



Anya Polytech & Fertilizers Limited

CIN: U01403DL2011PLC225541

Corp. Office-B-243, Sector-26, Noida-201301, Uttar Pradesh (India)

Tel. No. 0120-423320; Fax No. 0120-4159498

Email: contact@apfl.in

Website: www.apfl.in

NOTICE OF 12th ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of the Members of **Anya Polytech & Fertilizers Limited** (Formerly known as "Anya Polytech & Fertilizers Private Limited") (CIN: U01403DL2011PLC225541), a public limited company incorporated under the laws of India (the "Company") will be held on **Saturday, the 30th day of September, 2023 at 01:00 p.m.** Indian Standard Time (IST) at a shorter notice at the Registered Office of the Company at S - 2 Level, Upper Ground Floor, Block - E International Trade Tower, Nehru Place, New Delhi -110019, India to transact the following business (es):

ORDINARY BUSINESS:

Item No 1- Adoption of Financial Statement

To receive, consider and adopt the Audited Financial Statements (including consolidate financial statements) of the Company for the financial year ended on March 31, 2023 and the Reports of the Board of Directors ("the Board") and Reports of Auditors thereon.

SPECIAL BUSINESS:

Item No 2- Appointment of Ms. Liza Sahni DIN (10119296), as an Independent Director of the Company.

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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Ms. Liza Sahni (DIN: 10119296), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from April 19, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder 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 for a period of 5 (five) years till April 18, 2028, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

By Order of the Board of Directors
For **Anya Polytech & Fertilizers Limited**



Yashpal Singh Yadav
Managing Director
DIN: 00859217

Date: 28.09.2023

Place: Noida

**Note:- Anya Polytech & Fertilizers Private Limited converted into Public company w.e.f 16th August 2023. All the Compliances applicable to public company shall be followed post 12th AGM of the Company.*

Regd. Office- S - 2, Level, Upper Ground Floor, Block - E International Trade Tower, Nehru Place
New Delhi- 110019 (India)

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing proxy in order to be effective, should be deposited at Company's registered office, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Proxy holder shall prove his/her identity at the time of attending the Meeting.
3. When a member appoints a proxy and both the Member and the Proxy attend the Meeting, the Proxy stands automatically revoked.
4. Members/ Proxies/ Authorized Representatives are requested to bring duly filled in and signed attendance slip along with their copy of Annual Report in the meeting.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf.
6. All documents referred to in the accompanying notice will be kept open for inspection at the Registered Office of the Company at S - 2, Level, Upper Ground Floor, Block - E International Trade Tower, Nehru Place, New Delhi -110019, on all working days between 10.00 a.m. to 01.00 p.m. prior to the date of Annual General Meeting.
7. Route-map for easy reach to the venue of Annual General Meeting is at the last page of this Notice.

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under item no. 3 of the accompanying notice.

ITEM NO. 2

Appointment of Ms. Liza Sahni DIN (10119296), as an Independent Director of the Company.

Pursuant to Section 161 of the Companies Act, 2013, the Board, on April 19, 2023, appointed Ms. Liza Sahni (DIN: 10119296), as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of 5 (five) years with effect from April 19, 2023 to April 18, 2028 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Ms. Liza Sahni:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Confirmation 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;
- (iv) A declaration 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.

The Company has received a notice in writing by a member proposing her candidature under Section 160 of the Act.

In the opinion of the Board, Ms. Liza Sahni fulfills the conditions for independence specified in the Act, the Rules made thereunder and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Ms. Liza Sahni skills, background and experience are aligned to the role and capabilities and that she is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Ms. Liza Sahni as an Independent Director of the Company for a term of 5 (five) years effective April 19, 2023 to April 18, 2026 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and she shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Ms. Liza Sahni as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Ms. Liza Sahni, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

By Order of the Board of Directors
For Anya Polytech & Fertilizers Limited



Yashpal Singh Yadav
Managing Director
DIN: 00859217

Date: 28.09.2023

Place: Noida

Enclosures:

1. Disclosure under SS-2
2. Attendance slip
3. Proxy form (MGT-11)
4. Route Map

Regd. Office- S - 2, Level, Upper Ground Floor, Block - E International Trade Tower, Nehru Place
New Delhi- 110019 (India)

DISCLOSURE UNDER SS-2

Pursuant to the Secretarial Standard - 2 (SS-2) on "General Meetings", the particulars of appointment of Directors at the Annual General Meeting, is given hereunder.

Name	Liza Sahni
DIN	10119296
Date of Birth	04.08.1987
Date of appointment on the Board	19.04.2023
Inter-se relationship with other directors	No
Qualification	CS
Expertise in area	Management
No. of shares held	1000
Board position held	Additional Director (Non-Executive Independent Director)
Number of Board meetings attended during the year(tillAGM)	3
Directorships held in other companies	Nil
Chairman/ Membership in other Committees of the Board	Nil

FORM NO. MGT-11**PROXY FORM**

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

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

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

1. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him
 2. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him
 3. Name: _____ Address: _____
 E-mail Id: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the company, to be held on **Saturday, the 30th day of September, 2023 at 01:00 p.m.** Indian Standard Time (IST) at a shorter notice at the registered office of the Company at S - 2, Level, Upper Ground Floor, Block - E International Trade Tower, Nehru Place, New Delhi -110019 and at any adjournment thereof in respect of such resolutions as are indicated below-

S. No.	Resolution	Optional	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements (including consolidate financial statements) of the Company for the financial year ended on March 31, 2023 and the Reports of the Board of Directors ("the Board") and Reports of Auditors thereon.		
Special Business			
2	Appointment of Ms. Liza Sahni DIN (10119296), as an Independent Director of the Company		

Signed this day of 2023
 Signature of shareholder _____
 Signature of Proxy holder(s) _____

Affix Revenue Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- For the Resolutions and Notes, please refer to the Notice of 12th Annual General Meeting.
- It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details of member(s) in above box before submission.

ATTENDANCE SLIP

Registered Folio No. / DP ID No./ Client ID No.	
Name and address of the Member(s)	
Name of the Proxy (To be filled only when a proxy attends the meeting)	
Number of Shares held	

I certify that I am a member / proxy for the member of the Company

I/We hereby record my/our presence at the 12th Annual General Meeting of the Company held on **Saturday, the 30th day of September, 2023 at 01:00 p.m.** Indian Standard Time (IST) at a shorter notice at the registered office of the Company at S - 2, Level, Upper Ground Floor, Block - E International Trade Tower, Nehru Place, New Delhi -110019

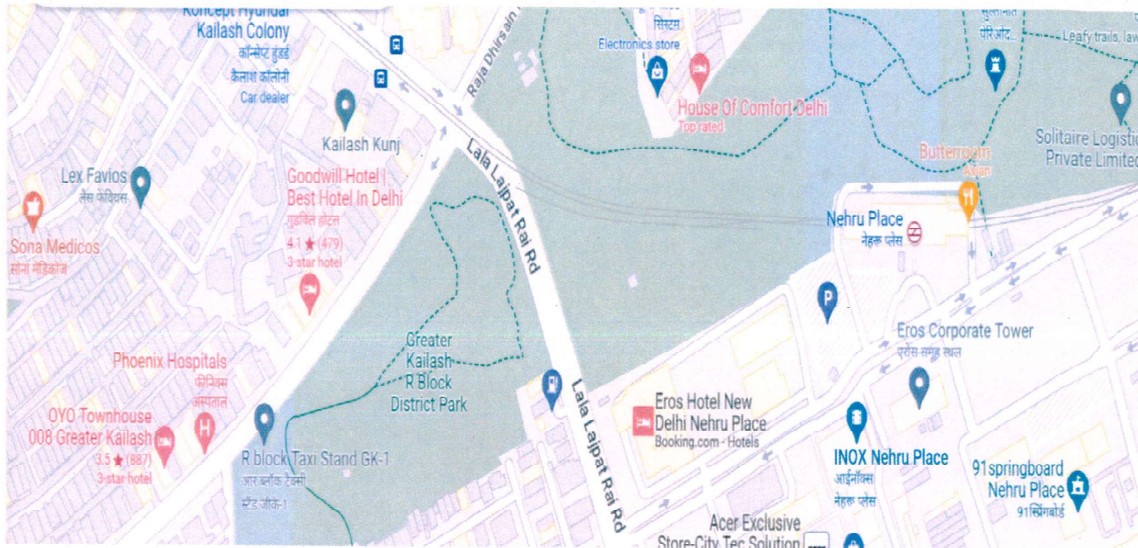
Name of the member/ proxy

Signature of member/proxy

Notes:

1. Members/Proxy attending the meeting must complete this attendance slip and hand it over at entrance.
2. Members are requested to bring their copies of Annual Report in the Meeting.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING (AGM)



**VENUE OF AGM:
ANYA POLYTECH & FERTILIZERS LIMITED**

**S - 2, LEVEL, UPPER GROUND FLOOR, BLOCK - E INTERNATIONAL TRADE
TOWER, NEHRU PLACE, NEW DELHI -110019**

Regd. Office- S - 2, Level, Upper Ground Floor, Block - E International Trade Tower, Nehru Place
New Delhi- 110019 (India)