



KANORIA CHEMICALS & INDUSTRIES LIMITED

Registered Office :
KCI Plaza, 6th Floor
23C, Ashutosh Chowdhury Avenue
Kolkata-700 019
Tel : +91-33-4031-3200
CIN : L24110WB1960PLC024910
E-mail : calall@kanoriachem.com
Website : www.kanoriachem.com

KC-13/

22nd August, 2024

The Manager-Listing
National Stock Exchange of India Ltd
"Exchange Plaza", Plot No.C/1, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai-400051

Symbol: KANORICHEM

BSE Limited
Corporate Relationship Dept.,
Rotunda Building, P.J.Towers
Dalal Street, Fort,
Mumbai- 400001

Security Code No. 50 6525

Dear Sir,

Pursuant to the provisions of Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the Notice of the 64th Annual General Meeting of the Company for the Financial Year 2023-24, which is being despatched/sent to the shareholders by the permitted modes on their registered email addresses. The 64th Annual General Meeting will be held on Monday, 16th September 2024 at 11:00 A.M. IST through Video Conferencing/Other Audio-Visual Means (VC/OAVM). The same is also uploaded on the website of the Company at www.kanoriachem.com.

The cut off date for remote e-voting is Monday, 9th September, 2024. The e-voting will commence on Friday, 13th September, 2024 (9:00 A.M.) and end on Sunday, the 15th September, 2024 (5:00 P.M.).

This is for your information and records.

Thanking you,

Yours sincerely,
For Kanoria Chemicals & Industries Limited

NEHA SARAF
Digitally signed by NEHA
SARAF
Date: 2024.08.22 15:54:48
+05'30'

Neha Saraf
Company Secretary

Encl : as above



Kanoria Chemicals
& Industries Limited

Kanoria Chemicals & Industries Limited

CIN: L24110WB1960PLC024910

Registered Office: "KCI Plaza", 6th Floor, 23-C, Ashutosh Chowdhury Avenue, Kolkata – 700 019

Phone: (033) 4031 3200

Email: investor@kanoriachem.com, Website: www.kanoriachem.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 64th Annual General Meeting of the Members of **Kanoria Chemicals & Industries Limited** will be held on **Monday, the 16th September, 2024 at 11.00 A.M.** through Video Conference ("VC")/Other Audio Visual Means ("OAVM") to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31st March 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Saumya Vardhan Kanoria (DIN: 02097441) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Ratification of Remuneration to Cost Auditors

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"**RESOLVED** that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of Rs. 1,65,000/- (Rupees One Lakh Sixty Five Thousand only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of cost audit payable to M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No. 000028), appointed as the Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, for conducting the audit of the cost records of the Company for the financial year ending on 31st March 2025, be and is hereby ratified and confirmed."

"**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Appointment of Smt. Meeta Makhan (DIN: 07135150) as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"**RESOLVED** that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and recommendation of the Nomination and



Remuneration Committee and that of the Board, Smt. Meeta Makhan (DIN: 07135150), who has been appointed as an Additional Director (Independent and Non-Executive) of the Company, to take charge of the office with effect from 4th September, 2024 under Section 161 of the Act and the Articles of Association of the Company and who shall hold office upto the date of this Annual General Meeting of the Company, and who meets the criteria for independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years commencing from 4th September, 2024 to 3rd September, 2029 (both days inclusive).

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

5. Appointment of Shri Sumanta Chaudhuri (DIN: 01998420) as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and recommendation of the Nomination and Remuneration Committee and that of the Board, Shri Sumanta Chaudhuri (DIN: 01998420), who has been appointed as an Additional Director (Independent and Non-Executive) of the Company, to take charge of the office with effect from 4th September, 2024 under Section 161 of the Act and the Articles of Association of the Company and who shall hold office upto the date of this Annual General Meeting of the Company, and who meets the criteria for independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years commencing from 4th September, 2024 to 3rd September, 2029 (both days inclusive).

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

6. Appointment of Shri Hemant Kumar Khaitan (DIN: 00220049) as a Non-Executive and Non-Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED** that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and recommendation of the Nomination and Remuneration Committee and that of the Board, Shri Hemant Kumar Khaitan (DIN: 00220049) whose second term of Independent Directorship ends on 3rd September, 2024, and in respect of whom the Company has received a notice from a member under section 160(1) of the said Act, in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director, non-executive and non-independent, of the Company, to take charge of the office with effect from 4th September, 2024, subject to retirement by rotation under the Articles of Association of the Company.

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

Registered Office

'KCI Plaza'
23-C, Ashutosh Chowdhury Avenue
Kolkata-700 019
Date: 5th August, 2024

By Order of the Board of Directors

Neha Saraf
Company Secretary
Membership No.: A27024

NOTES

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 09/2023 dated 25th September, 2023 read with Circular Nos.14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January, 2021, 14th December, 2021, 5th May 2022 and 28th December 2022, respectively (collectively referred to as “MCA Circulars”) and also SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 12th May 2020, 13th May 2022, 5th January, 2023 and October 7, 2023 respectively (collectively referred to as “SEBI Circulars”) and all other relevant circulars issued from time to time, if any, has permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the aforesaid Circulars, the 64th Annual General Meeting of the Company will be conducted through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) and the businesses set out in the Notice will be transacted by the Members only through remote e-voting or through the e-voting system provided during the Meeting while participating through VC/OAVM facility. Further, for the purpose of technical compliance of the provisions of Section 96(2) of the Companies Act, 2013, the registered office of the Company at “KCI Plaza”, 6th Floor, 23C, Ashutosh Chowdhury Avenue, Kolkata - 700 019 where the Company is domiciled, is deemed to be the place of holding of the AGM.

2. Company has engaged the services of National Securities Depository Limited (“NSDL”) as the Agency for providing facility for remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM in terms of said 'MCA Circulars.
3. The relevant Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of special businesses under item nos. 3, 4, 5 and 6 of the Notice, is annexed hereto.
4. Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment / re-appointment at this AGM are also annexed.
5. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
6. **DISPATCH OF ANNUAL GENERAL MEETING NOTICE AND ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs:**
 - i. In compliance with MCA and SEBI Circulars as stated earlier and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's Report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for FY 2023-24 and Notice of AGM inter-alia, indicating the process and manner of voting through electronic means are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
 - ii. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative, has introduced enabling provisions for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, C B Management Services (P) Limited at rta@cbmsl.com. Members are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with



scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants.

- iii The Notice of the AGM and the Annual Report of the Company for the Financial Year 2023-24 are available on the website of the Company at www.kanoriachem.com, on the website of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com

7. GENERAL INSTRUCTIONS FOR AGM THROUGH VC/OAVM:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force); Regulation 44 of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.
- ii. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- iii. In addition to remote e-voting, the facility for voting through electronic voting system shall also be made available during the AGM. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- iv. Members can join the AGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING AGM:

The remote e-voting period commences on Friday, the 13th September, 2024 (9:00 A.M.) and ends on Sunday, the 15th September, 2024 (5:00 P.M.). 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. Monday, the 9th September, 2024 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 Monday, the 9th September, 2024.

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 and joining virtual meeting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for CDSL 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period



	<p>or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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 abovementioned 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
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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 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 and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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

- i. Pursuant to Section 113 of the Companies Act, 2013, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the GM through VC/OAVM and vote on its behalf. The said Resolution/Authorization shall be sent by its registered e-mail address to the Scrutinizer of the Company at kanoriachemscrutinizer@gmail.com with a copy marked to evoting@nsdl.com. 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.
- ii. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- iii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date i.e. Monday, the 9th September, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com or Registrar and Transfer Agent at rta@cbmsl.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. Monday, the 9th September, 2024, may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
- iv. 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 to reset the password
- v. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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:

- i. 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 the Registrar & Share Transfer Agent, C B Management Services (P) Limited at rta@cbmsl.com
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digits 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 the Registrar & Share Transfer Agent, C B Management Services (P) Limited at rta@cbmsl.com. 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.
- iii. Alternatively members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - iv. 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.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM:

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience and will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connected via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- iii. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending email to investor@kanoriachem.com from their registered email address, mentioning their name, DP ID and Client ID/folio number, mobile number, between Monday, the 9th September, 2024 (9:00 A.M.) and Tuesday, the 10th September, 2024 (5:00 P.M.). Only those Members who have registered themselves as speaker will be able to speak at the Meeting. Speakers are requested to submit their questions at the time of registration to enable the Company to respond suitably. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

VOTING RESULTS:

- i. The Company has appointed Shri Amit Choraria (Membership No. 066838), Practicing Chartered Accountant and proprietor of Amit Choraria & Co., Kolkata as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- ii. The Results of voting will be declared within 2 working days from the conclusion of the AGM. The declared Results along with the Scrutinizer's Report shall be placed on the website of the Company www.kanoriachem.com and on the website of NSDL immediately after the declaration of result by the Chairman or any Director authorized by him in writing and shall also be displayed on the notice Board of the Company at its Registered Office and Corporate Office. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.



PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of Contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act and other documents referred to in the accompanying Notice shall be available for inspection through electronic mode, on the request being sent to investor@kanoriachem.com and shall also be available for inspection during the AGM, upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>

INVESTOR EDUCATION AND PROTECTION FUND (IEPF) RELATED INFORMATION:

- i. In accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended from time to time, during the year the unclaimed/unpaid dividend relating to financial year ended 31st March 2016 has been deposited with the Investor Education and Protection Fund ("IEPF") established by the Central Government.

The Company has been sending reminders to Members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has also uploaded the details of unpaid and unclaimed dividends lying with the Company as on 31st March 2024 on its website and on the website of the Ministry of Corporate Affairs. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF). Members who have a valid claim to any of the unpaid/unclaimed dividends are requested to correspond with the Share Department of the Company at its Registered Office.

Further, shares on which dividend remains unpaid/unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 (6) of the Act, and the applicable Rules.

- ii. During the year 2023-24, the Company has transferred 15,673 Equity Shares of Rs. 5/- each of the Company, on which dividend has remained unclaimed/unpaid for a continuous period of 7 years or more, to the Demat Account of the Investor Education and Protection Fund (IEPF) Authority, as per the applicable provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.
- iii. Shareholders who have not so far encashed their Dividend Warrants for any of the financial year 2016-17, 2017-18, 2018-19 and 2021-22 may immediately approach the Company/its RTA for revalidation of unclaimed Dividend Warrants at least 10 days before they are due for transfer to the Investor Education and Protection Fund ("IEPF") established by the Central Government.
- iv. Members are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at www.iepf.gov.in.

OTHER INFORMATION:

- i. For members who hold shares in physical form, SEBI, vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024 read with SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/ documents. Further, with effect from 1st April 2024, any payment of dividend shall only be made in electronic mode to all members.
- ii. Regulation 40 of Listing Regulations, as amended read with SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. In view of the same, Members holding shares in physical form are requested to consider converting

their holdings to demat mode. Shareholders who are desirous of dematerializing their securities may write to the Company at investor@kanoriachem.com or to the Registrar and Share Transfer Agent at rta@cbmsl.com. Further, SEBI, vide its Circular dated 25th January 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.kanoriachem.com/investors/pan-kyc-forms/>.

- iii. SEBI vide its Circular No. SEBI / HO/ MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 had mandated that for making dividend payments, companies whose securities are listed on the Stock Exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer, etc. The Company and its RTA are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also required to print the bank details on the physical instrument if the payment is made in physical mode. Further, pursuant to General Circular 20/2020 dated 5th May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the RTA in respect of shares held in physical form.
- iv. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD- 1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 4, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- v. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants, and the Members holding shares in physical form are requested to update their e-mail addresses with the Registrar and Share Transfer Agent at rta@cbmsl.com in Form ISR-1 or e-mail to investor@kanoriachem.com for receiving all communication, including Annual Reports, Notices, Circulars, etc. from the Company electronically.
- vi. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agent of the Company.
- vii. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify any change in information to Registrar and Share Transfer Agent or Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.



- viii. In all correspondence with the Company/Registrar & Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID Number.
- ix. Members are requested to contact the Company's Registrar & Share Transfer Agent, C B Management Services (P) Limited, Rasoi Court, 5th Floor, 20 R N Mukherjee Road, Kolkata – 700 001, Phone: (033) 4011 6700, email: rta@cbmsl.com, for reply to their queries/redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone: (033) 4031 3200, email: neha.saraf@kanoriachem.com).
- x. Members, who wish to obtain any information regarding the accounts or any matter to be placed at the AGM, are requested to send an e-mail at investor@kanoriachem.com by Tuesday, the 10th September, 2024 (5.00 P. M.). The same will be replied by the Company suitably.
- xi. Pursuant to Section 72 of the Companies Act, 2013 and Rules made thereunder, Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholdings in the Company, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Share Transfer Agent.
- xii. Non-Resident Indian Members are requested to inform RTA, immediately on change in their residential status on return to India for permanent settlement, and update on particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
- xiii. The transcript of the Meeting shall be uploaded on the website of the Company www.kanoriachem.com and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording the minutes of the proceedings of this AGM.
- xiv Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is maintaining an E-mail Id: investor@kanoriachem.com exclusively for quick redressal of members/investors grievances.

Re: Item No.2

Information in respect of Director retiring by rotation and being eligible, offering himself for re-appointment

Shri Saumya Vardhan Kanoria (DIN: 02097441), aged 42 years, was first appointed on the Board of the Company on 1st April, 2016. He retires by rotation at the 64th Annual General Meeting of the Company under Section 152 of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment as a Director of the Company.

Brief Profile and expertise in specific functional areas

Shri Saumya Vardhan Kanoria is an MS in Computer Science from the University of Illinois - Urbana Champaign, USA, has about 20 years of commercial, industrial, managerial and operational experience including overseas work experience.

Number of Meetings of the Board attended during the year 2023-24

He attended all the five (5) Board Meetings held during the year 2023-24.

He is a Director in the following other companies:

Name of the Company	Position held
KPL International Limited	Director
India General Trading Co. Limited	Director
R V Investment & Dealers Limited	Director
PHD Chamber of Commerce and Industry	Director
Fytomax Nutrition Private Limited	Director
Humbleschool Private Limited	Director

Listed entities from which the Director has resigned in the past three years - Nil.

Committee-ship Positions - He is a Member of the Stakeholders Relationship Committee, Committee of Directors and Risk Management Committee of the Company. He does not hold any Committee chairmanship/ membership in any other company.

Shareholding in the Company and relationship with other Directors/KMPs.

Shri Saumya Vardhan Kanoria holds 556,440 Equity Shares of the Company and is the son of Shri R. V. Kanoria, Managing Director and Smt. Madhuvanti Kanoria, Non Executive Director of the Company.

Remuneration sought to be paid and last drawn

He was paid a remuneration of Rs. 17.69 million during the F.Y. 2023-2024. He will be paid remuneration as per the terms and conditions of the Agreement dated 9 February, 2022, approved by the Members on 29th March 2022 by way of Postal Ballot.

Date of first appointment on the Board - 1st April, 2016

Terms and conditions of re-appointment - As stated above

The Company has received intimation in Form DIR 8 from Shri Saumya Vardhan Kanoria declaring that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 and is also not debarred or disqualified from being appointed or continuing as Director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

The appointment of Shri Saumya Vardhan Kanoria as a Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. Hence, Item No. 2 of the Notice is placed for your approval. The Board recommends passing of the said resolution in the interest of the Company.

Except Shri Saumya Vardhan Kanoria, Shri R. V. Kanoria, Managing Director and Smt. Madhuvanti Kanoria, Non-Executive Director of the Company and their relatives who are shareholders of the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Re: Item No. 3**

The Board of Directors, on the recommendation of the Audit Committee, has considered and approved the appointment of M/s. N. D. Birla & Co., Cost Accountants (Firm Registration No. 000028), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on 31st March 2025 at a remuneration of Rs. 1,65,000/- (Rupees One Lakh Sixty Five Thousand only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of cost audit.

Pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, the Ordinary Resolution set out as Item No. 3 of the Notice is placed for ratification of the remuneration of the Cost Auditors in terms of Section 148 of the Companies Act, 2013. The Board of Directors recommends passing of the said resolution in the interest of the Company.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives is in any way concerned or interested, whether financially or otherwise, in the proposed Resolution.

Re: Item No. 4

The Board of Directors of the Company at its Meeting held on 5th August, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Smt. Meeta Makhan as an Additional Director (Independent and Non-Executive) of the Company with effect from 4th September, 2024 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act") and subject to approval of the Members at the said Annual General



Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 4th September, 2024 to 3rd September, 2029 (both days inclusive).

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Smt. Meeta Makhan. The Company also received from Smt. Meeta Makhan: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified as per Section 164(2) of the Companies Act, 2013; iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Smt. Meeta Makhan has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Smt. Meeta Makhan has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Smt. Meeta Makhan fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and she is independent of the management.

The Resolution set out at Item No. 4 of the notice is put forth for the consideration of the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Smt. Meeta Makhan as an Independent Director of the Company. The draft letter of appointment of Smt. Meeta Makhan setting out the terms and conditions of appointment shall be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to investor@kanoriachem.com

Brief Profile of Smt. Meeta Makhan

Smt. Meeta Makhan, aged about 49 years, has done BA (Hons.) in Economics from Lady Shriram College, New Delhi. She has also done PGDM (MBA) from Indian Institute of Management, Lucknow. Her areas of expertise and experience include Corporate Governance, Strategic Issues, Corporate Financial Structuring, Banking matters, etc. She has more than 20 (twenty) years of leadership experience in banking and corporate governance roles with publicly listed companies and Foreign banks

Particulars of experience, attributes or skills that qualify Smt. Meeta Makhan for Board membership including expertise in specific functional areas

Smt. Meeta Makhan has extensive experience and exposure to areas such as strategy, finance, and governance of large corporations. Smt. Meeta Makhan brings with her, in-depth experience of being independent director of large corporate houses. Her prior experience enables her to provide the Board with valuable insights on a broad range of business, social and governance issues that are relevant to large corporations. Her executive level leadership experience of many years also provides her with an insightful perspective on strategic planning, corporate governance and operational matters that is valuable to the Board. With her record of accomplishments, Smt. Meeta Makhan is well poised to add significant value and strength to the Board.

Skills and capabilities required for the role and the manner in which Smt. Meeta Makhan meets such requirements

The Nomination and Remuneration Committee (NRC) had identified, amongst others, executive leadership, deep expertise in the areas of finance, strategy, governance, government/regulatory affairs, as the skills and capabilities for the role. Smt. Meeta Makhan has significant experience in the areas of Corporate Governance, strategy, finance and regulatory affairs. Considering the educational background and rich leadership experience with publicly listed companies and Indian private sector banks, Smt. Meeta Makhan meets the requirements as laid down by the Nomination and Remuneration Committee.

She is a Director in the following companies, as on date of notice:

Name of the Company	Position held
Timex Group India Limited	Independent Director
Advent Enterprises Private Limited	Director
SV Creditline Limited	Independent Director
Doundo Services Private Limited	Director

She holds the following Committee chairmanship/ membership in other companies:

Name of the Company	Name of the Committee	Position held
SV Creditline Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Chairperson
	Borrowing Committee	Member
	IT Strategy Committee	Chairperson
	Asset Liability Management Committee	Member
Timex Group India Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member
	Stakeholders Relationship Committee	Member
	Risk Management Committee	Member

Listed entities from which the Director has resigned in the past three years – Nil

Shareholding in the Company (including beneficial ownership) and disclosure of relationship between directors inter-se or with other Key Managerial Personnel

She does not hold any Equity Share of the Company. She is not related to any Director or Key Managerial Personnel of the Company.

Terms and conditions of appointment

As stated above

Remuneration sought to be paid - Nil.

She shall be paid fee for attending meetings of the Board and / or Committees thereof.

Remuneration last drawn - Nil

Date of first appointment on the Board - Appointment proposed with effect from 4th September, 2024 vide Board Resolution dated 5th August, 2024.

Number of Meetings of the Board attended during the year (2023-24) - Nil

Except Smt. Meeta Makhan, the proposed appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution.

The appointment of Smt. Meeta Makhan as an Independent Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. Hence, the Special Resolution set out in Item No. 4 of the Notice is placed for your approval. Your Directors recommend passing of the said resolution in the interest of the Company.

Re: Item No. 5

The Board of Directors of the Company at its Meeting held on 5th August, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Shri Sumanta Chaudhuri as an Additional Director (Independent and



Non-Executive) of the Company with effect from 4th September, 2024 to hold office up to the date of the next Annual General Meeting of the Company pursuant to section 161 of the Companies Act, 2013 ("the Act") and subject to approval of the Members at the said Annual General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 4th September, 2024 to 3rd September, 2029 (both days inclusive).

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Shri Sumanta Chaudhuri. The Company also received from Shri Sumanta Chaudhuri: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Shri Sumanta Chaudhuri has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Shri Sumanta Chaudhuri has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Shri Sumanta Chaudhuri fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management.

The Resolution set out at Item No. 5 of the notice is put forth for the consideration of the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Shri Sumanta Chaudhuri as an Independent Director of the Company. The draft letter of appointment of Shri Sumanta Chaudhuri setting out the terms and conditions of appointment shall be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to investor@kanoriachem.com

Brief Profile of Shri Sumanta Chaudhuri:

Shri Sumanta Chaudhuri, aged about 63 years, has done BA (Hons.) in Economics from St. Stephen's College, New Delhi and MA (Hons.) in Economics from Delhi School of Economics, Delhi University, holding second rank. He is a retired Indian Administrative Service Officer. His areas of expertise are Public Policy and International Trade. He has more than two decades of leadership experience in International Trade issues and negotiations representing India and has been in leadership positions in various government and semi-government organizations.

His work experience is as follows:

- Additional Chief Secretary & Director General - Administrative Training Institute, Government of West Bengal, (December 2019 - January 2021)
- Secretary to the Government of India- Ministry of Coal, Government of India, (November 2018 - September 2019)
- Managing Director /Secretary Equivalent - Small Farmers' Agri-Business Consortium D/O Agriculture, Cooperation & Farmers Welfare, Govt. of India, (October 2016 - November 2018)
- Additional Chief Secretary - Departments of Fisheries, Govt. of West Bengal, (April 2015 - September 2016)
- Joint Secretary to the Government of India - Department of Commerce, Govt. of India, (December 2009 - February 2015)
- Secretary - Department of Public Enterprises & Industrial Reconstruction, (October 2006 - November 2009)
- Chief Executive Officer - West Bengal Industrial Infrastructure Development Corporation, (October 2006 - November 2009)
- Counsellor - Permanent Mission of India to the WTO in Geneva, (May 2003 - July 2006)
- Private Secretary to Hon'ble Murasoli Maran, Cabinet Minister for Commerce & Industry - Ministry of Commerce & Industry, Govt. of India, (January 2001 - May 2003)
- Director /Deputy Secretary - Department of Commerce, Govt. of India, (March 1998 - January 2001)
- Joint Director General of Foreign Trade - Directorate General of Foreign Trade, Ministry of Commerce, Govt. of India, (May 1996 - March 1998)

He has also been a Guest Faculty at IIM Kolkata, IIFT Delhi and Kolkata, Centre for WTO Studies, Delhi, NUJS Kolkata and NLU Jodhpur and has chaired the Committee for Advanced Trade Research established by Trade Promotion Council of India. He is a Life Member of Indian Council of Arbitration and Empaneled as Arbitrator. Shri Sumanta Chaudhuri has been a resource person in many international organizations like WTO, UNCTAD, ITC, World Bank, UN ESCAP, IOM, ADB and has also authored several articles on International Trade.

Particulars of experience, attributes or skills that qualify Shri Sumanta Chaudhuri for Board membership including expertise in specific functional areas

With his record of accomplishments as stated above, Shri Sumanta Chaudhuri is well poised to add significant value and strength to the Board. His executive level leadership experience of many years provides him with an insightful perspective on strategic planning and operational matters that is valuable to the Board.

Skills and capabilities required for the role and the manner in which Shri Sumanta Chaudhuri meets such requirements

The Nomination and Remuneration Committee (NRC) had identified, amongst others, executive leadership, deep expertise in the areas of governance, government/regulatory affairs, as the skills and capabilities for the role. Considering the educational background and rich leadership experience in government and regulatory organisations, Shri Sumanta Chaudhuri meets the requirements as laid down by the NRC.

He is not holding Directorship or Committee ship position in any other Company.

He has not resigned from any of the Listed Companies in the last three years.

Shareholding in the Company (including beneficial ownership) and disclosure of relationship between directors inter-se or with other Key Managerial Personnel

He does not hold any Equity Share of the Company. He is not related to any Director or Key Managerial Personnel of the Company.

Terms and conditions of appointment - As stated above

Remuneration sought to be paid - Nil. He shall be paid fee for attending meetings of the Board and / or Committees thereof.

Remuneration last drawn - Nil

Date of first appointment on the Board - Appointment proposed with effect from 4th September, 2024 vide Board Meeting dated 5th August, 2024.

Number of Meetings of the Board attended during the year (2023-24) – Nil

Except Shri Sumanta Chaudhuri, the proposed appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution.

The appointment of Shri Sumanta Chaudhuri as an Independent Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. Hence, the Special Resolution set out in Item No. 5 of the Notice is placed for your approval. Your Directors recommend passing of the said resolution in the interest of the Company.

Re: Item No. 6

The Members of the Company at the 59th AGM held on September 4, 2019, had approved the re-appointment of Shri Hemant Kumar Khaitan as an Independent Director for a second term of five years with effect from September 4, 2019 to September 3, 2024.

The Nomination and Remuneration Committee and the Board are of the view that given the contribution by Shri Hemant Kumar Khaitan to Board processes and his knowledge, experience and performance, his continued association would benefit the Company. He also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of strategic insight and business management. Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 5th August, 2024, on the recommendation of the Nomination & Compensation Committee ('NRC'), recommended for the approval of the Members, the appointment of Shri Hemant Kumar Khaitan as a Non-Executive and Non Independent Director of the Company.

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing candidature of Shri Hemant Kumar Khaitan. The Company also received from Shri Hemant Kumar Khaitan: i) consent in writing to act as a Director in Form DIR-2 pursuant to



Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Resolution set out at Item No. 6 of the notice is put forth for the consideration of the members as an Ordinary Resolution for appointment of Shri Hemant Kumar Khaitan as a Non-Executive and Non Independent Director of the Company. The draft letter of appointment of Shri Hemant Kumar Khaitan setting out the terms and conditions of appointment shall be available for inspection by members electronically. Members seeking to inspect the same can send an e-mail to investor@kanoriachem.com

Brief Profile of Shri Hemant Kumar Khaitan

Shri Hemant Kumar Khaitan, aged about 70 years, is a Commerce Graduate. He has vast experience and knowledge in the administration of industrial enterprises in India and abroad. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri Hemant Kumar Khaitan as a Non-Executive and Non-Independent Director of the Company.

Particulars of experience, attributes or skills that qualify Shri Hemant Kumar Khaitan for Board membership including expertise in specific functional areas

With his knowledge, experience and performance, Shri Hemant Kumar Khaitan is well poised to add significant value and strength to the Board. His executive level leadership experience of many years provides him with an insightful perspective on broad range of business, social and governance issues, strategic planning, corporate governance and operational matters that are relevant to large corporations.

Skills and capabilities required for the role and the manner in which Shri Hemant Kumar Khaitan meets such requirements

The Nomination and Remuneration Committee (NRC) had identified, amongst others, executive leadership, deep expertise in the areas of governance, government/regulatory affairs, as the skills and capabilities for the role. Shri Hemant Kumar Khaitan has significant experience in the areas of governance and regulatory affairs. Considering the rich experience with publicly listed companies and private sector companies, Shri Hemant Kumar Khaitan meets the requirements as laid down by the NRC.

He is a Director in the following other companies, as on date of notice:

Name of the Company	Position held
Steel Products Limited	Managing Director
India Carbon Limited	Director
Assam Carbon Products Limited	Director
Hind Petrofilament Pvt. Limited	Director
Parichay Management Pvt. Limited	Director
Gangotri Tradelink Pvt. Limited	Director
Kirtivardhan Finvest Services Limited	Director
APAG Holding AG (Switzerland)	Director
APAG Elektronik AG (Switzerland)	Director

He holds the following Committee chairmanship/ membership in other companies:

Name of the Company	Name of the Committee	Position held
Steel Products Limited	Audit Committee	Member
India Carbon Limited	Audit Committee	Member
	Stakeholders Relationship Committee	Chairman
	Nomination & Remuneration Committee	Member
	Share Transfer Committee	Member
Assam Carbon Products Limited	Audit Committee	Chairman
	Nomination & Remuneration Committee	Member

Listed entities from which the Director has resigned in the past three years

He has not resigned from any of the Listed Companies in the last three years.

Shareholding in the Company (including beneficial ownership) and disclosure of relationship between directors inter-se or with other Key Managerial Personnel

He holds 100 Equity Shares of the Company. He is not related to any Director or Key Managerial Personnel of the Company.

Terms and conditions of appointment - As stated above

Remuneration sought to be paid – Nil. He shall be paid sitting fee for attending meetings of the Board and / or Committees thereof.

Remuneration last drawn - Nil

Date of first appointment on the Board - Initially appointed on the Board with effect from 9th January, 1982.

Number of Meetings of the Board attended during the year (2023-24) - He has attended five (5) Board Meetings during the year.

Except Shri Hemant Kumar Khaitan, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

The appointment of Shri Hemant Kumar Khaitan as a Non- Executive and Non Independent Director requires approval of the shareholders as per the provisions of the Companies Act, 2013. Hence, the Ordinary Resolution set out in Item No. 6 of the Notice is placed for your approval.

Your Directors recommend passing of the said resolution in the interest of the Company.

Registered Office

'KCI Plaza'
23-C, Ashutosh Chowdhury Avenue
Kolkata-700 019
Date: 5th August, 2024

By Order of the Board of Directors

Neha Saraf
Company Secretary
Membership No.: A27024

