



**NOTICE**

**NOTICE** is hereby given that the **33<sup>rd</sup> (Thirty Third) Annual General Meeting** of the members of **Asian Fertilizers Limited** will be held on Saturday, September 29, 2018 at 10:00 A.M. at Hotel Saurabh, Birhana Road, The Mall, Kanpur – 208 001, Uttar Pradesh, 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, 2018 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, 2018 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 Mrs. Usha Matanhelia (**DIN: 03454979**), who retires by rotation at this Annual General Meeting and being eligible, offers herself 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. Usha Matanhelia (**DIN: 03454979**), who retires by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Statutory Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the

**Regd. Office :**

Flat No. 202, Preet Garden  
3A/172, Azad Nagar, Kanpur - 208002  
CIN No. L99999 UP1999PLC007621  
Website : [www.asianfertilizers.com](http://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](mailto:af@asianfertilizers.com)

**Factory :**

Village : Deokahiya,  
Sardar Nagar, Gorakhpur  
PAN No.: AABCA1682L  
GSTIN : 08AABCA1682L1ZI

recommendation of the Audit Committee of the Board of Directors, M/s Rajeev Prem & Associates, Chartered Accountant, (FRN: 008905C) Kanpur, who have furnished the eligibility certificate under Section 141 of the Companies Act, 2013 be and is hereby appointed as the Statutory Auditor of the Company from the conclusion of ensuing Annual General Meeting till the conclusion of 38<sup>th</sup> Annual General Meeting to be held for the financial year ending on March 31, 2023 at such remuneration as shall be mutually decided by the Board of Directors plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the Statutory Audit of the account of the Company.”

**SPECIAL BUSINESS:**

4. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 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), M/s K. S. Bhatnagar & Associates, Cost Accountant, New Delhi, who was appointed as Cost Auditor by the Board of Directors of the Company, on the recommendation by audit committee to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be paid the remuneration recommended by audit committee, mutually decided plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the cost audit.”

“**RESOLVED FURTHER THAT** Mr. Ashok Kumar Matanhelia, Managing Director and Mr. Somil Matanhelia, WTD 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.”

5. To approve the increment in salary of Mr. Ashok Kumar Matanhelia, Managing Director of the Company for the remaining tenure of appointment and in this regard, pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 196 & 197 read with Schedule V of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the consent of shareholders of the Company be and are hereby accorded to revise the remuneration of Mr. Ashok Kumar Matanhelia, Managing Director w.e.f. 01/04/2018 for remaining period of his tenure of appointment on such terms and conditions set out herein below as approved by the Nomination and Remuneration Committee and Board of Directors in its meeting:

**Basic Salary:** Rs. 2,00,000 P.M. for remaining period.

**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.

iii) **Leave Encashment:** 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 to a ceiling of Rs. 10,000/- per annum."

**"RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year the remuneration payable to the Mr. Ashok Matanhelia, 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."

**"RESOLVED FURTHER THAT** Mr. Somil Matanhelia, Whole Time Director and Mr. Shobhit Matanhelia, Whole time Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution including filing of all the statutory forms to Registrar of Companies."

6. To approve the increment in salary of Mr. Somil Matanhelia, Whole time director of the company for the remaining tenure of appointment and in this regard, pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 196 & 197 read with Schedule V of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the consent of shareholders of the Company be and are hereby accorded to revise the remuneration of Mr. Somil Matanhelia, whole time Director w.e.f. 01/04/2018 for remaining period of his tenure of appointment on such terms and conditions set out herein

below as approved by the Nomination and Remuneration Committee and Board of Directors in its meeting:

**Basic Salary:** Rs. 1,50,000 P.M. for remaining period.

**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.

The Whole Time Director shall also be entitled to reimbursement of all expenses incurred by him in the course of promoting the company's business to a ceiling of Rs. 10,000/- per annum."

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year the remuneration payable to the Mr. Somil Matanhelia, 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.”

**“RESOLVED FURTHER THAT** Mr. Ashok Kumar Matanhelia, Managing Director and Mr. Shobhit Matanhelia, Whole Time Director of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution including filing of all the statutory forms to Registrar of Companies. .”

7. To re- appoint Mr. Shobhit Matanhelia, Whole time director of the Company w.e.f. 01/01/2019 and in this regard, pass the following resolution as a **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 from time to time consent of the Members of the Company be and are hereby accorded for the re-appointment of Mr. Shobhit Matanhelia, Whole Time Director w.e.f. 1<sup>st</sup> January, 2019 for the period of 3 years on such terms and conditions as set out herein below as approved by the Nomination and Remuneration Committee and Board of Directors, 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 of 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:** Salary: Rs. 1,25,000 P.M.

**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.

The Whole time Director shall also be entitled to reimbursement of all expenses incurred by him in the course of promoting the company's business to a ceiling of Rs. 10,000/- per annum.

**“RESOLVED FURTHER THAT** pursuant to the provisions of section 196 & 197 read with Schedule V of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the consent of shareholders of the Company be and are hereby accorded to approve the revised remuneration as above of Mr. Shobhit Matanhelia, whole time Director w.e.f. 01/04/2018 for remaining period of this tenure of appointment (i.e. 01/04/2018-

31/12/2018) on such terms and conditions set out above as approved by the Nomination and Remuneration Committee and Board of Directors in its meeting.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year the remuneration payable to the Mr. Shobhit Matanhelia, 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.”

**“RESOLVED FURTHER THAT** Mr. Ashok Kumar Matanhelia, Managing director and Mr. Somil Matanhelia, Whole time Director of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution including filing of all the statutory forms to Registrar of Companies.”

**For Asian Fertilizers Limited**

*Kunika*

Date: 13/08/2018

Place: New Delhi

Kunika Meghani

Company Secretary

Mem. No. 46562



## NOTES:

1. **A member entitled to attend and vote at the 33th (thirty third) Annual General Meeting (the “meeting”) of the Company is entitled to appoint a proxy or proxies to attend and vote on a poll instead of himself/herself and such a proxy/proxies need not be a member of the Company. The instrument appointing the proxy, form MGT-11 should, however, be deposited at the Registered Office /Administrative Office of the Company not less than 48 hours before the commencement of the Meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending Meeting.**

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature of the representative authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Attendance slip, proxy form and the route map of venue of the Meeting are annexed hereto.
4. 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.
5. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Instruction and other

information relating to e-voting are given in the notice under Note No. 19.

6. In terms of Section 152 of the Act, Mrs. Usha Matanhelia (DIN: **03454979**), Director, retire by rotation at the Meeting and being eligible, offer himself for re-appointment.

Details of Director retiring by rotation, 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:

Qualification	Post Graduate in Economics
Experience	Chemical and Fertilizer Industry
Terms and Condition of Re-appointment	As per resolution passed by the shareholders at the Annual General Meeting held on September 29, 2011, Mrs. Usha Matanhelia was appointed as a Non-executive Director of the Company.
Date of first appointment on the Board	April 12, 2011
Shareholding in the Company	0.94%
Relationship with other directors and KMP	Wife of Mr. Ashok Kumar Matanhelia (MD) and Mother of Mr. Somil Matanhelia and Mr. Shobhit Matanhelia (WTD's)
Number of meetings of the Board attended during the financial year	4
Directorship of other Boards	0
Membership / chairmanship of Committees of other Boards	0

7. Mrs. Usha Matanhelia is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to her appointment. Mr. Ashok Kumar Matanhelia, Mr. Somil Matanhelia, Mr. Shobhit Matanhelia being related to Mrs. Usha Matanhelia may be

deemed to be interested in the resolution set out at Item No. 2 of the Notice.

8. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy (ies) of their Annual Report. `
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Administration Office of the Company during business hours (10:00 A.M. to 6:00 P.M.) on all working days up to the date of Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
11. The Company's Registrars & Share Transfer Agents (RTA) for its share registry (both, physical as well as electronic) is M/s Skyline Financial Services Private Limited having its office D-153 A, 1<sup>st</sup> Floor, Okhla Industry Area, phase 1, New Delhi – 110 020.
12. Member are requested to advise any change in their address by quoting their folio number to the Company / RTA.
13. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member can submit their PAN to Company / Skyline.
14. Members who have not registered / update their email address with Company / skyline, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
15. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company or Skyline, for consolidation into a single folio.
16. Non- Resident Indian members are requested to inform Skyline / respective DPs, immediately of change in their residential status on return to India for permanent settlement.
17. Annual Report along with attendance slip, proxy form and route map of the venue of the meeting are being sent in electronic mode to members whose email ID's are registered

with the Company unless the members have registered their request for a hard copy of the same. Physical copy of the Annual Report along with attendance slip, proxy form and route map of the venue of the meeting are being sent to those members who have not registered their e-mail ID's with the Company. Members who have received attendance slip in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter to attend AGM.

18. Members desirous of obtaining any information with regard to the Annual Reports, are requested to write to the Company's Administrative Office at Gorakhpur at least ten days before the date of Annual General Meeting. So that, the information can be made available at the meeting.
19. The information & instructions for the shareholders for remote e-voting are as under:
  - i) Pursuant to the Provision of Sections 108 and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Amendments Rules, 2015 and regulation 44 of SEBI (Listing Obligation And Disclosure Requirements) Regulation, 2015 the business shall be transacted through electronic voting system and Company is pleased to provide to its members the facility to exercise their right to vote on resolution proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting).
  - ii) The facility for voting will be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting.
  - iii) The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again.
  - iv) A member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
  - v) The Company has engaged the services of Central Depository Services (India) Limited

("CDSL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting.

- vi) The Board of Directors of the Company has appointed Mr. Adesh Tandon, Practicing Company Secretary (Membership No. F2253 and Certificate of Practice No.1121), as 'Scrutinizer' to scrutinize the remote e-voting and poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- vii) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, that is, Saturday, September 22, 2018.
- viii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / Insta Poll. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
- ix) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from Skyline.
- x) A copy of this notice has been placed on the CDSL website at [www.evotingindia.com](http://www.evotingindia.com) and Company's website [www.asianfertilizers.com](http://www.asianfertilizers.com).
- xi) The remote e-voting facility will be available during the following period:
  - **Commencement of remote e-voting: From 9:00 a.m. (IST) on Wednesday, September 26, 2018**
  - **End of remote e-voting: Up to 5:00 p.m. (IST) on Friday, September 28, 2018**The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- xii) The Scrutinizer shall immediately after the conclusion of voting at the Annual General

Meeting first counts the votes cast at the meeting thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than 3 days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, and submit the same to the Chairman of the Company.

xiii) The results declared along with the consolidated scrutinizer's report shall be placed on the CDSL website [www.evotingindia.com](http://www.evotingindia.com) and Company's website [www.asianfertilizers.com](http://www.asianfertilizers.com). The results shall simultaneously be communicated to the Bombay Stock Exchange.

xiv) **Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, that is, Saturday, September 29, 2018.**

xv) Information and instructions relating to remote e-voting:

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab.
- c. Select the "Asian Fertilizers Limited" form the drop down menu and click on submit.
- d. Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and physical form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
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	<p>Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.</p> <p>In case the sequence no. is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
<b>DOB</b>	Enter the Date of Birth (dd/mm/yy) as recorded in your demat account or in the Company records in order to login.
<b>Dividend</b>	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
<b>Bank Details</b>	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the No. of shares in the Dividend Bank details field.

- (h) After entering these details appropriately, click on “SUBMIT” tab.
- (i) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the “EVSN” for the relevant Asian Fertilizers Limited on which you choose to vote.
- (l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same

the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.

- (m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (n) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take a print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (q) Note for Institutional Shareholders (non-individual shareholder).

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to in <https://www.evotingindia.com> and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xvi) In case you have any queries or issues regarding e-voting, you may contact Mr. Mehboob Lakhani at 022-2272-5040, or Mr. Anand Tirodkar at 022-2272-8153 or Helpdesk No. 1800-200-5533 (Toll Free) or write an email to



helpdesk.evoting@cdslindia.com.

(xvii) [investor@asianfertilizers.com](mailto:investor@asianfertilizers.com) has been designated for the purpose of registering complaints by investor, pursuant to SEBI [Listing Obligation and Disclosure Requirements] Regulation, 2015 (Listing Regulation).

For Asian Fertilizers Limited

Date: 13/08/2018

Place: New Delhi



Kunika Meghani

Company Secretary

Membership No. 46562

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

### **ITEM NO. 4**

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 the Company for the financial year ending March 31, 2019 at a remuneration mutually decided 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 has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019.

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. 5**

Mr. Ashok Kumar Matanhelia (**DIN: 01763776**) was appointed as the Managing Director of the Company in earlier years. 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, Board of directors at its meeting held on 05/01/2017 approved the re-appointment on enhanced remuneration of the managing director of the Company as recommended by nomination and remuneration

committee on fresh terms and condition for a period of three years w.e.f. 05/01/2017 which was approved by the members of the Company at the 32<sup>nd</sup> Annual General Meeting. But in view of increased contribution made by him in the management of affairs of the Company, Board at its meeting held on 18/05/2018 on the recommendation of the Nomination and remuneration committee approved the revision in terms and conditions of remuneration subject to the approval of members, for the remaining period of the appointment as per Companies Act, 2013 w.e.f. 01/04/2018 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 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 Special resolution.

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. Further, none of the Company in any affected by the aforesaid Resolution.

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

#### **ITEM NO. 6**

Mr. Somil Matanhelia (**DIN: 01738413**) was appointed as the Whole Time Director of the Company in earlier years. 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, Board of directors at its meeting held on 05/01/2017 approved the re-appointment on enhanced remuneration of the Whole Time director of the Company as recommended by nomination and remuneration

committee on fresh terms and condition for a period of three years w.e.f. 05/01/2017 which was approved by the members of the Company at the 32<sup>nd</sup> Annual General Meeting. But in view of increased contribution made by him in the management of affairs of the Company, Board at its meeting held on 18/05/2018 on the recommendation of the Nomination and remuneration committee approved the revision in terms and conditions of remuneration subject to the approval of members, for the remaining period of the appointment as per Companies Act, 2013 w.e.f. 01/04/2018 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 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 Special resolution.

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. . Further, none of the Company in any affected by the aforesaid Resolution.

The Board recommends the Special Resolutions as set out at Item Nos. 6 of the Notice for approval of the shareholders.

#### **ITEM NO. 7**

Mr. Shobhit Matanhelia (**DIN: 07110180**) was appointed as the Whole Time Director of the Company w.e.f. 01/01/2016 for the period of three years. In view of increased contribution made by him in the management of affairs of the Company, Board of Directors at its meeting held on 13/08/2018 on the recommendation of the Nomination and Remuneration Committee re-appointed Mr. Shobhit Matanhelia as the Whole-time Director of the Company, subject to the approval of members, w.e.f. 01/01/2019 for the

period of three years on revised terms and conditions 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. Further, the Board also approved the revised remuneration, subject to the approval of members, to be payable to Mr. Shobhit Matanhelia as stated in the resolution w.e.f. 01.04.2018.

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 Special resolution.

Brief resume of Mr. Shobhit 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. 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. Somil Matanhelia) are, in any way, concerned or interested, financially or otherwise, in this resolutions. Further, the Board also approved the revised remuneration, subject to

the approval of members, to be payable to Mr. Shobhit Matanhelia as stated in the resolution w.e.f. 01.01.2018.

The Board recommends the Special Resolution as set out at Item Nos. 7 of the Notice for approval of the shareholders.

For Asian Fertilizers Limited

Date: 13/08/2017

Place: New Delhi



Kunika Meghani

Company Secretary

Membership No. 46562