

GSTIN : 23AACCK4616K4ZK
CIN No. L24124RJ2004PLC019288

www.krishnaphoschem.com
accounts@krishnaphoschem.com



KRISHANA PHOSCHEM LTD.

(An ISO 9001:2015 Certified Company)

Date: 10.12.2021

To,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir / Madam

Sub: Intimation of Extra Ordinary General Meeting of the Company.

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Krishana Phoschem Limited will be held on Friday, the 07th day of January, 2022 at 11:00 am through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility, to transact the business as set out in the notice convening the EGM which has been sent to the members at their email addresses.

We herewith enclose the Copy of the notice of Extra Ordinary General Meeting.

This is for your information and record.

For Krishana Phoschem Limited

(Priyanka Bansal)
Company Secretary





OSTWAL KRISHANA PHOSCHEM LIMITED

Registered Office: 5-O-20, Basement,
R.C. Vyas Colony, Bhilwara, 311001 Rajasthan
CIN: L24124RJ2004PLC019288

Tel. No. : 01482-237104
Website: www.krishnaphoschem.com

Fax No. : 01482-239638
Email: secretarial@krishnaphoschem.com

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of the Members of **Krishana Phoschem Limited** ("THE COMPANY") will be through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility held on Friday, 07th January, 2022 at 11:00 A.M. to transact the following special business:

SPECIAL BUSINESS:

1. TO APPROVE ALLOTMENT OF WARRANTS, CONVERTIBLE IN TO FULLY PAID-UP EQUITY SHARES ON PREFERENTIAL BASIS

To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made thereunder (including any statutory modifications) or the re-enactment thereof for the time being in force ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, Securities and Exchange Board of India (SEBI) and any other guidelines and clarifications issued by any other appropriate authorities, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board"), the consent of the members of the Company be and is hereby accorded to the Board of the Directors of the Company to issue, offer and allot upto an aggregate of 1275000 (Twelve lakh seventy five thousand) fully convertible Warrants ("Warrants"), convertible into Equity Shares of the company of Rs. 10 (Rupees Ten Only) each at any time within 18 months from the date of allotment of the Warrants, in one or more tranches, for cash, at an exercise price of Rs. 163/- per Warrant (including premium of Rs. 153/- per Warrant) aggregating to Rs. 207825000 (Rupees Twenty crore seventy eight lakh twenty five thousand Only) as determined in accordance with the SEBI (ICDR) Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards, each Warrant shall be convertible into 1 (one) equity share of nominal value of Rs. 10/- each ("Preferential Issue") as follows:



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Details of Allottees:

S. No.	Name of applicant along with PAN and Address	No. of Convertible Equity Warrants to be allotted	Amount @ Rs. 163 Equity per warrant	Category
1.	Ostwal Phoschem (India) Ltd. AAACT0105C Village Ojayada, Hamirgarh, Bhilwara, 311025	1275000	Rs. 207825000/-	Promoter and Promoter Group

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and Regulation 161 of SEBI ICDR Regulations, the Relevant Date for the purpose of calculating the price for the issue of warrants on preferential basis is 08th December, 2021.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of warrants shall be subject to following terms and Conditions:

1. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
2. Exercise of offer for conversion of the warrants shall be at the sole option of the warrant holders at any time within a period of 18 months from the date of allotment of warrants.
3. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
4. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
5. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
6. The equity shares allotted pursuant to conversion of Warrants allotted to promoter and promoter group (Allottee(s)) will be subject to lock-in for a period of 3 years from the date of trading approval granted for equity shares allotted pursuant to exercise of the option attached to the Warrants as required under SEBI ICDR Regulations and not more than twenty percent of the total capital of the issuer shall be



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locked-in for three years from the date of trading approval and equity shares allotted in excess of the twenty percent shall be locked-in for one year from the date of trading approval pursuant to exercise of options or otherwise, as the case may be. The entire pre-issue shareholding of Allottee(s) shall be under lock in from the relevant date up to a period of six months from the date of trading approval.

7. The details of all monies utilized out of the preferential issue proceeds shall be disclosed under an appropriate head in the balance sheet and/or Directors' Report of the Company, indicating the purposes for which such monies have been utilized and that the details of the unutilized monies shall also be disclosed under a separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/ Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

Dated: 10/12/2021
Place: Bhilwara

By Order of the Board of Directors
For Krishana Phoschem Limited



Priyanka Bansal

Priyanka Bansal
Company Secretary & Compliance Officer



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NOTES:

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated January 13, 2021 read with General Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting/ Extra Ordinary General Meeting ('AGM/EGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated May 12, 2020 and January 15, 2021 ('SEBI Circulars') has also granted certain relaxations. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM on Friday, January 07, 2022 at 11.00 a.m. (IST). The registered office of the Company shall be deemed to be the venue for the EGM.
2. Further, pursuant to the MCA and SEBI Circulars, the Notice of the EOGM is sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice has been uploaded on the website of the Company at www.krishnaphoschem.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. The National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
3. The explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Business under Item No. 1 of the accompanying notice is annexed hereto.
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members has been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Members attending the meeting through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
6. As per the provisions of Clause 3.A.III. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 1 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
7. Members seeking any information or clarification are requested to send in written queries to the Company, in advance, before the date of the meeting by mail at secretarial@krishnaphoschem.com.



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8. Corporate members intending to send their authorized representative to attend the EGM through VC or OAVM or to vote through remote e-voting, pursuant to Sections 112 and 113 of the Act, are requested to send a certified copy of the board resolution to the Scrutinizer by e-mail at Sourabh.bapna12@gmail.com with a copy marked to evoting@nsdl.co.in, authorizing their representative to attend and vote on their behalf at the EGM.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
10. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 03rd December 2021 for those shareholders whose email ids are not registered with the Depositories, for procuring user id and password and Notice of EOGM are requested to provide their Mail Id at secretarial@krishnaphoschem.com.
11. The Members are requested to note that the Company is pleased to provide a two-way Video Conferencing Facility (VC) to view the live streaming of the proceedings of the EGM and facilitate participation of Members at the EGM through VC or asking their questions through a Chat box facility. The Members will be able to view the proceedings on NSDL's e-Voting website www.evoting.nsdl.com.
12. Members may use this facility by using the same login credentials as provided for remote e-Voting. Members on the day of the EGM will login through their user ID and password on e-Voting website of NSDL. The link will be available in Member login where the EVEN of Company will be displayed. On clicking this link, the Member will be able to view the webcasting of the GM proceedings. The VC Facility will be available on January 07, 2022 from 11:00 a.m. (IST) onwards till the conclusion of the Meeting.
13. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on NSDL's e-Voting website www.evoting.nsdl.com. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 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.
14. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime India Private Limited.



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15. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited.

16. Voting Through Electronic Means: The details of the process and manner of e-voting are explained herein below:

In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are given in this Notice. The Members may cast their votes using electronic voting systems from a place other than the venue of the Extra Ordinary General Meeting (EGM) (remote e-voting). The instructions for e-voting are given herein below. The resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at EGM.

The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

The remote e-voting period begins on 04th January, 2022 (9:00 A.M.) and ends 06th January, 2022 (5:00 P.M.) (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 31st December, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 31st December, 2021.



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How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">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: https://eservices.nsdl.com/ 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL 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 with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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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. NSDL and CDSL.

Login type	Helpdesk details
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
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 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



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4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



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C) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sourabh.bapna12@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.



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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 and 1800-224-430 or send a request at evoting@nsdl.co.in

4. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e. 31st December, 2021, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or secretarial@krishnaphoschem.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you may reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll-free no. 1800-222-990.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 secretarial@krishnaphoschem.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@krishnaphoschem.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-voting on the day of the EGM/AGM are as under: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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 in the EGM/AGM.



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3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM/EGM through VC/OAVM are as under:

- 1.) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2.) Members are encouraged to join the Meeting through laptops for better experience. Further Members will be required to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from their mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio or video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to attend the EGM without any interruption.
- 3.) Facility of joining the meeting shall be open 30 minutes before the time scheduled for the meeting and shall be closed 15 minutes after such scheduled time and will be available on first come first served basis.
- 4.) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@krishnaphoschem.com.
- 5.) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@krishnaphoschem.com. The same will be replied by the company suitably.

Other Instructions

- 1.) The voting rights of shareholders (for voting through remote e-Voting before the EGM and remote e-Voting during the EGM) shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, which is 31st December, 2021. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
- 2.) Any person who is not a member as on the cutoff- date should treat this Notice for information only.
- 3.) The remote e-voting period begins on 04th January, 2022 (9:00 A.M.) and ends 06th January, 2022 (5:00 P.M.) (IST) during this period, shareholders of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date, i.e. 31st December, 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting.

- 4.) Members who are registered with NSDL for e-voting can use their existing user Id and password for casting their votes.
- 5.) The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC or OAVM but shall not be entitled to cast their vote again.
- 6.) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- 7.) Mr. Sourabh Bapna, Practicing Company Secretary (Membership No. 51505 & CP No. 19968) has been appointed as the Scrutinizer by the Board for providing facility to the Members of the Company to scrutinize remote e-Voting process before the EGM as well as remote e-Voting during the EGM in a fair and transparent manner.
- 8.) The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the EGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility.
- 9.) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
- 10.) The results will be declared within 48 hours of conclusion of the Extra Ordinary General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.krishnaphoschem.com and on the website of NSDL: www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to The National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed.
- 11.) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of EGM i.e. Friday, January 07, 2022.
- 12.) Since the EGM will be held through VC or OAVM, the Route Map is not annexed in this Notice.

Dated: 10/12/2021
Place: Bhilwara

By Order of the Board of Directors
For Krishana Phoschem Limited



Priyanka Bansal
Company Secretary & Compliance Officer



KRISHANA PHOSCHEM LIMITED

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable Provisions.

ITEM No. 1 :- Issuance of warrants convertible into Equity Shares through preferential Basis

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and rules made there under ("Act"), a company can undertake preferential allotment/private placement only after obtaining prior approval of the members by way of special resolution in terms of Section 42 and 62(1)(c) of the Act read with provisions of Chapter V – "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations.

Accordingly, the Company proposes to issue and allot up to 1275000 (Twelve lakhs seventy-five thousand) Warrants, convertible into equity share, at an exercise price of Rs. 163/- per Warrant to the Allottees.

The equity shares allotted would be listed on the National Stock Exchange of India Limited. The issue and allotment would be subject to the availability of requisite regulatory approvals.

The relevant details and other material facts in connection thereto are provided hereunder:

(1) Objects of the preferential issue

Your Company plans to issue Warrants Convertible into Equity Shares to Promoter and Promoter Group to augment the working capital requirements of the Company and meeting other long-term fund requirements including projection of new Projects.

(2) Size of the Preferential Issue

The Company proposes to offer, issue and allot upto 1275000 fully convertible warrants to the Allottees at an exercise price of Rs. 163/- per Warrant (including premium of Rs. 153/- per Warrant) aggregating upto Rs. 207825000/- (Rupees Twenty crore seventy-eight lakh twenty-five thousand Only). Each Warrant shall be convertible into 1 (one) equity share of nominal value of Rs. 10/- each at the Exercise Price of Rs. 163/- per Warrant which is not less than the price calculated in accordance with the SEBI ICDR Regulations. The total number of equity shares to be allotted on conversion of the Warrants shall not exceed 1275000 equity shares. The Warrants are convertible into the equity shares at any time after allotment at the option of the Allottees, in one or more tranches, subject to a maximum period of 18 months from the date of their allotment.

None of the Allottee have sold equity shares in the Company during the six months preceding the Relevant Date.



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(3) Price of the preferential issue

The Company proposes to offer, issue and allot Shares each at an issue price of Rs. 163/- (Rupees One hundred sixty three only) each (as determined by the Board in accordance with the pricing guidelines prescribed under the SEBI (ICDR) Regulations, 2018).

(4) Basis on which the price of the preferential issue has been arrived at

The equity shares of the Company are listed on the National Stock Exchange of India Limited ("NSE") shall hereinafter be referred to as the "Stock Exchanges". The equity shares are frequently traded and the share prices on National Stock Exchange (NSE) being the stock exchange with higher trading volumes for the said period, have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment to the Investors in accordance with the SEBI (ICDR) Regulations, 2018. The price per Share has been arrived at in accordance with the pricing guidelines prescribed under Regulation 164(1) of Chapter V of the ICDR Regulations.

Re-computation of Issue Price:

Since the Company's equity shares are frequently traded and have been listed on a recognised Stock Exchange for more than 26 weeks prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued and therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

(5) Relevant date with reference to which the price has been arrived at:

The Relevant date for the determination of the price for issue of Warrants Convertible into Equity Share pursuant to the preferential allotment is 08th December, 2021, ("Relevant Date") (i.e. 30 days prior to the date of proposed Extra-ordinary General Meeting which is 07th January, 2022).

(6) The class or classes of persons to whom the allotment is proposed to be made

The allotment proposed to be made to promoter and Promoters Group.

The warrants convertible into equity shares pursuant to the preferential issue shall be allotted to the following Allottee in the manner as recorded below:

S.No.	Name of Allottee	No. of warrants convertible into equity shares	Class of person
1.	Ostwal Phoschem (India) Limited	1275000	Body Corporate (Promoter)



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(7) Intent of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer:

The issue is being made to the entities belonging to the Promoter and/or Promoter Group on preferential basis.

(8) Proposed time within which the allotment shall be completed

As required under Chapter V of the SEBI ICDR Regulations, The Company shall complete the allotment of warrants within a period of 15 days from the date of passing of the resolution at the EGM or in the event the allotment of Warrants would require any approval(s) from any regulatory authorities including but not limited to SEBI and such other approvals from any regulatory authority, within 15 (fifteen) days from the date of such approval(s), as the case may be.

(9) Names of the proposed allottee and the percentage of post preferential issue capital that may be held by them

The names of the allottee together with their post issue capital held with them will be as set out below:

S. No.	Name of Allottee	No. of Post issue equity shares	percentage of post preferential issue capital
1.	Ostwal Phoschem (India) Limited	19781402	63.99

*The post issue paid-up capital is arrived after considering all the preferential allotments, proposed to be made under this notice and on fully diluted basis.

(10) Change in control if any, in the Company that would occur consequent to the preferential issue

There shall be no change in the board of directors and control of the company pursuant to these preferential allotments. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to these preferential allotments.

(11) Earlier allotment on preferential basis:

During the Current Financial Year 2021-22, the Company has issued and allotted 2238800 Equity Shares on preferential basis to Non promoter group.

(12) Pre and Post-Issue Shareholding Pattern The Pre and Post-Issue Shareholding Pattern of the Company is set out below:

The shareholding pattern of the Company, before and after the preferential allotment would be as follows:-

S. No.	Category	Pre Issue		Post Issue*	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters Holding				
1.	Indian				
	Individual	708500	2.39	708500	2.29
	Bodies Corporate	18506402	62.43	19781402	63.99
	Sub Total	19214902	64.83	20489902	66.28
2.	Foreign Promoters	0	0.00	0	0.00
	Sub Total A	19214902	64.83	20489902	66.28
B	Non Promoters Holding				
1.	Institutional Investors	0	0	0	0
2.	Non Institution:				
	Private Corporate Bodies	4529340	15.28	4529340	14.66
	Indian Public	5332561	17.99	5332561	17.25
	Others (Included NRIs)	561997	1.89	561997	1.81
	Sub Total B	10423898	35.17	10423898	33.72
	Grand Total	29638800	100.00	30913800	100.00

*The post issue paid-up capital is arrived after considering all the preferential allotments, proposed to be made under this notice and on fully diluted basis.

(13) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees is as follows:

S. No.	Name of the Proposed Allottees	Category	Pre-issue Shareholding and Percentage	the maximum number of warrants proposed to be allotted	% shareholding post conversion warrants into equity shares*	Name of the Ultimate Beneficiaries / Owners
1	Ostwal Phoschem (India) Ltd.	Promoter and Promoter Group	18506402 Equity Shares 62.43% of the total paid up Capital	1275000	63.99%	Mahendra Kumar Ostwal



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**The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.*

(14) Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects

The entire contribution is being made by promoters of the Company namely Ostwal Phoschem (India) Limited, as part of the preferential issue. No director of the Company is making any contribution in their respective individual capacities.

(15) Auditor's Certificate:

A certificate from the Statutory Auditor of the Company namely Rajneesh Kanther & Associates Chartered Accountants (Firm Regn. No. 021262C), Chartered Accountants (M. No. 102162, as required under the SEBI (ICDR) Regulations, 2018, shall be made available on the day of the EGM.

(16) Lock-in period:

The securities issued and allotted on a preferential basis to the Promoter and Promoter Group hereunder will be subject to lock-in as specified under Chapter V of the SEBI (ICDR) Regulations 2018.

(17) Other disclosures

- (a) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Shares is for a cash consideration.
- (b) Principle terms of assets charged as securities: NA
- (c) The proposed allottee have not sold or transferred any Ordinary Shares during the six months preceding the relevant date.

(18) Undertakings

- (A) Neither the Company nor any of its Promoters or Directors is a willful defaulter.
- (B) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.
- (C) The equity shares of the Company have been listed for a period of more than twenty-six weeks as on the relevant date, the provisions of Regulation 164(3) of the SEBI (ICDR) Regulations, 2018, governing re-computation of the price of shares shall not be applicable.
- (D) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of the SEBI (ICDR) Regulations, 2018, where it is required to do so.
- (E) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the relevant shares to be allotted under the



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Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.

- (F) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI (LODR) Regulations, 2015, as amended and circulars and notifications issued by the SEBI thereunder.

Except for Ostwal Phoschem (India) Ltd., and None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

In light of above, you are requested to accord your approval to the above Special Resolution of the accompanying Notice.

The Board recommends passing of the Resolution set out at Item No.1 as a Special Resolution..

Dated: 10/12/2021
Place: Bhilwara

By Order of the Board of Directors
For Krishana Phoschem Limited



Priyanka Bansal
Company Secretary & Compliance Officer