



KRISHANA PHOSCHEM LIMITED

**Registered Office: 5-O-20, Basement,
R.C. Vyas Colony, Bhilwara, 311001 Rajasthan
CIN: L24124RJ2004PLC019288**

Tel. No. : 01482-237104

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Website: www.krishnaphoschem.com

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NOTICE

NOTICE is hereby given that the **14th Annual General Meeting** of the Members of **Krishana Phoschem Limited** will be held on Thursday, **27th September, 2018 at 03:30 P.M.** at Hotel Kanchi Resorts, Pur Road, Bhilwara, 311001 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) 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 and in this regard, the following resolutions pass as Ordinary Resolutions:

"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 a Director in place of Mr. Sunil Kothari (DIN 02056569), who retires by rotation and being eligible, offers himself for re-appointment 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. Sunil Kothari (DIN 02056569), 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."

SPECIAL BUSINESS:

3. To approve and ratify the remuneration of the Cost Auditor(s) for the financial year ending 31st March 2019 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 such remuneration as shall be fix by the board of directors of the

company to M/s K.C. Moondra & Associates, Cost Auditor(s) to conduct the cost audit of the Company for the financial year ending 31st March 2019.

4. To Approval of related party transactions with Related Parties and in this regard, to consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 188 and applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) Related Party Transaction Policy of the Company and other statutory provisions, rules, regulations etc. as may be applicable, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the company to enter into contracts and/or agreements with related parties as defined under the Act with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature with related parties in any financial year up to the maximum 150 Crore (Rupees One Hundred Fifty Crore Only) per annum as provided in the table in forming part of the Explanatory statement.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To Approval of Loans to Directors/Interested Parties and in this regard, to consider and if thought fit, to pass with or without modification(s) the following as an Special Resolution:

“RESOLVED THAT pursuant to Sections 185 and other applicable provisions of if any, of the Companies Act, 2013 (“the Act”), and Rules made there under as may be amended, from time to time, the company hereby accord the consent of the members of the company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested for an aggregate amount not exceeding Rs. 100.00 Crore (Rupees One Hundred Crore Only), at any time together with the existing loan, guarantee and security subject to such conditions as may be prescribed.

“RESOLVED FURTHER THAT the board shall ensure that such transactions are in the ordinary course of business and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in

relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company.

Item No. 6: To Re-Appointment of Mr. Praveen Ostwal as Managing Director of the Company and in this regard 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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable provisions of Companies Act, 2013 and read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof, for the time being in force) and as approved by Board of Directors, approval of Members of the Company be and is hereby accorded to the re-appointment of Sh. Praveen Ostwal as Managing Director of the Company for a period of 5 (Five) years commencing from 1st April 2018 and on the terms and conditions as set out in the Agreement to be entered into between the Company and Sh. Praveen Ostwal, Managing Director, the draft whereof is placed before this meeting and for the purpose of identification, initialed by the Chairman hereof, which agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said agreement as may be agreed to between the Board and the Managing Director.

“RESOLVED FURTHER THAT pursuant to the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with the Schedule V of the said Act, approval be and is hereby granted the remuneration of Shri Praveen Ostwal, Managing Director of the Company, with effect from 1st April 2018, such remuneration comprising of salary by way of, basic salary dearness allowances, other allowances, perquisites, and commission as may be determined by the Board from time to time within the maximum limit specified below:

1. Salary up to Rs. 60, 00,000 lakhs per annum.
2. Commission up to 2% of total sales of the company (annual basis).
3. At the discretion of the Board, the payment may be made on a pro-rata basis every Month or on an annual basis.

“RESOLVED FURTHER THAT total remuneration contemplated as above payable to Managing Director of the Company shall not exceed 5% of the profits of the Company, calculated in accordance with Section 197 of the Companies Act 2013 and all other applicable provisions of Companies Act, 2013.”

“RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, during the term of employment of the Managing Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Managing Director including Salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Section II of Part II of Schedule V to the Companies



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Act, 2013 and all other applicable provisions of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

“RESOLVED FURTHER THAT limits stipulated in this Resolution are the maximum limits and the Board may in its absolute discretion to pay a lower remuneration and revise the same from time to time within the maximum limits stipulated by the Resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolutions.”

The resolution was put to vote and on show of hands the same were declared as passed unanimously by the members.

Dated: 24/08/2018
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. 3, 4, 5, and 6 of the accompanying notice is annexed hereto.
2. In respect of Resolution at item no. 2 and 6 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).
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 and authorized representative are requested to bring their copy of Annual Report, 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 22, 2018 to September 27, 2018 (both days inclusive). 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, 17th August 2018.

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 2017-18, 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 Participants(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 2017-18 will also be available on the Company's website viz. www.krishnaphoschem.com.

13. 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.

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

Dated: 24/08/2018
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. 3

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, 2019. 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 commends the Ordinary Resolution set out at Item no. 3 for the approval of Members.'

Item No. 4

The Provision of Section 188(1) of the Companies Act, 2013 that govern Related Party Transactions require a company to obtain prior approval of the Board of Directors and where the value of transactions entered or to be entered into exceeds the threshold limits as mentioned in the said section, prior approval of Shareholders by way of Ordinary Resolution is required.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

Name of the Related Party	Nature of relationship	Nature of the transaction	Expected Value of the transactions per annum	Director or KMP who is interested
Ostwal Phoschem (India) Limited	Holding Company	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	30 Crore	Pankaj Ostwal, Praveen Ostwal
Krishana Phoschem Limited	Interested Director	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	30 Crore	Pankaj Ostwal, Praveen Ostwal
Seasons Agro Chem India Private Limited	Interested Director	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	15 Crore	Pankaj Ostwal, Praveen Ostwal
Nirmala Real Infrastructure Private Limited	Interested Director	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	5 Crore	Pankaj Ostwal, Praveen Ostwal
RV Spinners Private Limited	Interested Director	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property	1 Crore	Pankaj Ostwal, Praveen Ostwal

		of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind		
Kanchi Resort Private Limited	Interested Director	Sale, purchase, supply of goods and availing/ rendering of services, selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	10 Crore	Pankaj Ostwal, Praveen Ostwal
Pankaj Ostwal	Interested Director	Selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	5 Crore	-
Praveen Ostwal	Interested Director	Selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	5 Crore	-
Mahendra Kumar Ostwal	Relative	Selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	5 Crore	-
Ekta Jain	Relative	Selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	5 Crore	-
Nitu Jain	Relative	Selling or otherwise disposing of, or buying, property of any kind, Directly or through Appointment of Agent, Leasing of Property of any kind	5 Crore	-

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such ordinary resolution to approve any contract or arrangement, if such member is a related party.

Except Pankaj Ostwal, and Praveen Ostwal, none of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

The Board Recommends the ordinary Resolution set out at Item no. 4 for the approval of Members.



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Item No. 5

In order to conduct business and align with various legislations, policies, guidelines laid down by various statutory authorities the company in the ordinary course of business is required to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by its directors, relatives, associates and any person in whom any of the director of the company is interested directly or indirectly as per section 185 of Companies Act, 2013 for an aggregate amount not exceeding Rs. 100.00 Crore (Rupees One Hundred Crore Only), at any time together with the existing loan, guarantee and security which requires approval of members by a Special Resolution.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed loans, guarantee or security are utilized by the borrowing company for its principal business activities.

All the Directors are concerned or interested in the aforesaid resolution.

The Board recommends the Ordinary Resolution set out at Item no. 5 for the approval of Members.

Item No. 6

Subject to necessary approval by the Members in the General Meeting, the Board of Directors of the Company in its Meeting held on 18th April 2018, re-appointed Sh. Praveen Ostwal as Managing Director of the Company for a further period of five years with effect from 01st April 2018 to 31st March 2023.

Mr. Praveen Ostwal aged 38 years, presently Director of Company. Sh. Praveen Ostwal is Chartered Accounts from Institute of Chartered Accounts of India, and having experience in Fertilizer Industries.

He is young and dynamic person, having 15 years' experience in the fertilizer, mineral beneficiation & chemicals sector. He is managing Director of Krishna Phoschem Ltd and actively engaged in managing the company since takeover. His foray is production, technical supervision and bringing innovation in the Group.

Sh. Praveen Ostwal took over as Managing Director of Krishana Phoschem Limited in the year 31.03.2008 and since then has led the organization successfully with clear strategic vision, focus on customers and inclusive execution of customer centric value in the market. Sh. Praveen Ostwal also possesses varied experience in the Commercial, Marketing and Project field.

The Board of Directors of the Company has subject to the provisions of Section 196,197, and all other applicable provisions if any, of the Companies Act, 2013 read with schedule V of the said Act, appointed Sh. Praveen Ostwal as Managing Director for a period of five years with effect from 01st April 2018, on the remuneration terms and broad terms and conditions detailed hereunder.



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Salary up to 60 Lacs per annum plus commission up to 2% of total sales of the company (annual basis). Total remuneration contemplated as above payable to Managing Director of the company shall not exceed 5% profit of the Company accordance with the section 197 of companies Act 2013 all other applicable provisions of Companies Act, 2013.

In terms of Article 92 of the Articles of Association of the Companies Act, 2013, Sh. Praveen Ostwal shall not be subject to retirement by rotation during his tenure as Managing Director.

During the term of employment of the Managing Director, if in any financial year, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V of the Companies Act, 2013 and all other applicable provisions of Companies Act, 2013 unless otherwise approved by any Statutory Authority; the remuneration shall be paid as per the conditions and monetary ceiling prescribed in Schedule V to the Companies Act, 2013 or any re-enactment thereof and all other applicable provisions of Companies Act, 2013.

A copy of the draft agreement referred to in the resolution is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. up to and including the date of General Meeting.

In compliance with the applicable provisions of the Companies Act, 2013, Ordinary Resolution as per the terms set out in Item No 6 of the accompanying Notice is being placed before the members in the General Meeting.

None of the Directors of the Company are, in any way, concerned or interested in the resolution.

The Directors recommend the resolution for approval of members.

Dated: 24/08/2018
Place: Bhilwara

By Order of the Board
For Krishana Phoschem Limited

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

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:



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Reappointment

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

Mr. Sunil Kothari aged 42 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 11 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.

Reappointment of Mr. Praveen Ostwal as Managing Director of the Company:

Mr. Praveen Ostwal (DIN 00412207) retires by rotation at the forthcoming Annual General Meeting and is eligible for reappointment.

Mr. Praveen Ostwal aged 38 years, presently Director of Company. He is Chartered Accountant by qualification. He is young and dynamic person, having 15 years' experience in the fertilizer, mineral beneficiation & chemicals sector. He is managing Director of Krishna Phoschem Ltd and actively engaged in managing the company since takeover. His foray is production, technical supervision and bringing innovation in the Group.

Mr. Praveen Ostwal, Managing Director is not a related on the Board of Directors and not related to the any of Directors of the Company.

He is Member of Audit Committee and Stakeholder Relationship Committee of the Board of Company.

Mr. Praveen Ostwal hold 678500 Equity shares of the Company.