



NOTICE

NOTICE is hereby given that the 37th (Thirty Seventh) Annual General Meeting of the members of **Asian Fertilizers Limited** will be held on Saturday, 24/09/2022 at 03:00 PM 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, 2022 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, 2022 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, Whole Time Director (**DIN 01738413**), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment as a Whole Time 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, Whole Time Director (**DIN 01738413**), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Whole Time 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, 2023 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

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 : 09AABCA1682L1Z1

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, 2023, be and is hereby ratified.”

“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. 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. 01/01/2023 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, 2023 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. 4,50,000 -50,000- 5,50,000 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.

“FURTHER RESOLVED THAT the remuneration as mentioned above, 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 the Board of Directors 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.

The abstracts of terms and conditions for appointment of MD shall be open for inspection by shareholders during business hours without payment of fees pursuant to section 190 of Companies Act, 2013.

5. 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. 01/01/2023 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, 2023 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 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.

“FURTHER RESOLVED THAT the remuneration as mentioned above, 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 the Board of Directors 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.

The abstracts of terms and conditions for appointment of Whole time director shall be open for inspection by shareholders during business hours without payment of fees pursuant to section 190 of Companies Act, 2013.

6. 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. 01/01/2023 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, 2023 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. 2,50,000 – 25,000 – 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 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.

“FURTHER RESOLVED THAT the remuneration as mentioned above, 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 the Board of Directors 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.

The abstracts of terms and conditions for appointment of Whole time director shall be open for inspection by shareholders during business hours without payment of fees pursuant to section 190 of Companies Act, 2013.

Date: 13/08/2022

For Asian Fertilizers Limited

Place: Gorakhpur

Kunika Meghani
Company Secretary &
Compliance Officer

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the 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 the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 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 for the purpose of reckoning 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 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as 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), Whole Time Director, retire by rotation at the meeting and being eligible, offer himself 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	40 years
Qualification	MBA
Date of first appointment on the Board	01/07/2007
Shareholding in the Company	4.04%
Relationship with other directors and KMP	Son of Ashok Kumar Matanhelia (MD) and Mrs. Usha Matanhelia & brother of Mr. Shobhit Matanhelia (WTD)
Number of meetings of the Board attended during the financial year	6
Directorship held in other Companies in India	2
Membership/chairmanship of Committees of other Boards	N.A

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

The remote e-voting period begins on wednesday, 21st September, 2022 at 09:00 A.M. and ends on Friday, 23rd September, 2022 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. 16/09/2022, 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 16/09/2022.

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. 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 , this 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 e-Voting page. 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 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 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting

	<p>your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider 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.</p>

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 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 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.

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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) 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.
 - 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 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 adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in. 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 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 1020 990 and 1800 22 44 30 or send a request to Soni Singh at evoting@nsdl.co.in

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 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 statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to afl@asianfertilizers.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 shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is 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 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 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. Member 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 link of “VC/OAVM link” placed under “**Join 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.
3. Further Members will be required to allow 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, mobile number at afl@asianfertilizers.com . The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



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, 2023 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, 2023.

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

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-appoint him with fresh terms and conditions as per Companies Act, 2013 w.e.f. 01/01/2023 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 place 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 have 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.

The Board recommends the Ordinary Resolutions as set out at Item Nos. 4 of the Notice for approval of the shareholders.

ITEM NO. 5

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. 01/01/2023 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.

The Board recommends the Ordinary Resolutions as set out at Item Nos. 5 of the Notice for approval of the shareholders.

ITEM NO. 6

Mr. Shobhit Matanhelia 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. 01/01/2023 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.

The Board recommends the Ordinary Resolutions as set out at Item Nos. 5 of the Notice for approval of the shareholders.

Date: 13/08/2022

Place: Gorakhpur

For Asian Fertilizers Limited

Kunika Meghani
Company Secretary &
Compliance Officer