



NOTICE

NOTICE is hereby given that the **40th (Forty) Annual General Meeting** of the members of **Asian Fertilizers Limited** will be held on Tuesday, 30/09/2025 at 03:00 PM through **VC/OAVM**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Mr. Somil Matanhelia, (Director), who retires by rotation at this Annual General Meeting and is eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Somil Matanhelia, (Director), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2026, and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration, as approved by the Board of Directors of the Company ("the Board") and set out in the statement annexed to the Notice convening this Meeting, to be paid to Cost Auditors appointed by the Board, to conduct the Audit of cost records of the Company for the financial year ending on March 31, 2026, be and is hereby ratified."

Regd. Office :

Flat No. 202, Preet Garden
3A/172, Azad Nagar, Kanpur - 208002
CIN No. L99999 UP1986PLC007621
Website : www.asianfertilizers.com

Admin Office :

P.W.D. Officer's Colony, Near Sahara Press
Park Road, Gorakhpur-273 009
☎:(0551) 2203421, 2202436, 2203468(D)
e-mail-af@asianfertilizers.com

Factory :

Village : Deokahiya,
Sardar Nagar, Gorakhpur
PAN No.: AABCA1682L
GSTIN : 09AABCA1682L1ZI

“RESOLVED FURTHER THAT Mr. Ashok Kumar Matanhelia, Managing Director, and Mr. Somil Matanhelia, Whole Time Director, and Mr. Shobhit Matanhelia, Whole Time Director of the Company be and are hereby authorized severally and jointly to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Appointment of Mr. Awashesh Dixit, Company Secretary (FCS Number: 10860) as the Secretarial Auditors of the Company at the 40th Annual General Meeting for a term of 5 consecutive years, including the manner in which the remuneration and other terms of appointment of the Secretarial Auditors shall be fixed and, in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with Circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder [including any statutory modification or re-enactment thereof for the time being in force] and in accordance with the recommendation of the Board of Directors of the Company, Mr. Awashesh Dixit, Company Secretary, (FCS Number: 10860) be appointed at this 40th Annual General Meeting as the Secretarial Auditors of the Company for a term of 5 consecutive years, to conduct the Secretarial Audit of five consecutive financial years respectively ending on 30th September, 2026, 30th September, 2027, 30th September, 2028, 30th September, 2029 and 30th September, 2030 (‘the Term’) and to issue the Secretarial Audit Report under Section 204 of the Act for the Term, at a remuneration to be determined by the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board.”

5. To Consider and approve the Re-appointment of Mr. Ashok Kumar Matanhelia, Managing Director of the Company for the fresh term of 3 years w.e.f. 01/01/2026 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) read with schedule V of the said Act and Companies (Appointment of Key Managerial Personnel) Rules, 2014 as amended time to time with the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Ashok Kumar Matanhelia, Managing Director w.e.f. January 1, 2026 for the period of 3 years on such fresh terms and conditions as set out herein below, with liberty to the Board to alter and vary the terms and conditions of the remuneration so as not to exceed the limits as specified in Schedule V to the Companies Act, 2013, including any statutory modifications(s) or re- enactment(s) thereof for the time being in force or any amendments or modifications that may thereafter be made by the central Government.”

Salary: Rs. 5,50,000-50,000-6,50,000 P.M. for the respective three years.

Perquisites: Perquisites shall be allowed in addition to salary and shall be restricted to an amount equal to the annual salary or Rs. 6,00,000 p.a. whichever is less, provided that in no case, the total salary (including perquisites and allowances) being paid shall exceed the overall ceiling limit as prescribed in schedule V. The perquisites shall be allowed as under:

CATEGORY 'A'

- i) House Rent Allowance:** 50% of the salary over and above 10% payable by himself.
- ii) Furnishing, Gas Etc.:** The expenditure incurred by the Company on Gas, Electricity, Water, Furnishing including air conditioners, geysers shall be valued as per Income Tax Rules, 1962 subject to a ceiling of 10% of the salary of the managing director.
- iii) Medical Reimbursement:** Expenses incurred for the Managing Director and his family subject to a ceiling of one month's salary in a year or 2 month's salary over a period of 2 years.

Explanation: For the purpose of category 'A' family means the spouse, dependent children and parents of the Managing director.

CATEGORY 'B'

i) Contribution to provident fund, super-annuation fund, annuity fund: Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

ii) Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

Explanation: The perquisites shall mean as provided in the schedule V of the Companies Act, 2013.

Managing Director will also be entitled to leave on full pay and allowance as per rules of the company but not exceeding one month's leave for every eleven months of services to the condition that leave accumulated but not availed of will not be allowed to be encashed.

The Managing director shall also be entitled to reimbursement of all expenses incurred by him in the course of promoting the company's business, subject to such ceiling or expenses as may be imposed by the Board of Directors from time to time.

The Managing Director will also be entitled to reimbursement of travelling expenses including domestic and foreign from the Company upto Rupees ten lakhs for every year during his tenure.

"FURTHER RESOLVED THAT the remuneration as mentioned above including perquisites and reimbursement, in the event of loss in any financial year comprised in the aforesaid terms of re-appointment, shall not exceed the maximum permissible limit as prescribed under Part II of Schedule V of the Companies Act, 2013 or subject to the previous approval of Central Government, if required."

"FURTHER RESOLVED THAT in no circumstances the remuneration paid shall exceed the remuneration as laid down in schedule V to the Companies Act 2013."

"FURTHER RESOLVED THAT Mr. Ashok Kumar Matanhelia, Managing Director, Mr. Somil Matanhelia, Whole Time Director and Mr. Shobhit Matanhelia, Whole Time Director of the Company be and is hereby authorized to file all the statutory forms or related documents to give effect to this resolution."

Except Mr. Somil Matanhelia, Mr. Shobhit Matanhelia and Mrs. Usha Matanhelia, none of the Directors is interested in the said resolution.

6. To Consider and approve the Re-appointment of Mr. Somil Matanhelia, Whole Time Director of the Company for the fresh term of 3 years w.e.f. 01/01/2026 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) read with schedule V of the said Act and Companies (Appointment of Key Managerial Personnel) Rules, 2014 as amended time to time consent of the Member of the Company be and is hereby accorded for the re-appointment of Mr. Somil Matanhelia, Whole Time Director w.e.f. January 1, 2026 for the period of 3 years on such fresh terms and conditions as set out herein below, with liberty to the Board to alter and vary the terms and conditions including the remuneration so as not to exceed the limits as specified in Schedule V to the Companies Act, 2013, including any statutory modifications(s) or re- enactment(s) thereof for the time being in force or any amendments or modifications that may thereafter be made by the central Government."

Salary: Rs. 4,00,000 P.M. for the respective three years.

Perquisites: Perquisites shall be allowed in addition to salary and shall be restricted to an amount equal to the annual salary or Rs. 6,00,000 p.a. whichever is less, provided that in no case, the total salary (including perquisites and allowances) being paid shall exceed the overall ceiling limit as prescribed in schedule V. The perquisites shall be allowed as under:

CATEGORY 'A'

- i) **House Rent Allowance:** 50% of the salary over and above 10% payable by himself.
- ii) **Furnishing, Gas Etc.:** The expenditure incurred by the Company on Gas, Electricity, Water, Furnishing including air conditioners, geysers shall be valued as per Income Tax Rules, 1962 subject to a ceiling of 10% of the salary of the Whole time director.
- iii) **Medical Reimbursement:** Expenses incurred for the Whole time Director and his family subject to a ceiling of one month's salary in a year or 2 month's salary over a period of 2 years.

Explanation: For the purpose of category 'A' family means the spouse, dependent children and parents of the Whole Time Director.

CATEGORY 'B'

i) **Contribution to provident fund, super-annuation fund, annuity fund:** Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

ii) **Gratuity:** Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

Explanation: The perquisites shall mean as provided in the schedule V of the Companies Act, 2013.

Whole Time Director will also be entitled to leave on full pay and allowance as per rules of the company but not exceeding one month's leave for every eleven months of services to the condition that leave accumulated but not availed of will not be allowed to be encashed.

The Whole Time Director will also be entitled to reimbursement of travelling expenses including domestic and foreign from the Company upto Rupees ten lakhs for every year during his tenure.

"FURTHER RESOLVED THAT the remuneration as mentioned above including perquisites and reimbursement, in the event of loss in any financial year comprised in the aforesaid terms of re-appointment, shall not exceed the maximum permissible limit as prescribed under Part II of Schedule V of the Companies Act, 2013 or subject to the previous approval of Central Government, if required."

"FURTHER RESOLVED THAT in no circumstances the remuneration paid shall exceed the minimum remuneration laid down in schedule V."

"FURTHER RESOLVED THAT Mr. Ashok Kumar Matanhelia, Managing Director, Mr. Somil Matanhelia, Whole Time Director and Mr. Shobhit Matanhelia, Whole Time Director of the Company be and is hereby authorized to file all the statutory forms or related documents to give effect to this resolution."

Except Mr. Ashok Kumar Matanhelia, Mr. Shobhit Matanhelia and Mrs. Usha Matanhelia, none of the Directors is interested in the said resolution.

7. To Consider and approve the Re-appointment of Mr. Shobhit Matanhelia, Whole Time Director of the Company for the fresh term of 3 years w.e.f. 01/01/2026 and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) read with schedule V of the said Act and Companies (Appointment of Key Managerial Personnel) Rules, 2014 as amended time to time consent of the Member of the Company be and is hereby accorded for the re-appointment of Mr. Shobhit Matanhelia, Whole Time Director w.e.f. January 1, 2026 for the period of 3 years on such fresh terms and conditions as set out herein below, with liberty to the Board to alter and vary the terms and conditions including the remuneration so as not to exceed the limits as specified in Schedule V to the Companies Act, 2013, including any statutory modifications(s) or re- enactment(s) thereof for the time being in force or any amendments or modifications that may thereafter be made by the central Government."

Salary: Rs. 3,25,000 P.M. for the respective three years.

Perquisites: Perquisites shall be allowed in addition to salary and shall be restricted to an amount equal to the annual salary or Rs. 6,00,000 p.a. whichever is less, provided that in no case, the total salary (including perquisites and allowances) being paid shall exceed the overall ceiling limit as prescribed in schedule V. The perquisites shall be allowed as under:

CATEGORY 'A'

i) House Rent Allowance: 50% of the salary over and above 10% payable by himself.

ii) Furnishing, Gas Etc.: The expenditure incurred by the Company on Gas, Electricity, Water, Furnishing including air conditioners, geysers shall be valued as per Income Tax Rules, 1962 subject to a ceiling of 10% of the salary of the Whole time director.

iii) Medical Reimbursement: Expenses incurred for the Whole time Director and his family subject to a ceiling of one month's salary in a year or 2 month's salary over a period of 2 years.

Explanation: For the purpose of category 'A' family means the spouse, dependent children and parents of the Whole Time Director.

CATEGORY 'B'

i) Contribution to provident fund, super-annuation fund, annuity fund: Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

ii) Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

Explanation: The perquisites shall mean as provided in the schedule V of the Companies Act, 2013.

Whole Time Director will also be entitled to leave on full pay and allowance as per rules of the company but not exceeding one month's leave for every eleven months of services to the condition that leave accumulated but not availed of will not be allowed to be encashed.

The Whole Time Director will also be entitled to reimbursement of travelling expenses including domestic and foreign from the Company upto Rupees ten lakhs for every year during his tenure.

"FURTHER RESOLVED THAT the remuneration as mentioned above including perquisites and reimbursement, in the event of loss in any financial year comprised in the aforesaid terms of re-appointment, shall not exceed the maximum permissible limit as prescribed under Part II of Schedule V of the Companies Act, 2013 or subject to the previous approval of Central Government, if required."

"FURTHER RESOLVED THAT in no circumstances the remuneration paid shall exceed the minimum remuneration laid down in schedule V."

"FURTHER RESOLVED THAT Mr. Ashok Kumar Matanhelia, Managing Director, Mr. Somil Matanhelia, Whole Time Director and Mr. Shobhit Matanhelia, Whole Time Director of the Company be and is hereby authorized to file all the statutory forms or related documents to give effect to this resolution."

Except Mr. Ashok Kumar Matanhelia, Mr. Somil Matanhelia and Mrs. Usha Matanhelia, none of the Directors is interested in the said resolution.

8. Approval for proposed transaction into Related Party Transactions by the Company at arm's length price and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation and approval of the Board and Audit Committee in the meeting held on 29.05.2025, the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties at arms length price and for the maximum amounts per annum, as mentioned herein below:

No.	Name of the related party	Nature of contracts/ arrangement/transactions	Maximum amount per transaction as below, in a year per Company / firm
1.	Poorvanchal Acid Pvt. Ltd.	Trading Business	Rs. 10,00,00,000/- (Rupees Ten Crores Only)
2.	Pashupati Roadways	Availing services for transportations of goods	Rs. 5,00,00,000/- (Rupees Five Crores Only)
3.	Pashupati Enterprises	Leasing of property	Rs. 5.00,000/- (Rupees Five Lakhs Only)
4.	Mrs Usha Matanhelia	Office Building Rent	Rs. 20,00,000/- (Rupees Twenty Lakhs Only)

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

For Asian Fertilizers Limited

Sd/-

Kunika Meghani

Company Secretary & Compliance Officer

Date: 29/05/2025

Place: Gorakhpur

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and under Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, and Circular No. 02/2021 dated January 13, 2021, and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast votes for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM to participate there and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted to reckon the quorum under Section 103 of the Companies Act, 2013.
5. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed thereto in respect of items set out in the notice.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, and May 05, 2020, the Company is providing the facility of

remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with the National Securities Depository Limited (NSDL) to facilitate voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.asianfertilizers.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, and MCA Circular No. 2/2021 dated January 13, 2021.

- a. In terms of section 152 of the Act, Mr. Somil Matanhelia (DIN: 01738413), Director, retire by rotation at the meeting and being eligible, offer him- self for re-appointment.

Details of Director retiring by rotation, appointment/re-appointment as required to be provided pursuant to the provision of (i) the Securities and Exchange Board of India (LODR) Regulation, 2015 and (ii) Secretarial Standard on General Meeting (SS-2), issued by the institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Somil Matanhelia
DIN	01738413
Date of Birth	12/12/1981
Age	43
Qualification	MBA (Marketing & Finance)
Date of first appointment on the Board	01/07/2007
Shareholding in the Company	4.04%

Relationship with other Directors & KMP	Son of Ashok Kumar Matanhelia (MD) and Usha Matanhelia (Women Director) and Brother of Shobhit Matanhelia (WTD)
Number of meetings of the Board attended during the financial year	4
Directorship held in other Companies in India	2
Membership/chairmanship of Committees of other Boards	N.A.

9. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become members of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 22-09-2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. 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 can reset your password by using the "Forgot User Details/Password" or "Physical User Reset Password" option available at www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Members of the Company after sending the Notice and holding shares as of the cut-off date i.e. 22-09-2025 may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 27-09-2025, at 09:00 A.M. and ends on 29-09-2025, at 05:00 P.M. 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. 22-09-2025, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date, being 22-09-2025.

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

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

Step 1: Access to the NSDL e-Voting system

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

In terms of the SEBI circular dated December 9, 2020, on the 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 to access the e-voting facility.

The 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value-added services. Click on "Access to e-voting" under e-voting services and you will be able to see the e-voting page. Click on company name or e-voting service provider i.e. 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.2. If you are 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.jsp3. Visit the e-voting website of NSDL. Open a 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 the e-voting system is launched, click on the icon "Login" is available under the '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 the e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or join virtual meeting below for seamless voting experience & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for a seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders
holding securities in demat

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New system Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the voting is in progress as per the information provided by the 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 meetings & voting during the meeting. Additionally, there are 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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 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 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.

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. upon logging in, you will be able to see the e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after a successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or join virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve their User Id/Password are advised to use the Forget User ID and Forget Password option available at the above-mentioned website.

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

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request to evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at the helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 21 09911

B) Login Method for e-voting and joining virtual meeting 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 e-services i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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'?
 - 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. 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 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 who's voting cycle and General Meeting is in activestatus.
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 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 email to adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login.
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.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for share-holders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call 022-4886 7000 or send a request to Mr. at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and passwords and registration of email 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 afl@asianfertilizers.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 the statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to afl@asianfertilizers.com. If you are individual shareholders holding securities in demat mode, you are requested to refer to the login method explained in **step 1 (A) i.e. Login method for e-voting and joining virtual meetings for Individual shareholders are holding securities in demat mode.**
3. Alternatively shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing the above-mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on the e-voting facility provided by Listed Companies and 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 to access the e-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the 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 the link of "VC/OAVM" placed under the **"Join Meeting"** menu against the company name. You are requested to click on the VC/OAVM link placed under the Join Meeting menu. The link for VC/OAVM will be available in the Shareholder/Member login where the EVEN of the 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 a better experience.
3. Further Members will be required to allow a Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
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, and mobile number at afl@asianfertilizers.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during the meeting.



ASIAN
fertilizers ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.S. Bhatnagar & Associates, Cost Accountant, New Delhi as Cost Auditor to conduct the audit of the cost records of fertilizers phosphate of the Company for the financial year ending March 31, 2026 at a remuneration of Rs. 50000/- plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the cost audit.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution.

ITEM NO. 4

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act. Additionally, a listed entity must appoint a Secretarial Auditor for a terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Mr. Awashesh Dixit, Company Secretary, as the Secretarial Auditors of the Company for a period of five years, commencing from September 30, 2025, to September 30, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

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e-mail-afl@asianfertilizers.com

Factory :
Village : Deokahiya,
Sardar Nagar, Gorakhpur
PAN No.: AABCA1682L
GSTIN : 09AABCA1682L1Z1

ITEM NO. 5

Mr. Ashok Kumar Matanhelia (**DIN: 01763776**) was re-appointed as the Managing Director of the Company. In appreciation of the dedicated services and having regard to the increased responsibilities shouldered and rich & diversified experience in the industry and improved performance of the Company, In view of increased contribution made by him in the management of affairs of the Company, Company decided to re-appointment him with fresh terms and conditions as per Companies Act, 2013 w.e.f. 01/01/2026 pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions and subject to the provisions of schedule V of the Companies Act, 2013.

As per sub section (4) of section 196 the terms and conditions of the appointment of the Managing Director and sub section (4) of section 197 the terms and conditions of the remuneration payable shall be subject to the approval by the shareholder in the Annual general meeting. Therefore, the Board of directors of the Company places the proposal in the Annual general meeting for the approval of the shareholders by way of passing of ordinary resolution. Brief resume of Mr. Ashok Kumar Matanhelia pursuant to SEBI (LODR), 2015 is given below:

Qualification:	Graduate
Experience	He has an industrial vast experience in the phosphatic fertilizer industry and associated with company from the very beginning as a promoter.
Relationship with other directors and KMP	Husband of Mrs. Usha Matanhelia and father of Mr. Somil Matanhelia and Mr. Shobhit Matanhelia (WTD's)
Directorship in other Companies	1
Membership / chairmanship in Committees of other Companies	0

Mr. Ashok Kumar Matanhelia is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Managing Director.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Somil Matanhelia, Mrs. Usha Matanhelia, Mr. Shobhit Matanhelia) are, in any way, concerned or interested, financially or otherwise, in this resolutions.

ITEM NO. 6

Mr. Somil Matanhelia (**DIN: 01738413**) who was Whole Time Director of the Company. But in view of increased contribution made by him in the management of affairs of the Company, Company decided to re-appointment him with fresh terms and conditions as per Companies Act, 2013 w.e.f. 01/01/2026 pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions and subject to the provisions of schedule V of the Companies Act, 2013.

As per sub section (4) of section 196 the terms and conditions of the appointment of the Whole Time Director and sub section (4) of section 197 the terms and conditions of the remuneration payable shall be subject to the approval by the shareholder in the Annual general meeting. Therefore the Board of directors of the Company place the proposal in the Annual general meeting for the approval of the shareholders by way of passing ordinary resolution.

Brief resume of Mr. Somil Matanhelia pursuant to SEBI (LODR), 2015 is given below:

Qualification	MBA
Experience	Marketing and Finance
Relationship with other directors and KMP	Son of Mrs. Usha Matanhelia and Ashok Matanhelia and brother of Mr. Shobhit Matanhelia (WTD's)
Directorship in other Companies	2
Membership / chairmanship in Committees of other Companies	0

Mr. Somil Matanhelia is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Whole Time Director.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Ashok Kumar Matanhelia, Mrs. Usha Matanhelia, Mr. Shobhit Matanhelia) are, in any way, concerned or interested, financially or otherwise, in this resolutions.

ITEM NO. 7

Mr. Shobhit Matanhelia (**DIN: 07110180**) who was Whole Time Director of the Company. But in view of increased contribution made by him in the management of affairs of the Company, Company decided to re-appointment him with fresh terms and conditions as per Companies Act, 2013 w.e.f. 01/01/2026 pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions and subject to the provisions of schedule V of the Companies Act, 2013.

As per sub section (4) of section 196 the terms and conditions of the appointment of the Whole Time Director and sub section (4) of section 197 the terms and conditions of the remuneration payable shall be subject to the approval by the shareholder in the Annual general meeting. Therefore the Board of directors of the Company place the proposal in the Annual general meeting for the approval of the shareholders by way of passing ordinary resolution.

Brief resume of Mr. Somil Matanhelia pursuant to SEBI (LODR), 2015 is given below:

Qualification	MBA
Experience	Marketing and Finance
Relationship with other directors and KMP	Son of Mrs. Usha Matanhelia and Ashok Matanhelia and brother of Mr. Somil Matanhelia (WTD's)
Directorship in other Companies	2
Membership / chairmanship in Committees of other Companies	0

Mr. Shobhit Matanhelia is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Whole Time Director.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Ashok Kumar Matanhelia, Mrs. Usha Matanhelia, Mr. Shobhit Matanhelia) are, in any way, concerned or interested, financially or otherwise, in this resolutions.

ITEM NO 8

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 govern the Related Party Transactions for entering into any contract, transactions or arrangement with the related party(ies), the Company obtain the approval of Shareholders by way of a Resolution as prescribed in rule 15 of the Companies(Meeting of Board and its Power) Rules,2014 in the following matters:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, Services or property;
6. Such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013). The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

- 1) Name of the Related Party (Given in Below table)
- 2) Name of the Director or Key Managerial Personnel who is related, if any (Given in below table)
- 3) Nature of Relationship (Given in below table)

Name of the Related Party	Name of the Director/KMP who is related and their nature of relationship
Poorvanchal Acid Pvt. Ltd.	Mr. Somil Matanhelia, Whole Time Director and Mr. Shobhit Matanhelia, Whole Time Director are Common Directors and promoters carry shareholding interest.
Pashupati Roadways	Mr. Somil Matanhelia is a proprietor of the Company.

- 4) Nature, material terms, monetary value and particulars of the contract or arrangement: The details are as mentioned below:
 - a) **Sale, purchase or supply of any goods or materials:** The Company has entered into sale purchase business of Raw material and Finished Product with M/s Poorvanchal Acid Pvt. Ltd. on arm's length basis for a maximum transaction for the financial year 2025-26 is Rs. 100000000/- (Rupees ten crore only).
 - b) **Leasing/ Renting of property:**
 - (i) The Company has also given on lease a part of factory premise located at Sardar Nagar, to Pashupati enterprises, owned by Directors Relative, on a Yearly lease rent payment of 3 lac. The amount being received is on arms length basis.

- (ii) The Company has also taken on rent a office premise located at Park Road, Gorakhpur, which is owned by Mrs. Usha Matanhelia, Women Director of the Company, on a maximum yearly rent payment of Rs. 2000000/- . The amount being paid is on arms length basis.
- c) **Availing or rendering of any services:** The Company has entered a contract for availing services for transportations of goods from Pashupati Roadways which is owned by his Director of the Company. The amount being paid for each service is on arm's length basis.

After recommendation of the Audit Committee, the Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company. Your Directors recommend passing of this resolution by way of an ordinary resolution.

Except Mr. Ashok Kumar Matanhelia, Mr. Somil Matanhelia, and Mr. Shobhit Matanhelia and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

For Asian Fertilizers Limited

Date: 29/05/2025

Place: Gorakhpur

sd/-
Kunika Meghani
Company Secretary &
Compliance Officer