent Director of the Company;

**RESOLVED FURTHER THAT** all executive directors, Company Secretary 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**

**Place: Indore**

**Date: December 16, 2025**

**Sejal**

**Maheshwari**

Digitally signed by

Sejal Maheshwari

Date: 2025.12.15

17:41:58 +05'30'

New Delhi Office:  
4-B/3 Palm Drive, DLF Farms  
Chattarpur Extension  
New Delhi - 110074

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## 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 22<sup>nd</sup>, 2025 September 19<sup>th</sup>, 2024, September 25, 2023, read with Circulars dated December 28, 2022 and vide its General Circular No. 3/2022 dated 5<sup>th</sup> May 2022, read with General Circular NO. 14/2020 dated 8<sup>th</sup> April 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> December 2021 and General Circular No. 11/2022 dated 28<sup>th</sup> December 2022 (collectively referred to as 'MCA Circulars'), the Company is being permitted for convening the Extra ordinary 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 and the provisions of the Companies Act, 2013 ("the Act"). 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](http://www.kcfl.co.in), website of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of CDSL (agency for providing the Remote e-Voting facility) [www.cdslindia.com](http://www.cdslindia.com). The facility for voting, through electronic voting system shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
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](mailto:secretarial@kcfl.in).
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, 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.

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6. The Members can join the EGM through the VC/OAVM mode 30 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. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.
11. 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.
12. 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](mailto:investor@ankitonline.com) in case the shares are held in physical form, quoting their folio number.

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13. The Company has transferred all unpaid/unclaimed equity dividends up to the financial year 2017-18 to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of Companies Act, 2013.
14. Members are advised to claim their unpaid dividend for the year 2018-19 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 Company has sent intimation to all such shareholders who have not claimed their dividend for seven consecutive years. The details of unclaimed/unpaid dividend are also available on the website of the Company viz. [www.kcfl.co.in](http://www.kcfl.co.in)
15. 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.
16. 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.
17. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General Meeting of the Company.
18. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office and at Company's office at The B Zone, 7th Floor, Pipliya Kumar, Nipania Main Road Indore- 453771 (M.P.) on all working days (except 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.

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19. 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.
20. The Results shall be declared on or after the EGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website at [www.kcfl.co.in](http://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.
21. The details of the process and manner for remote e-voting are explained herein below.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on (Friday 9<sup>th</sup> January, 2026 at 09:00 A.M and ends Sunday 11<sup>th</sup> January, 2026 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 5<sup>th</sup> January, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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 shareholders/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.



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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.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. 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 &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home</li> </ol>

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	<p>page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. 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>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"><li>1) 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. 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. 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 &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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. After successful authentication, you will be redirected to NSDL Depository 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 &amp; voting during</li></ol>

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	the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) 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](http://www.evotingindia.com).

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- 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](http://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> <ul style="list-style-type: none"> <li>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.</li> </ul>
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> <ul style="list-style-type: none"> <li>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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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

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strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company **KHAITAN CHEMICALS AND FERTILIZERS LIMITED** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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](http://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](mailto: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.



# Khaitan CHEMICALS AND FERTILIZERS LIMITED

CIN : L24219MP1982PLC004937

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Phone : 0731-4753666, E-mail : [secretarial@kcfl.in](mailto:secretarial@kcfl.in), Website : [www.kcfl.co.in](http://www.kcfl.co.in)

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- 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](mailto:secretarial@kcfl.in) & [csriteshguptakcfl@gmail.com](mailto: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 AGM/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](mailto: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](mailto: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.

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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 EMAIL/ 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.

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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

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

Place: Indore  
Date: December 16, 2025

S/d  
(Sejal Maheshwari)  
Company Secretary & Compliance Officer

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

**Item No. 1**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Suman Jyoti Khaitan (DIN: 00023370), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from 29<sup>th</sup> October, 2025 under Section 149, 150 and 152 of the Act and as per the Articles of Association of the Company.

Mr. Suman Jyoti Khaitan is eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has received a declaration of independence. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

Further, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of the shareholders for his appointment is required to be obtained at the next Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier

In the opinion of the Board, Mr. Suman Jyoti Khaitan fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and is thereby eligible for appointment as an Independent Director. Mr. Suman Jyoti Khaitan is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

The Nomination and Remuneration Committee and the Board of Directors have evaluated the balance of skills, knowledge, and experience on the Board and identified the capabilities required of an Independent Director. Based on this review, the Board considers that Mr. Suman Jyoti Khaitan's extensive background in governance, legal compliance, administration, and leadership would significantly benefit the Company. Accordingly, the Board is of the view that he possesses the requisite competencies for the role.

A copy of the draft appointment letter to be issued to Mr. Suman Jyoti Khaitan upon his appointment as an Independent Director, containing the terms and conditions of such appointment, would be available to members for inspection at the Registered Office of the Company during the normal business hours [10.00 AM India Standard Time ("IST") to 5.00 PM IST] on any business day without payment of fee.



## **Khaitan** CHEMICALS AND FERTILIZERS LIMITED

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Brief profile of Mr. Suman Jyoti Khaitan is as follows:

Mr. Suman Jyoti Khaitan is a practicing Advocate since 1985 and Founder & CEO of *Suman Khaitan & Co.* and *Khaitan & Partners*, full-service law firms based in New Delhi with associates across major Indian cities. He has extensive experience in diverse legal fields including arbitration, corporate laws, insolvency, finance, infrastructure, taxation, real estate, and regulatory compliance.

He has held several leadership positions in reputed industry bodies – former President of PHD Chamber of Commerce and Industry (PHDCCI), former Special Invitee to the Managing Committee of FICCI, and long-time Chair of the National Council on Legal Affairs & Regulatory Reforms of ASSOCHAM. He is currently a Member of CII National Committee on Legal Services (2025–26) and other CII regional committees.

Mr. Khaitan is an Advocate-on-Record of the Hon'ble Supreme Court of India, a registered Patent Attorney, and member of various professional associations including the Supreme Court Bar Association, Delhi High Court Bar Association, Indian Law Institute, and International Bar Association.

He has served as an Independent Director on boards of leading listed companies such as Jindal Stainless Ltd. and Indo Rama Synthetics (India) Ltd., and presently serves on the Boards of *DCM Shriram Industries Ltd.*, *OCCL Ltd.*, and *RSWM Ltd.* He is also a Governor on the Governing Board of Dr. Bansi Dhar Institute, New Delhi.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in Annexure -1

The remuneration payable to Mr. Suman Jyoti Khaitan shall be Rs 25,000 per board meeting & Rs 10,000 per committee meeting which may be increased to maximum remuneration permissible by Companies Act, 2013 and SEBI (LODR) Regulations, 2015

Mr. Suman Jyoti Khaitan, being the appointee, is interested in the resolution set out at Item No. 1 of the Notice. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Mr. Suman Jyoti Khaitan including his beneficiary doesn't hold any shares of the Company as on date.

The Board firmly believes that Mr. Suman Jyoti Khaitan knowledge coupled with deep understanding of cultivating a winning mindset while keeping purpose at the heart, will surely help the Company steer further ahead in its future-fit journey. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Suman Jyoti Khaitan as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No. 1 for approval of Members.

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**Directorship in companies-**

1. DCM Shriram Industries Limited
2. OCCL Limited
3. RSWM Limited
4. Gopi Nursery Private Limited
5. DCM Shriram International Limited
6. Maral Overseas Limited

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## 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:**

<b>Name of Director</b>	Suman Jyoti Khaitan
<b>DIN</b>	00023370
<b>Nationality</b>	Indian
<b>Designation</b>	Independent Director
<b>Age/Date of birth</b>	09/02/1959 67 years
<b>Qualification</b>	Practicing advocate
<b>Date of Appointment</b>	29 <sup>th</sup> October, 2025
<b>Key skills, expertise and competencies</b>	He has wide experience in diverse fields of practice including arbitration, aviation, banking & finance, bankruptcy & insolvency, consumer protection, corporate, environment, insurance, infrastructure, intellectual property, litigation, overseas & inbound investment, power, real estate, taxation, telecom, trade, etc. He regularly advises on business restructuring, schemes of amalgamations, demergers and takeovers, overseas acquisitions, raising finance, tax planning, family settlements and trusts.
<b>Other Directorships (excluding section 8 companies) as on date</b>	Public Limited Companies (i) DCM Shriram Industries Limited (ii) OCCL Limited (iii) RSWM Limited (iv) Maral Overseas Limited (v) DCM Shriram International Limited Private Limited Companies (i) Gopi Nursery Private Limited
<b>Chairman / Member of the Committees of other public companies as on date</b>	<b>(I) DCM SHRIRAM INDUSTRIES LTD.</b> (1) Audit Committee (Member) (2) Nomination and Remuneration Committee (Member) (3) Stakeholders Relationship Committee (Member) <b>(II) RSWM LIMITED</b> (1) Audit Committee (Member) (2) Stakeholders' Relationship Committee (Chairperson) <b>(III) OCCL LIMITED</b> (1) Audit Committee (Member) (2) Stakeholders' Relationship Committee (Chairperson)

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	<p>(3) Operational &amp; Finance Committee (Chairperson) (4) Corporate Social Responsibility Committee (Chairperson)</p> <p><i>(IV) Maral Overseas Limited</i> Audit Committee (Member)</p> <p><i>(V) DCM Shriram International Limited</i> (1) Audit Committee (Member) (2) Nomination &amp; Remuneration Committee (Chairperson) (3) Stakeholder's Relationship Committee (Member)</p>
Shareholding (No. of Shares)	Nil
Inter-se Relationship between Directors	None
Name of listed Companies from such Director resigned/retired during last three (3) years	<p>Indo Rama Synthetics (India) Limited Jindal Stainless Limited OCCL Limited Ag Ventures Limited RSWM Limited</p>
Date of 1 <sup>st</sup> Appointment on the board	29 <sup>th</sup> October, 2025
Remuneration last drawn up to the date of notice	0
Number of meetings of the Board attended up to the date of notice	1
Terms, Remuneration proposed to be paid & Conditions of Appointment	Independent Director, not liable to retire by rotation, for a term of Five consecutive years commencing from October 29, 2025. Remuneration as stated in explanatory statement.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee at its meeting held on 29 <sup>th</sup> October, 2025 considering his financial expertise and business knowledge & recommended him for appointment as an Independent Director.

Place: Indore  
Date: December 16, 2025

By order of the Board  
For Khaitan Chemicals and Fertilizers Limited  
S/d  
Sejal Maheshwari  
Company Secretary & Compliance Officer

Sejal  
Maheshwari

Digitally signed by  
Sejal Maheshwari  
Date: 2025.12.15  
17:42:17 +05'30'

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