



KRISHANA PHOSCHEM LIMITED

**Registered Office: 5-O-20, Basement,
R.C. Vyas Colony, Bhilwara, 311001 Rajasthan
CIN: U24124RJ2004PLC019288**

Tel. No. : 01482-237104

Fax No. : 01482-239638

Website: www.krishnaphoschem.com

Email: secretarial@krishnaphoschem.com

NOTICE

NOTICE is hereby given that the **13th Annual General Meeting** of the Members of **Krishana Phoschem Limited** will be held on Saturday, **23rd September, 2017 at 03:00 P.M.** at Hotel Kanchi Resorts, Pur Road, Bhilwara, 311001 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Report of the Board of Directors, Profit and Loss Account and the Balance Sheet for the financial year ended on 31st March 2017 and the report of Auditors, thereon.
2. To appoint a Director in place of Sh. Sunil Kothari (DIN 02056569), who retires by rotation and being eligible, offer himself for re-appointment.
3. To consider and approve appointment of Auditors and to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s. Rajneesh Kanther & Associates, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company, for a term of 05 years from the conclusion of this AGM till the conclusion of 18th AGM held in the year 2022 subject to the ratification at each annual general meeting held after forthcoming annual general meeting on such remuneration as shall be fixed by the Board of directors of the Company."

SPECIAL BUSINESS:

4. To approve and ratify the remuneration of the Cost Auditor(s) for the financial year ending 31st March 2018 and in this regard to consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"RESOLVED THAT Shareholders hereby ratify the actions of the Board of Directors pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, for approving recommendation of Audit Committee for remuneration at Rs. 30000 plus applicable tax and out of pocket expenses to M/s



KRISHANA PHOSCHEM LIMITED

K.C. Moondra & Associates, Cost Auditor(s) to conduct the cost audit of the Company for the financial year ending 31st March 2018.

Dated: 21/08/2017
Place: Bhilwara

By Order of the Board of Directors
For Krishana Phoschem Limited

Sd/-

(Priyanka Bansal)
Company Secretary & Compliance Officer

NOTES:

1. The explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Business under Item No. 4 of the accompanying notice is annexed hereto.
2. In respect of Resolution at item no. 3, a statement giving additional information on Directors seeking appointment/re-appointment is annexed herewith as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Regulations).

The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 18th August 2017.

3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the company. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

Provided that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. Members seeking any information or clarification are requested to send in written queries to the Company, in advance, before the date of the meeting by mail at secretarial@krishnaphoschem.com or by post.
5. Members/Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
6. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf.
7. 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.
8. Relevant documents referred to in the notice and explanatory statement are open for inspection at the registered office of the company on all working days up to the date of the meeting.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from September 18th, 2017 to September 23, 2017 (both days inclusive).
10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Link Intime India Private Limited.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited.
12. Electronic copy of the Annual Report for the FY 2016-17, Notice of the Annual General Meeting of the Company with Attendance Slip and Proxy Form is being sent to all the members whose email ID's are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.krishnaphoschem.com.



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13. The route map showing directions to reach the venue of the Annual General Meeting is annexed.

14. As per Notification issued by Ministry of corporate Affairs dated March 19, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulations, 2009 will be exempted from E-voting provisions. Company is covered under Chapter XB and is listed on SME platform of NSE EMERGE. Hence, company is not required to provide E-voting facility.

Dated: 21/08/2017
Place: Bhilwara

By Order of the Board of Directors
For Krishana Phoschem Limited

Sd/-
(Priyanka Bansal)
Company Secretary & Compliance Officer

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

Item No. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s K.C. Moondra & Associates, Cost Accountant, to conduct the cost audit of the Company for the financial year ending 31st March, 2018. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item no. 4 for the approval of Members.

Dated: 21/08/2017
Place: Bhilwara

For Krishana Phoschem Limited

Sd/-
(Priyanka Bansal)
Company Secretary & Compliance Officer



KRISHANA PHOSCHEM LIMITED

DIN 00412207

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

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

Reappointment

Mr. Sunil Kothari (DIN 02056569) retires by rotation at the forthcoming Annual General Meeting and is eligible for reappointment.

Mr. Sunil Kothari aged 40 years, is the Whole Time Director & Chief Financial Officer of our Company. He is a Chartered Accountant by qualification. He is associated with our Company since 2008. He assisted in managing the financial matters of the company. He has been appointed as the Chief Financial Officer of the Company with effect from July 16, 2014 and Director with effect from February 14, 2008. He is young and dynamic person, having 10 years' experience and he is presently looking into the financial and technical matters of the Company.

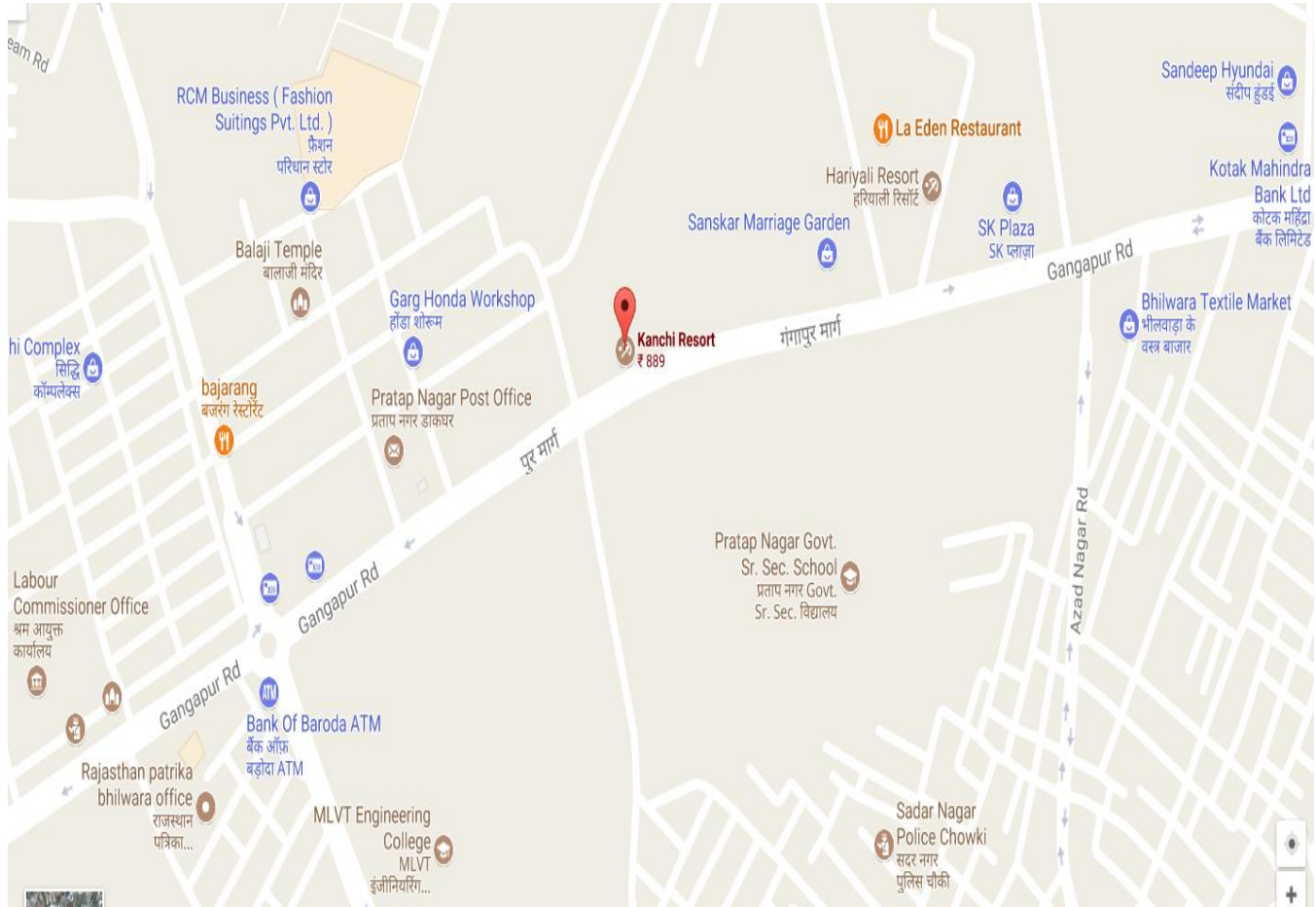
Mr. Sunil Kothari is not a relative to the Chairman and Managing Director.

Mr. Sunil Kothari is a Whole Time Director of Krishana Phoschem Limited. He is a Member of Corporate Social Responsibility Committees of the Board of Company.

Mr. Sunil Kothari does not hold any shares of the Company.

Map Showing Location of the venue of the Annual General Meeting of Krishana Phoschem Limited

Venue: Kanchi Resort, Bhilwara



Land Mark: Opp. Govt. Sr. Sec. School, Pratap Nagar



KRISHANA PHOSCHEM LIMITED

Proxy Form

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

Krishana Phoschem Limited

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13th Annual General Meeting – 23th September 2017

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th **Annual General Meeting** of the Company, to be held on the Saturday, 23th day of September, 2017 at **03.00 P.M.** at Hotel Kanchi Resorts, Pur Road, Bhilwara, Rajasthan 311001 and any adjournment thereof in respect of such as are indicated below:

| Resolution No. | Particulars of Resolution | Vote Option* | | |
|----------------|--|--------------|---------|---------|
| | | For | Against | Abstain |
| | Ordinary Business | | | |
| 1 | Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended on 31 st March, 2017. | | | |
| 2 | Re-Appointment of director in place of Sh. Sunil Kothari, who retires by rotation and being eligible, seeks re-appointment. | | | |

| | | | | |
|---|--|--|--|--|
| 3 | Appointment of statutory auditors and fixing their remuneration. | | | |
| | Special Business | | | |
| 4 | Approval of Remuneration to the Cost Auditor of the Company. | | | |

Signed this ----- day of ----- 2017

Signature of the member -----

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

| |
|-----------------------------------|
| <p>Affix Revenue Stamp</p> |
|-----------------------------------|

- Note: 1. This form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 2. *It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitle to vote in the manner as he/she may deem appropriate.**



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Attendance Slip

Krishana Phoschem Limited

CIN: U24124RJ2004PLC019288

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R.C. Vyas Colony, Bhilwara 311001 Rajasthan

www.krishnaphoschem.com, secretarial@krishnaphoschem.com

13th Annual General Meeting – 23th September 2017

Registered Folio No. -----

Number of Shares Held -----

I certify that I am a member/proxy for the member of the company.

I hereby record my presence at the 13th Annual General Meeting of the Company at Hotel Kanchi Resorts, Pur Road, Bhilwara, Rajasthan 311001 on Saturday, 23th day of September, 2017 at 03.00 P.M.

Name of the Member/Proxy-----

Signature of the Member/Proxy -----

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.