



NOTICE

NOTICE is hereby given that the 35th (Thirty Fifth) Annual General Meeting of the members of Asian Fertilizers Limited will be held on Saturday, 26/09/2020 at 12:00 Noon 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, 2020 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, 2020 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. Shobhit Matanhelia, (Whole Time Director) (DIN 07110180), 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. Shobhit Matanhelia, (Whole Time Director) (DIN 07110180), 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, 2021 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, 2021, 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. 01/01/2020 and in this regard to

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

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, 2020 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. 3,50,000 -50,000- 4,50,000 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. 01/01/2020 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, 2020 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. 3,00,000 -50,000- 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 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."

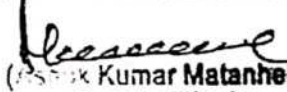
Except Mr. Ashok Kumar Matanhelia, Mr. Shobhit Matanhelia and Mrs. Usha Matanhelia, none of the Directors is interested in the said resolution.

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.

Date: 27/06/2020

Place: Gorakhpur

For Asian Fertilizers Limited
FOR ASIAN FERTILIZERS LTD.


(Ashok Kumar Matanhelia)
Managing Director
Ashok Kumar Matanhelia
Managing Director

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Notes:

1. General Instructions for accessing and participating in the 35th AGM through VC/OAVM facility and voting through electronic means including remote e voting
 - a. 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, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) 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.
 - b. 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 thereat and cast their votes through e-voting.
 - c. 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 EGM/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.
 - d. 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.
 - e. 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.
 - f. 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.
 - g. 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 Exchange 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.
 - h. In terms of section 152 of the Act, Mr. Shobhit Matanhelia (DIN: 07110180), 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	Shobhit Matanhelia
DIN	07110180
Date of Birth	11/11/1989
Age	31
Qualification	MBA
Area of Expertise	Marketing & Finance
Date of first appointment on the Board	14/02/2015
Shareholding in the Company	4.55%
Relationship with other directors and KMP	Son of Ashok Kumar Matanhelia (MD) and Mrs. Usha Matanhelia & Brother of Mr. Somil Matanhelia (WTD)
Number of meetings of the Board attended during the financial year	4
Directorship held in each other Companies in India	3
Membership/chairmanship of Committees of other Boards	NA
Remuneration last drawn	Rs. 225000/-

- (i) In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote at the meeting.
- (j) **Members are requested to submit their valid corresponding address proof for the updation of Company record or advise any change in their address with contact details by quoting their folio number to the Company/RTA for the future correspondence.**
- (k) **SEBI vide circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated the submission of copy of Permanent Account Number (PAN) by every participant in securities market. Therefore, members are requested to submit copy of their PAN and bank account details. (Original cancelled cheque leaf/attested bank passbook showing name of account holder) to Company/skyline.**
- (l) **In the support of Green Initiative in Corporate Governance, members are requested to register their e mail address(es) and change therein from time to time, by directly sending the relevant e mail address along with details of name, address, folio no, shares held:**

- (l) To the registrar and share transfer agent, M/s Skyline Financial Services Pvt Ltd, or Company for shares held in physical form/Demat;
Upon registration of the email address (es), the Company proposes to send notices, Annual Report and such other documents to those Members via electronic mode/e mail.
- (m) 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
- (n) The remote e voting period begins on 23 September, 2020 at 9:00 AM and ends on 25th September, 2020 at 5:00 PM. The Remote e voting module shall be disabled by NSDL for voting thereafter.

Instructions for Members for Remote E voting;

- (i) Members should log on to the e voting system at www.evoting.nsdl.com during the login period.
- (ii) After login a new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- (iii) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

- (iv) Your password details are given below:
- a) If you are already registered for e-Voting, then you can user 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) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- i) 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.
- ii) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii) 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.
- iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- d) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- e) Now, you will have to click on "Login" button.
 - f) After login select "EVSN" of Company for which you wish to cast your vote.
 - g) Now you are ready for e-voting as the voting page opens.
 - h) 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.
 - i) After receiving confirmation, the message "vote cast successfully" will be displayed.
 - j) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (o) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in

INSTRUCTIONS FOR VIDEO CONFERENCING:-

- 1) Before joining the meeting members/viewers should download cisco WebEx, webinar in advance and ready to connect fast for meeting.
- 2) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e voting system. Members may access the same at <http://www.evoting.nsdl.com> under shareholders/members login by using the remote e voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVSN 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. Further members can also use the OTP based login for logging into the e Voting system of NSDL.
- 3) Further Members will be required to allow Camera and use internet with a good speed to avoid any disturbance during the meeting.
- 4) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email ID, mobile number at afl@asianfertilizers.com
- 5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account/folio number, email ID, mobile number at afl@asianfertilizers.com. The same will be relied 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, 2021 at a remuneration of Rs. 64000/- 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, 2021.

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 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. 01/01/2020 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. 01/01/2020 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	Son of Mrs. Usha Matanhelia and Ashok Matanhelia and brother

and KMP	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.

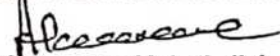
Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Ashok Kumar Matanhelia, Mrs. Usha Matanhelia, Mr. Shobhit Matanhelia) are, in any way, concerned or interested, financially or otherwise, in this resolutions.

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

Date: 27/06/2020

Place: Gorakhpur

For Asian Fertilizers Limited
FOR ASIAN FERTILIZERS LTD.


(Ashok Kumar Matanhelia)

Managing Director

DIN: 01763776

Ashok Kumar Matanhelia

Managing Director

DIN: 01763776

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