



**Dated: December 03, 2022**

To  
The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051, Maharashtra

**Symbol: KNAGRI**

**Sub: Notice of the 35<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/ Madam,

We wish to inform you that the **35<sup>th</sup> Annual General meeting** (AGM) of the Company will be held on **Monday, December 26, 2022 at 03:00 p.m. (IST)** at the registered office of the Company situated at KN Building, Panchsheel Raipur-492001, to transact the businesses mentioned in the Notice of the 35<sup>th</sup> AGM, enclosed herewith.

This is for your information and records.

Thanking You

Yours Sincerely,  
**For KN Agri Resources Limited**

**Akshat Sharma**  
**Company Secretary**

*Encl: a/a*

**KN AGRI RESOURCES LIMITED**

(formerly known as KN Agri Resources Pvt Ltd and Itarsi Oils & Flours Pvt Limited)

Regd. Office: KN Building, Panchsheel, Raipur-492001, CG, India

Tel: +91 771 2293706 / 08 Fax: + 91 771 2293707 Email: [ho@kngroup.in](mailto:ho@kngroup.in), CIN L15141 CT 1987 PLC 003777



## KN AGRI RESOURCES LIMITED

REGD. OFFICE: KN Building, Panchsheel, Raipur, (C.G) - 492001

CIN: L15141CT1987PLC003777

Email: info@kngroup.in, Contact: 0771-2293706/08

Website: www.knagri.com

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF KN AGRI RESOURCES LIMITED WILL BE HELD ON MONDAY, DECEMBER 26 2022, AT 03:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY, SITUATED AT KN BUILDING, PANCHSHEEL, RAIPUR-492001, TO TRANSACT THE FOLLOWING BUSINESS:**

#### ORDINARY BUSINESS:

1. ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022, ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.
2. APPOINTMENT OF MR. VIJAY SHRISHRIMAL (DIN:00323316), AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.

#### SPECIAL BUSINESS:

3. BORROWING LIMITS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013.

To authorize the Board of Directors to borrow funds, not exceeding the prescribed limit passed by the members, pursuant to Section 180(1)(c) of the Companies Act, 2013, and in this regard, to consider and if thought fit, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of all the earlier resolutions passed by the members in this regard, pursuant to Section 180(1)(c) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 along with the rules made thereunder, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, by way of loans, credit facilities, or any other forms, any such sums of money from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons in Indian Currency or in Foreign Currency, on such terms and conditions, with or without security as the Board may think fit, such amount that monies to be borrowed along with the monies already borrowed by the Company may not exceed Rs. 400 Crores (Rupees Four Hundred Crores only) in excess of the aggregate of the paid-up share capital of the Company and its 'Free Reserves' that is to say reserves not set apart for any specific purpose.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to arrange and to fix the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to the aforesaid resolution.”

4. AUTHORIZATION FOR CREATION OF SECURITIES UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

To authorize the Board of Directors to create Charge in the assets of the Company, pursuant to Section 180(1)(a) of the Companies Act 2013, and in this regard, to consider and if thought fit, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of all the earlier resolutions passed by the members in this regard, pursuant to Section 180(1)(a) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 along with the rules made thereunder, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not exceed at any time, the aggregate limit approved by the members of the Company under Section 180(1)(c) of the Companies Act, 2013 from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

## **5. RATIFICATION OF REMUNERATION OF COST AUDITOR**

To ratify the amount of remuneration payable to the Cost Auditor of the Company for Financial year 2022-23, and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 148 read with Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, read with rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to ratify the remuneration payable to M/s Sanat Joshi & Associates (FRN: 000506), Cost Auditors of the Company appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, amounting to such remuneration as set out in Explanatory Statement annexed to the notice convening the meeting.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorized to do all such acts, deeds and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

## **6. APPOINTMENT OF INDEPENDENT DIRECTOR**

To approve the appointment of Ms. Deeptimayee Vidushi (DIN: 09807751) as an Independent Director of the Company, and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and the applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Ms. Deeptimayee Vidushi (DIN: 09807751), be and is hereby appointed as an Independent Women Director of the Company, for a term of five consecutive years commencing from December 26, 2022, not liable to retire by rotation.”

## **7. REVISION IN TERMS OF REMUNERATION OF MR. VIJAY SHRISHRIMAL (DIN: 00324169), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY.**

To approve the revision in terms of remuneration of Mr. Vijay Shrishrimal, Chairman & Managing Director of the Company and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of the resolutions passed by the Members at the Extra-ordinary General Meeting of the Company held on December 07, 2021 consent of the Members of the Company be and is hereby accorded to revise the terms of remuneration payable to Mr. Vijay Shrishrimal, Chairman & Managing Director of the Company (DIN: 00323316), in such a way that the overall remuneration to be paid, including all the benefits, amenities and perquisites shall not exceed Rs. 1,20,00,000 (Rupees One Crore Twenty Lakhs) per annum.

**RESOLVED FURTHER THAT** apart from the aforesaid revision in remuneration limit, the other terms and conditions of appointment of Mr. Vijay Shrishrimal, as previously approved by the shareholders of the Company at the Extra-ordinary General Meeting of the Company held on December 07, 2021, shall remain unchanged and continue to be effective.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee, subject to the applicable provisions of the Companies Act, 2013 and the overall remuneration not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions."

**8. REVISION IN TERMS OF REMUNERATION OF MR. SANJAY SHRISHRIMAL (DIN: 00860294), WHOLE-TIME DIRECTOR OF THE COMPANY.**

To approve the revision in terms of remuneration of Mr. Sanjay Shrishrimal, Whole-time Director of the Company and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of the resolutions passed by the Members at the Extra-ordinary General Meeting of the Company held on December 07, 2021 consent of the Members of the Company be and is hereby accorded to revise the terms of remuneration payable to Mr. Sanjay Shrishrimal, Whole-time Director of the Company (DIN: 00860294), in such a way that the overall remuneration to be paid, including all the benefits, amenities and perquisites shall not exceed Rs. 1,20,00,000 (Rupees One Crore Twenty Lakhs) per annum.

**RESOLVED FURTHER THAT** apart from the aforesaid revision in remuneration limit, the other terms and conditions of appointment of Mr. Sanjay Shrishrimal, as previously approved by the shareholders of the Company at the Extra-ordinary General Meeting of the Company held on December 07, 2021, shall remain unchanged and continue to be effective.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee, subject to the applicable provisions of the Companies Act, 2013 and the overall remuneration not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions."

**9. REVISION IN TERMS OF REMUNERATION OF MR. DHIRENDRA SHRISHRIMAL (DIN: 00324169), WHOLE-TIME DIRECTOR OF THE COMPANY.**

To approve the revision in terms of remuneration of Mr. Dhirendra Shrishrimal, Whole-time Director of the Company and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in partial modification of the resolutions passed by the Members at the Extra-ordinary General Meeting of the Company held on December 07, 2021 consent of the Members of the Company be and is hereby accorded to revise the terms of remuneration payable to Mr. Dhirendra Shrishrimal, Whole-time Director of the Company (DIN: 00324169), in such a way that the overall remuneration to be paid, including all the benefits, amenities and perquisites shall not exceed Rs. 1,20,00,000 (Rupees One Crore Twenty Lakhs) per annum.

**RESOLVED FURTHER THAT** apart from the aforesaid revision in remuneration limit, the other terms and conditions of appointment of Mr. Dharendra Shrishrimal, as previously approved by the shareholders of the Company at the Extraordinary General Meeting of the Company held on December 07, 2021, shall remain unchanged and continue to be effective.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee, subject to the applicable provisions of the Companies Act, 2013 and the overall remuneration not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions."

#### **10. EXEMPTION TO AUDITORS OF THE COMPANY TO ATTEND GENERAL MEETINGS**

To grant exemption to the Auditors of the Company to attend the General Meetings of the Company and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 146 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the company, be and is hereby given to the Board of Directors to consider granting of exemption to the Statutory Auditors of the company to attend all General Meetings, which will held by the company until next Annual General Meeting."

**Dated: November 28, 2022.**

**Place: Raipur (C.G.)**

**By Order of the Board of Directors  
For KN Agri Resources Limited  
(Formerly, Itarsi Oils & Flours Pvt. Ltd.)**

**Dhirendra Shrishrimal  
Whole-time Director & CFO  
(DIN: 00324169)**

## Notes:

1. An Explanatory Statement pursuant to the provisions of the Companies Act, 2013 ("the Act"), and pursuant to the provisions of Secretarial Standard on General Meetings (SS-2), setting out the material facts in respect of the Special Business to be transacted at the Annual General Meeting ("AGM / Meeting") is annexed hereto.
2. The details as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Secretarial Standard on General Meetings (SS-2), in respect of the directors seeking appointment/ re-appointment at the AGM, are given as an annexure to Explanatory Statement and the same shall form part of the Explanatory Statement.
3. This notice of AGM along with the Annual Report for 2021-22 is being sent by electronic mode to all members of the Company in their respective e-mail ID's registered with the Company / Depository Participant. Shareholders may also note that the Notice of 35th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, and the Annual Report for the year 2021-22 will also be available on the website of Company [www.knagri.com](http://www.knagri.com).
4. All the documents referred to in the accompanying notice along with the explanatory Statement, are open for inspection at the Registered Office of the Company during business hours on all working days (Monday to Friday) except holidays, up to the date of this Annual General Meeting of the Company.
5. A shareholder entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of him/her and the proxy need not be a shareholder of the company. The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
6. A Proxy form is attached herewith along with the notice of AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
7. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 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.
8. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution along with the specimen signature, authorizing their representative to attend and vote on their behalf at the meeting.
9. All the members are requested to support the Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014.
10. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies, and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, and duly signed.
11. Members voting rights shall be in proportion to his/her paid up share capital of the company. The Members who have cast their vote via remote e-voting platform, prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
12. In addition to the facility for voting through electronic means, Ballot Papers shall also be made available at the AGM venue. The members attending the AGM who have not cast their votes through Remote e-voting shall be eligible to vote through Ballot Paper (polling paper) at the Annual General meeting. In case the member casts his votes through both the processes i.e., E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

13. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. There will be only one Ballot Form for every Folio/ DP ID & Client ID irrespective of the number of joint members.
14. M/s, Amit Sharma & Associates, Practising Company Secretaries (CP No. 15315; PR No. 1740/2022), have been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting at the Meeting, in a fair and transparent manner.
15. A route map indicating direction to reach the venue of the AGM is given at the end of this notice as per the requirement of Secretarial Standards-2 on General Meeting.
16. The results declared along with the Scrutinizer's Report shall be placed on the Website of the Company [www.knagri.com](http://www.knagri.com) immediately after the result is declared by the Chairman and communicated to the Stock Exchange.

### Instructions for Remote E-Voting:

The remote E-Voting period begins on Friday, December 23, 2022 at 09:00 a.m. (IST) and ends on Sunday, December 25, 2022 at 05:00 p.m. (IST). The Remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, December 16, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being December 16, 2022.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository</li> </ol>



	<p>site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div>  App Store          Google Play       </div> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants.	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**5. Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

**6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csamitsharma@yahoo.com](mailto:csamitsharma@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#)**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

\*\*\*\*\*

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

### **Item No. 3 & 4:**

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

At the Extra-ordinary General Meeting ("EGM") of the Company held on 16th March, 2015, the members in terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, had granted their approval by way of a Special Resolution to the Board of Directors, to borrow from time to time, such amounts as they may deem necessary for the purpose of business of the Company, not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores only) over and above the paid-up share capital and free reserves of the Company and in terms of provisions of Section 180(1)(a) of the Companies Act, 2013 to mortgage and/or create a charge on any of the moveable and/or immoveable properties and/or the whole or any part of undertaking(s) of the Company to secure its borrowings up to the limits of Section 180(1)(c).

In view of the increased business activities, keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, it is proposed to increase the borrowing limit to Rs. 400 Crores (Rupees Four Hundred Crores) over and above the paid-up share capital and free reserves and securities premium of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness pursuant to Section 180(1)(a) of the Companies Act, 2013 upto the aggregate limit passed by the members under section 180(1)(c).

The Board recommends the Special Resolutions set forth in item No. 3 and 4 of the Notice, for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 and 4 of the accompanying Notice.

### **Item No. 5:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on August 24, 2022, approved the appointment and remuneration of M/s. Sanat Joshi & Associates, Cost Accountants (Firm Registration No. 000506), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023 at a remuneration of Rs. 76000/- (Rupees Seventy Six Thousand) plus applicable taxes thereon and reimbursement of any out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the accompanying notice, for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

The Board recommends the Ordinary Resolution set forth in item No. 5 of the Notice, for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 of the accompanying Notice.

### **Item No. 6:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 149, of the Companies Act, 2013 ("Act") and other applicable provisions, if any, have proposed the appointment of Ms. Deeptimayee Vidushi (DIN:09807751) as Independent Director (Non-Executive) of the Company.

The Board, based on the background and experience of Ms. Deeptimayee Vidushi, is of the opinion that her association would be beneficial to the Company and it is desirable to avail her services as an Independent Director. Accordingly, it is

proposed to appoint Ms. Deeptimayee Vidushi as Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company with effect from December 26, 2022.

Ms. Deeptimayee Vidushi is not disqualified from being appointed as Director in terms of Section 164 of the Act, and has given her consent to act as Director. The Company has also received declaration from Ms. Deeptimayee Vidushi to the effect that she meets the criteria of Independence as prescribed under Section 149(6) of the Act. In the opinion of the Board, Ms. Deeptimayee Vidushi fulfils the conditions for appointment as Independent director as specified in the Act. Details required in terms of Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, has been annexed hereto forming part of this Explanatory Statement.

The Board recommends the Ordinary Resolution set forth in item No. 6 of the Notice, for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 6 of the accompanying Notice.

#### **Item No. 7:**

Mr. Vijay Shrishrimal was appointed as Chairman & Managing Director of the Company with effect from December 07, 2021, to hold office for a term up to December 06, 2026. The terms of appointment and remuneration were approved by the Members vide resolution passed at the Extra-ordinary General Meeting of the Company held on December 07, 2021. Further, the members had authorized the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

In recognition of the leadership and strategic guidance provided by Mr. Vijay Shrishrimal to the Company over the last couple of years, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee have, at the meeting held on March 30, 2022, approved revision in the terms of remuneration payable to Mr. Vijay Shrishrimal in accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013, subject to the approval of Members of the Company at the ensuing general meeting.

In this regard, it is proposed to revise the overall remuneration limit for Mr. Vijay Shrishrimal from the existing limit of Rs. 84,00,000 (Rupees Eighty Four Lakhs only) per annum to Rs. 1,20,00,000 (Rupees One Crores Twenty Lakhs only) per annum. Apart from the revision in terms of remuneration stated in the resolutions at Item No. 7, the other terms and conditions of appointment of Mr. Vijay Shrishrimal, as previously approved by the shareholders at the Extra-ordinary General Meeting of the Company held on December 07, 2021, shall remain unchanged and continue to be effective.

Details required in terms of Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, has been annexed hereto forming part of this Explanatory Statement.

The Board recommends the Ordinary Resolution set forth in item No. 7 of the Notice, for the approval of the members.

Except Mr. Vijay Shrishrimal, none of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 7 of the accompanying Notice.

#### **Item No. 8:**

Mr. Sanjay Shrishrimal was appointed as Whole-time Director of the Company with effect from December 07, 2021, to hold office for a term up to December 06, 2026. The terms of appointment and remuneration were approved by the Members vide resolution passed at the Extra-ordinary General Meeting of the Company held on December 07, 2021. Further, the members had authorized the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

In recognition of the leadership and strategic guidance provided by Mr. Sanjay Shrishrimal to the Company over the last couple of years, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee have, at the meeting held on March 30, 2022, approved revision in the terms of remuneration payable to Mr. Sanjay Shrishrimal in accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013, subject to the approval of Members of the Company at the ensuing general meeting.

In this regard, it is proposed to revise the overall remuneration limit for Mr. Sanjay Shrishrimal from the existing limit of Rs. 84,00,000 (Rupees Eighty Four Lakhs only) per annum to Rs. 1,20,00,000 (Rupees One Crores Twenty Lakhs only) per annum. Apart from the revision in terms of remuneration stated in the resolutions at Item No. 8, the other terms and conditions of appointment of Mr. Sanjay Shrishrimal, as previously approved by the shareholders at the Extra-ordinary General Meeting of the Company held on December 07, 2021, shall remain unchanged and continue to be effective.

Details required in terms of Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, has been annexed hereto forming part of this Explanatory Statement.

The Board recommends the Ordinary Resolution set forth in item No. 8 of the Notice, for the approval of the members.

Except Mr. Sanjay Shrishrimal, none of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 8 of the accompanying Notice.

#### **Item No. 9:**

Mr. Dharendra Shrishrimal was appointed as Whole-time Director of the Company with effect from December 07, 2021, to hold office for a term up to December 06, 2026. The terms of appointment and remuneration were approved by the Members vide resolution passed at the Extra-ordinary General Meeting of the Company held on December 07, 2021. Further, the members had authorized the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

In recognition of the leadership and strategic guidance provided by Mr. Dharendra Shrishrimal to the Company over the last couple of years, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee have, at the meeting held on March 30, 2022, approved revision in the terms of remuneration payable to Mr. Dharendra Shrishrimal in accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013, subject to the approval of Members of the Company at the ensuing general meeting.

In this regard, it is proposed to revise overall remuneration limit for Mr. Dharendra Shrishrimal from the existing limit of Rs. 84,00,000 (Rupees Eighty Four Lakhs only) per annum to Rs. 1,20,00,000 (Rupees One Crores Twenty Lakhs only) per annum. Apart from the revision in terms of remuneration stated in the resolutions at Item No. 9, the other terms and conditions of appointment of Mr. Dharendra Shrishrimal, as previously approved by the shareholders at the Extra-ordinary General Meeting of the Company held on December 07, 2021, shall remain unchanged and continue to be effective.

Details required in terms of Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, has been annexed hereto forming part of this Explanatory Statement.

The Board recommends the Ordinary Resolution set forth in item No. 9 of the Notice, for the approval of the members.

Except Mr. Dharendra Shrishrimal, none of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 9 of the accompanying Notice.

#### **Item No. 10**

As per Section 146 of the Companies Act, 2013, consent of the members is required for exempting the Auditors of the Company to attend the General Meetings.

The Board recommends the Ordinary Resolution set forth in item No. 10 of the Notice, for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 10 of the accompanying Notice.

## BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]

<b>Name</b>	<b>Mr. Vijay Shrishrimal</b>
Director Identification Number (DIN)	00323316
Date of Birth	February 27, 1967
Age	55 years
Nationality	Indian
Date of first appointment in the Board	December 10, 1987
Terms and Conditions of Appointment / Re-appointment	Liable to retire by rotation
Educational Qualifications	Bachelor of Commerce
Profile & Experience	He has completed his Bachelor of Commerce from University of Bombay in 1987. He has a work experience of around 33 years in the agri-commodities industry. He primarily looks after the overall business operations of the Company, including international trade, finance and formulation of policies for the business development.
Nature of Expertise in specific functional areas	Business Operations
Relationship with Directors / KMP of the Company	Brother of Mr. Sanjay Shrishrimal (Whole-time Director) and Mr. Dharendra Shrishrimal (Whole-time Director& CFO).
Directorship in other listed entities	N.A.
Listed entities from which Director has resigned in the past 3 years.	N.A.
Chairmanship / Membership of the Committees of other listed entities.	N.A.
Shareholding in KN Agri Resources Limited (as on 31.03.2022)	845327 Shares



## BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]

Name	Mr. Sanjay Shrishrimal
Director Identification Number (DIN)	00860294
Date of Birth	November 20, 1970
Age	51 years
Nationality	Indian
Date of first appointment in the Board	September 01, 1992.
Terms and Conditions of Appointment / Re-appointment	Liable to retire by rotation
Educational Qualifications	Bachelor of Commerce
Profile & Experience	He has an experience of around 29 years in the agri-commodities industry. He currently oversees and controls the manufacturing operations and retail marketing operations.
Nature of Expertise in specific functional areas	Manufacturing and Retail Marketing Operations
Relationship with Directors / KMP of the Company	Brother of Mr. Vijay Shrishrimal (Chairman & Managing Director) and Mr. Dharendra Shrishrimal (Whole-time Director & CFO).
Directorship in other listed entities	N.A.
Listed entities from which Director has resigned in the past 3 years.	N.A.
Chairmanship / Membership of the Committees of other listed entities.	N.A.
Shareholding in KN Agri Resources Limited (as on 31.03.2022)	845327 Shares

## BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]

Name	Mr. Dhirendra Shrishrimal
Director Identification Number (DIN)	00324169
Date of Birth	March 20, 1972
Age	49 years
Nationality	Indian
Date of first appointment in the Board	January 01, 1998
Terms and Conditions of Appointment / Re-appointment	Liable to retire by rotation
Educational Qualifications	Bachelor of Commerce
Profile & Experience	He has completed his Bachelor of Commerce from University of Bombay in 1992. He has an experience of around 26 years in the agri-commodities industry. He currently oversees and controls the Banking and Finance Operations as well as domestic trading operations.
Nature of Expertise in specific functional areas	Banking & Finance Operations
Relationship with Directors / KMP of the Company	Brother of Mr. Vijay Shrishrimal (Chairman & Managing Director) and Mr. Sanjay Shrishrimal (Whole-time Director).
Directorship in other listed entities	N.A.
Listed entities from which Director has resigned in the past 3 years.	N.A.
Chairmanship / Membership of the Committees of other listed entities.	N.A.
Shareholding in KN Agri Resources Limited (as on 31.03.2022)	845326 Shares

## BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]

Name	Ms. Deeptimayee Vidushi
Director Identification Number (DIN)	09807751
Date of Birth	October 08, 1996.
Age	26 years
Nationality	Indian
Date of first appointment in the Board	N.A. (Proposed to be appointed at the ensuing 35 <sup>th</sup> AGM)
Terms and Conditions of Appointment / Re-appointment	Not liable to retire by rotation.
Educational Qualifications	Bachelor of Commerce
Profile & Experience	She is a Qualified Chartered Accountant, and has completed her Bachelor of Commerce from Bangalore University in 2017. She holds expertise in the fields of taxation laws and has an experience of handling internal audits.
Nature of Expertise in specific functional areas	Taxation Laws & Audit
Relationship with Directors / KMP of the Company	N.A.
Directorship in other listed entities	N.A.
Listed entities from which Director has resigned in the past 3 years.	N.A.
Chairmanship / Membership of the Committees of other listed entities.	N.A.
Shareholding in KN Agri Resources Limited (as on 31.03.2022)	Nil



## KN AGRI RESOURCES LIMITED

REGD. OFFICE: KN Building, Panchsheel, Raipur, (C.G) - 492001

CIN: L15141CT1987PLC003777

Email: info@kngroup.in

### Form No. MGT-11 [Proxy form]

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

### 35<sup>TH</sup> ANNUAL GENERAL MEETING

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

Name		E-mail ID	
Address		Signature	

Or failing him/her,

Name		E-mail ID	
Address		Signature	

Or failing him/her,

Name		E-mail ID	
Address		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> Annual general meeting/ of the company, to be held on the 26<sup>th</sup> day of December, 2022 at 03:00 p.m. at KN Building, Panchsheel, Raipur-492001, Chattisgarh and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO.	ORDINARY BUSINESS
1.	To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company comprising Balance Sheet and Statement of Profit & Loss of the Company as on 31 <sup>st</sup> March 2022, along with the notes appended thereto and the reports of the Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Vijay Shrishrimal (DIN: 00323316), Director who retires by rotation and being eligible, offers himself for re-appointment.
S.NO.	SPECIAL BUSINESS
3.	To authorize the Board of Directors to borrow funds, not exceeding the prescribed limit passed by the members, pursuant to Section 180(1)(c) of the Companies Act, 2013.
4.	To authorize the Board of Directors to create Charge in the assets of the Company, pursuant to Section 180(1)(a) of the Companies Act, 2013.
5.	To ratify the amount of remuneration payable to the Cost Auditor of the Company for Financial year 2022-23.
6.	To approve the appointment of Ms. Deeptimayee Vidushi as an Independent Director of the Company.
7.	To approve the revision in terms of remuneration of Mr. Vijay Shrishrimal, Chairman and Managing Director of the Company.
8.	To approve the revision in terms of remuneration of Mr. Sanjay Shrishrimal, Whole-time Director of the Company.
9.	To approve the revision in terms of remuneration of Mr. Dharendra Shrishrimal, Whole-time Director of the Company.
10.	To grant exemption to the Auditors of the Company to attend General Meetings of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

**SIGNATURE OF MEMBER**

**SIGNATURE OF PROXY HOLDER**

Affix  
Revenue  
Stamp

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, in not less than 48 hours before the commencement of the Meeting.
- A person can act as proxy on behalf of not more than fifty members, and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
- A member holding more than 10% 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 a proxy for any other person or shareholder.
- Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the Company, a certified true copy of the Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.



## KN AGRI RESOURCES LIMITED

REGD. OFFICE: KN Building, Panchsheel, Raipur, (C.G) - 492001

CIN: L15141CT1987PLC003777

Email: info@kngroup.in

## ATTENDANCE SLIP

*(To be filled and handed over at the entrance of the meeting venue)*

### '35<sup>TH</sup> ANNUAL GENERAL MEETING'

NAME OF SHAREHOLDER (IN BLOCK LETTERS)	
REGISTERED ADDRESS OF SHAREHOLDER	
REGISTERED FOLIO NO. / DP ID & CLIENT ID	
NO. OF SHARES	
NAME OF PROXYHOLDER / AUTHORIZED REPRESENTATIVE (IF ANY)	

I/we hereby record my/our presence at the Annual General Meeting of the Company held on 26<sup>th</sup> day of December, 2022 at 03:00 p.m. at KN Building, Panchsheel, Raipur-492001, Chhattisgarh, India.

Signature of Shareholder / Proxy / Authorized Representative present:

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## KN AGRI RESOURCES LIMITED

REGD. OFFICE: KN Building, Panchsheel, Raipur, (C.G) - 492001

CIN: L15141CT1987PLC003777

Email: info@kngroup.in

Form No. MGT-12

## POLLING PAPER

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

(Please fill and submit in the Ballot Box at the venue of the meeting.)

**'35<sup>TH</sup> ANNUAL GENERAL MEETING'**

BALLOT PAPER	
NAME OF THE FIRST NAMED SHAREHOLDER : (In Block Letters)	:
POSTAL ADDRESS	:
E-MAIL ID:	:
FOLIO NO. (Physical Shares)	:
CLIENT ID (Dematerialized Shares)	:
DP ID: (Dematerialized Shares)	:
CLASS OF SHARE	: Equity

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:



Item No.	Particulars	No. of Shares held by me	Please insert tick mark (✓) in either Assent or Dissent	
			I assent to the Resolution (FOR)	I dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company comprising Balance Sheet and Statement of Profit & Loss of the Company as on 31 <sup>st</sup> March 2022, along with the notes appended thereto and the reports of the Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Vijay Shrishrimal (DIN: 00323316), Director who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To authorize the Board of Directors to borrow funds, not exceeding the prescribed limit passed by the members, pursuant to Section 180(1)(c) of the Companies Act, 2013.			
4.	To authorize the Board of Directors to create Charge in the assets of the Company, pursuant to Section 180(1)(a) of the Companies Act, 2013.			
5.	To ratify the amount of remuneration payable to the Cost Auditor of the Company for Financial year 2022-23.			
6.	To approve the appointment of Ms. Deeptimayee Vidushi as an Independent Director of the Company.			
7.	To approve the revision in terms of remuneration of Mr. Vijay Shrishrimal, Chairman and Managing Director of the Company.			
8.	To approve the revision in terms of remuneration of Mr. Vijay Shrishrimal, Chairman and Managing Director of the Company.			
9.	To approve the revision in terms of remuneration of Mr. Vijay Shrishrimal, Chairman and Managing Director of the Company.			
10.	To grant exemption to the Auditors of the Company to attend General Meetings of the Company.			

**Place: Raipur (C.G.)** \_\_\_\_\_

**Dated: Signature of the Member/Proxy holder**

**Notes:**

- *Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.*
- *In case the member casts his votes through both the processes i.e., E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.*
- *The votes should be cast either in favour or against by putting the tick mark (✓) in the column provided for assent or dissent. Ballot Form bearing tick marks in both the columns will render the Ballot Form invalid.*
- *Voting rights shall be reckoned on the basis of paid up value of the shares.*
- *There will be only one Ballot Form for every Folio/ DP ID & Client ID irrespective of the number of joint members.*



## KN AGRI RESOURCES LIMITED

REGD. OFFICE: KN Building, Panchsheel, Raipur, (C.G) - 492001

CIN: L15141CT1987PLC003777

Email: info@kngroup.in

## ROUTE MAP

(VENUE OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING)

13-A, KN Building, Panchsheel Nagar, Civil Lines, Raipur-492001

Contact: 0771-2293706/08

