



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

ADDENDUM TO THE NOTICE

ADDENDUM TO THE NOTICE is hereby given that the 14th Annual General Meeting of the Members of Krishana Phoschem Limited will be held on Thursday, 27th September, 2018 at 03:30 P.M. at Hotel Kanchi Resorts, Pur Road, Bhilwara, 311001 (Rajasthan) for the following items of business is added in the aforesaid Notice.

SPECIAL BUSINESS:

Item No. 6: Re-Appointment of Mr. Praveen Ostwal as Managing Director of the Company:

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable provisions of Companies Act, 2013 and read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof, for the time being in force) and as approved by Board of Directors, approval of Members of the Company be and is hereby accorded to the re-appointment of Sh. Praveen Ostwal as Managing Director of the Company for a period of 5 (Five) years commencing from 1st April 2018 and on the terms and conditions as set out in the Agreement to be entered into between the Company and Sh. Praveen Ostwal, Managing Director, the draft whereof is placed before this meeting and for the purpose of identification, initialed by the Chairman hereof, which agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said agreement as may be agreed to between the Board and the Managing Director.

"RESOLVED FURTHER THAT pursuant to the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with the Schedule V of the said Act, approval be and is hereby granted the remuneration of Shri Praveen Ostwal, Managing Director of the Company, with effect from 1st April 2018, such remuneration comprising of salary by way of, basic salary dearness allowances, other allowances, perquisites, and commission as may be determined by the Board from time to time within the maximum limit specified below:

1. Salary up to Rs. 60, 00,000 lakhs per annum.
2. Commission up to 2% of total sales of the company (annual basis).
3. At the discretion of the Board, the payment may be made on a pro-rata basis every Month or on an annual basis.

"RESOLVED FURTHER THAT total remuneration contemplated as above payable to Managing Director of the Company shall not exceed 5% of the profits of the Company, calculated in accordance with Section 197 of the Companies Act 2013 and all other applicable provisions of Companies Act, 2013."



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"RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, during the term of employment of the Managing Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Managing Director including Salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 and all other applicable provisions of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

"RESOLVED FURTHER THAT limits stipulated in this Resolution are the maximum limits and the Board may in its absolute discretion to pay a lower remuneration and revise the same from time to time within the maximum limits stipulated by the Resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolutions."

The resolution was put to vote and on show of hands the same were declared as passed unanimously by the members.

Dated: 24/08/2018

Place: Bhilwara

By Order of the Board of Directors
For Krishana Phoschem Limited

(Priyanka Bansal)

Company Secretary & Compliance Officer

Explanatory Statement Pursuant To Section 102 of The Companies Act, 2013

Item No. 6

Subject to necessary approval by the Members in the General Meeting, the Board of Directors of the Company in its Meeting held on 18th April 2018, re-appointed Sh. Praveen Ostwal as Managing Director of the Company for a further period of five years with effect from 01st April 2018 to 31st March 2023.

Mr. Praveen Ostwal aged 38 years, presently Director of Company. Sh. Praveen Ostwal is Chartered Accounts from Institute of Chartered Accounts of India, and having experience in Fertilizer Industries.

He is young and dynamic person, having 15 years' experience in the fertilizer, mineral beneficiation & chemicals sector. He is managing Director of Krishna Phoschem Ltd and actively engaged in managing the company since takeover. His foray is production, technical supervision and bringing innovation in the Group.

Sh. Praveen Ostwal took over as Managing Director of Krishana Phoschem Limited in the year 31.03.2008 and since then has led the organization successfully with clear strategic vision, focus on customers and inclusive execution of customer centric value in the market. Sh. Praveen Ostwal also possesses varied experience in the Commercial, Marketing and Project field.

The Board of Directors of the Company has subject to the provisions of Section 196, 197, and all other applicable provisions if any, of the Companies Act, 2013 read with schedule V of the said Act, appointed Sh.



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Praveen Ostwal as Managing Director for a period of five years with effect from 01st April 2018, on the remuneration terms and broad terms and conditions detailed hereunder.

Salary up to 60 Lacs per annum plus commission up to 2% of total sales of the company (annual basis). Total remuneration contemplated as above payable to Managing Director of the company shall not exceed 5% profit of the Company accordance with the section 197 of companies Act 2013 all other applicable provisions of Companies Act, 2013.

In terms of Article 92 of the Articles of Association of the Companies Act, 2013, Sh. Praveen Ostwal shall not be subject to retirement by rotation during his tenure as Managing Director.

During the term of employment of the Managing Director, if in any financial year, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V of the Companies Act, 2013 and all other applicable provisions of Companies Act, 2013 unless otherwise approved by any Statutory Authority; the remuneration shall be paid as per the conditions and monetary ceiling prescribed in Schedule V to the Companies Act, 2013 or any re-enactment thereof and all other applicable provisions of Companies Act, 2013.

A copy of the draft agreement referred to in the resolution is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. up to and including the date of General Meeting.

In compliance with the applicable provisions of the Companies Act, 2013, Ordinary Resolution as per the terms set out in Item No 6 of the accompanying Notice is being placed before the members in the General Meeting.

None of the Directors of the Company are, in any way, concerned or interested in the resolution.

The Directors recommend the resolution for approval of members.

By Order of the Board of Directors
For Krishana Phoschem Limited

Dated: 24/08/2018
Place: Bhilwara

(Priyanka Bansal)

Company Secretary & Compliance Officer

NOTES:

1. The explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Business proposed above of the accompanying notice is annexed hereto.
2. In respect of Resolution at item no. 6, a statement giving additional information on Directors seeking appointment/re-appointment is annexed herewith as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Regulations).



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3. This Addendum to the Notice of 14th AGM is available along with the Notice of 14th AGM on the websites of the Company. The revised Proxy Form including the resolution proposed hereinabove is annexed hereto.

4. All the notes relating to ensuing 14th AGM shall mutatis-mutandis apply in this Addendum to the Notice of 14th AGM.

Dated: 24/08/2018

Place: Bhilwara

By Order of the Board of Directors
For Krishana Phoschem Limited

(Priyanka Bansal)

Company Secretary & Compliance Officer

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATION, 2015

As required under the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 the particulars of Directors who are proposed to be appointed/reappointed at the forthcoming Annual General Meeting are as follows:

Reappointment of Mr. Praveen Ostwal as Managing Director of the Company:

Mr. Praveen Ostwal (DIN 00412207) retires by rotation at the forthcoming Annual General Meeting and is eligible for reappointment.

Mr. Praveen Ostwal aged 38 years, presently Director of Company. He is Chartered Accountant by qualification. He is young and dynamic person, having 15 years' experience in the fertilizer, mineral beneficiation & chemicals sector. He is managing Director of Krishna Phoschem Ltd and actively engaged in managing the company since takeover. His foray is production, technical supervision and bringing innovation in the Group.

Mr. Praveen Ostwal Brother of Mr. Pankaj Ostwal, Managing Director on the Board of Directors and not a related to the any of Directors of the Company.

He is neither Chairman nor a Member of any Committees of the Board of Company.

Mr. Praveen Ostwal hold 332700 Equity shares of the Company.



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Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Krishana Phoschem Limited

CIN: L24124RJ2004PLC019288

Registered Office: 5-O-20, Basement,

R.C. Vyas Colony, Bhilwara 311001 Rajasthan

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14th Annual General Meeting - 27th September 2018

Name of the member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:

I/we, being the member(s) of ----- shares of the above named company, hereby appoint

S. No	Name	Address	E- mail Id	Signature
1.				
2.				
3.				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **14th Annual General Meeting** of the Company, to be held on the **Thursday, 27th day of September, 2018 at 03.30 P.M.** at Hotel Kanchi Resorts, Pur Road, Bhilwara, Rajasthan 311001 and any adjournment thereof in respect of such as are indicated below:

Resolution No.	Particulars of Resolution	Vote Option*		
		For	Against	Abstain
	Ordinary Business			
1	To consider and adopt (a) the audited Financial Statement of the Company for the financial year ended on 31 st March, 2018 and the reports of the Board of Directors and Auditors thereon.			
2	Re-Appointment of director in place of Sh. Sunil Kothari, who retires by rotation and being eligible, seeks re-appointment.			
	Special Business			
3	To Approve and ratify the remuneration of the Cost Auditor(s) for the Financial Year ending 31 st March 2019.			



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4	To Approval of Related party transactions with Related Parties.			
5	To Approval of Loans to Directors/ Interested Parties.			
6	To Re-Appointment of Mr. Praveen Ostwal as Managing Director of the Company			

Signed this ----- day of ----- 2018

Signature of the member -----

Signature of Proxy holder(s) -----

**Affix Revenue
Stamp of not
less than Rs.
0.15**

Note: 1. This form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. *It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitle to vote in the manner as he/she may deem appropriate.