



asian fertilizers ltd.

31st

**ANNUAL REPORT
2015-2016**



asian
fertilizers ltd.



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BOARD OF DIRECTORS

Shri G.N. GUPTA, Chairman/Independent Director
Shri A.K. MATANHELIA, Managing Director
Shri SOMIL MATANHELIA, Whole Time Director
Shri SUNIL KEDIA, Independent Director
Smt. USHA MATANHELIA, Women Director
Shri ANURAG TULSYAN, Independent Director
Shri SHOBHIT MATANHELIA, Whole Time Director

STATUTORY AUDITORS

M/s KAPOOR TANDON & CO.
Chartered Accountants
KANPUR

REGISTERED OFFICE

FLAT No. 202, PREET GARDEN,
3A/172, AZAD NAGAR,
KANPUR-208 002

ADMINISTRATIVE OFFICE

PWD OFFICER'S COLONY
NEAR SAHARA PRESS
7, PARK ROAD
GORAKHPUR - 273001

PLANT

DEOKAHIA - SARDARNAGAR
GORAKHPUR (U.P.) - 273202

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**31st Annual General Meeting on
Wednesday, the 28th Sept. 2016**

at

**Saurabh Hotel, Birhana Road,
The Mall, Kanpur at 2.00 p.m.**

NOTICE

NOTICE is hereby given that the **31st (Thirty first) Annual General Meeting** of the members of **Asian Fertilizers Limited** will be held on Wednesday, September 28, 2016 at 2:00 P.M. at Hotel Saurabh, Birahna Road, The Mall, Kanpur – 208 001, Uttar Pradesh, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Ashok Kumar Matanhelia (**DIN 01763776**), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Ashok Kumar Matanhelia (**DIN 01763776**), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s Kapoor Tandon & Co., Chartered Accountant, Kanpur, the retiring Auditors who have furnished the eligibility certificate under Section 141 of the Companies Act, 2013 be and are hereby re-appointed as the Statutory Auditor of the Company from the conclusion of ensuing Annual

General Meeting till the conclusion of next Annual General Meeting at such remuneration to be decided by the board of Directors plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the Statutory Audit of the account of the company for the year ending 31st March 2017.”

SPECIAL BUSINESS:

4. To appoint Mr. Shobhit Matanhelia (**Din: 07110180**), as a Whole time director w.e.f 01/01/2016, in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED That pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions and subject to the provisions of schedule V of the Companies Act, 2013. Appointment of Mr. Shobhit Matanhelia (**DIN 07110180**), as an whole time Director of the Company w.e.f. 01/01/2016 by the Board of Directors in its meeting held on 20.12.2015, be and is hereby confirmed and approved by the members of the company on the such terms and conditions as detailed below.”

Salary: Rs. 50, 000 P.M. with such annual /accelerated increments as may be decided by the Board up to an amount not exceeding 75,000 P.M.

In addition to the salary following perquisites shall be allowed as under:

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act.
 - ii) Gratuity payable at a rate not exceeding half month’s salary for each completed year of service; and
 - iii) Whole time director will also be entitled to leave on full pay and allowances as per rules of the company but not exceeding one month’s leave for every eleven months of services to the conditions that leaves accumulated but not availed of, will not be allowed to be encashed.
5. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s K. S. Bhatnagar & Associates, Cost Accountant, New Delhi, who was appointed as Cost Auditor by the Board of Directors of the Company, on the recommendation by audit committee to conduct the audit of the cost records of the Company for the financial year ending March 31st, 2017, be paid the remuneration recommended by audit committee, mutually decided plus out of pocket expenses incurred for traveling, lodging and other expenses in connection with conducting the cost audit.”

“RESOLVED FURTHER THAT Mr. Ashok Kumar Matanhelia, Managing Director and Mr. Somil Matanhelia, WTD of the Company be and is hereby authorized severally and jointly to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To appoint Mr. Sunil Kedia (**Din: 07586749**), as an Independent director w.e.f 10/08/2016, in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sunil Kedia (**DIN: 07586749**), who was appointed as an Additional Director (Independent) of the company by the board of Directors on the recommendation of nomination and remuneration committee by way of passing of resolution by circulation on 10/08/2016 and whose term expires at this Annual General Meeting and is eligible for re-appointment as independent director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 36th Annual General Meeting of the Company in the calendar year 2021.”

Date: 11/08/2016
Place: New Delhi

By Order of the Board of Directors
Asian Fertilizers Limited

Sd/-
Neha Sahu
Company Secretary and Compliance Officer
Membership No. 42577

NOTES:

1. **A MEMBER OF THE COMPANY IS ENTITLED TO ATTEND AND VOTE AT THE THIRTY FIRST ANNUAL GENERAL MEETING (THE “MEETING”) AND TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
2. **A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not 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. The instrument appointing the proxy, form MGT-11 should, however, be deposited at the Registered Office /Administrative Office of the company not less than 48 hours before the commencement of the meeting.**
3. The business set out in the notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means. Instruction and other information relating to e-voting are given in the notice under Note No. 16.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed thereto in respect of Item No. 4 and 5 set out in the notice.
5. Shri Ashok Kumar Matanhelia is interested in the Ordinary Resolutions set out at Item No. 2 of the Notice with regard to his re-appointment. The relatives of Shri Ashok Kumar Matanhelia may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions as set out under Item Nos. 1 to 3 of the Notice.
6. Annual Report along with attendance slip, proxy form and route map of the venue of the meeting are being sent in electronic mode to members whose email ID's are registered with the Company unless the members have registered their request for a hard copy of the same. Physical copy of the Annual Report along with attendance slip, proxy form and route map of the venue of the meeting are being sent to those members who have not registered their e-mail ID's with the company. Members who have received attendance slip in electronic

mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter to attend AGM.

7. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy (ies) of their Annual Report.
8. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the company a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. Members holding shares in physical form are requested to inform the change of their registered address to our Registrar and Transfer Agent (RTA), M/s Skyline Financial Services Private Limited at its 246, 1st Floor, Sant Nagar, East of Kailash, New Delhi – 110 065 by quoting their folio number or Registered office / Administrative office of the company.
11. Members desirous of obtaining any information with regard to the Annual Reports, are requested to write to the Company's Administrative Office at Gorakhpur at least ten days before the date of Annual General Meeting so that the information can be made available at the meeting.
12. All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours (10:00 A.M. to 6:00 P.M.) on all working days up to the date of declaration of the result of 31st Annual General Meeting of the Company.
13. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all the communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
14. Pursuant to the Provision of Sections 108 and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Amendments Rules, 2015 and regulation 44 of SEBI (Listing Obligation And Disclosure Requirements) Regulation, 2015 the business shall be transacted through electronic voting system and Company is pleased to provide to its members the facility to exercise their right to vote on resolution proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting).

15. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the Annual General Meeting.
16. The information & instructions for the shareholders for remote e-voting are as under:
 - (i) The Remote E-voting period begins on **25/09/2016 at 9:00 A.M.** and ends on **27/09/2016 at 5:00 P.M.** During this period shareholders’ of the Company, holding shares as on the cut-off date i.e. **23/09/2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iv) Click on “Shareholders” tab.
 - (v) Select the “Asian Fertilizers Limited” form the drop down menu and click on submit.
 - (vi) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vii) Next enter the Image Verification as displayed and Click on Login.
 - (viii) If you had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (ix) If you are a first time user follow the steps given below:



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

- (x) After entering these details appropriately, click on “SUBMIT” tab.
- (xi) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xiii) Click on the “EVSN” for the relevant Asian Fertilizers Limited on which you choose to vote.
- (xiv) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xix) Note for Institutional Shareholders (non-individual shareholder).

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

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may contact Mr. Mehboob Lakhani, Assistant Manager e-voting at 022-2272-5040, or Mr. Anand Tirodkar at 022-2272-8153 or Helpdesk No. 1800-200-5533 (Toll Free) or write an email to helpdesk.evoting@cdslindia.com.

7. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut of date i.e. 23rd September, 2016.