

KANSAL FIBRES LIMITED

Reg. Office: 39, Devashish Complex, Sardar Patel Nagar, Ellisbridge, Ahmedabad, Gujarat 380009

E mail Id: kansalfiberltd@gmail.com, Contact No. 9824055589

Website: www.kansalfibres.com, CIN: L17116GJ1994PLC117990

NOTICE

Notice is hereby given that the Annual General Meeting of the members of KANSAL FIBRES LIMITED will be held on Tuesday 29th June, 2021, at 02.00 P.M. IST at the registered office of the company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31st March, 2021, balance sheet as on that date, Director's Report and the Auditor's report thereon.
2. To appoint Director in place of Mr. Karan Bairwa who retires by rotation and being eligible offers himself for reappointment.
3. To ratify the appointment of M/s. V S S B & Associates Chartered Accountants, Ahmedabad (Formerly known as Vishves A Shah & Co.), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of Annual General Meeting to be held in the year 2022 and to fix their remuneration for the financial year ending 31st March, 2022.

SPECIAL BUSINESS

4. To Appoint Mr. Rajendra Singh (DIN: 08924023) as a Non- Executive Director:

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Rajendra Singh, a non-executive , Non-Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for the term of Five years.

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

5. Amendment in Main Object of MOA:-

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

“RESOLVED THAT pursuant to section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) of the statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-”

Insertion of new clause numbered as sub-Clause 1 to 2 in Clause III (A) of Main Objects and deletion of old Sub-clause 1 to 3:-

1. To carry on all the activities to develop Agricultural and forest resources based Industries and also plant, grow, cultivate, produce, and raise plantations of various agricultural corps, forest and other plantation, various types of fertilizers, horticultural crops, Green House, Net House, medicinal and aromatic plants in their own farms and/ or taken on lease.
2. To carry on the business as a manufacturer, importers and exporters, whole seller, retailer and dealers of all type of agricultural and other commodities.

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

6. Change of Name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4,13,14,15 and all other applicable provisions, if any, of the Companies Act,2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s) or reenactment(s)thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of the Company from “Kansal Fibres Limited” to “Alder Agro Limited and/or any other name approved by the Registrar of Companies.”

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. "Kansal Fibres Limited" be substituted with the new name, i.e. “Alder Agro Limited” and/or any other name approved by the Registrar of Companies in the Memorandum and Articles of

Association of the Company, other necessary documents and at all other places wherever appearing.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar of Companies (ROC) and to settle and finalize all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

- I. The name of the Company is ‘Alder Agro Limited’.

RESOLVED FURTHER THAT the extant name of the Company wherever appearing in the Memorandum and Articles of Association be changed accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.”

Date : 02/06/2021

Place : Ahmedabad

By order of Board of Directors

Sd/-

Karan Bairwa
Managing Director
DIN : 08026123

NOTES

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business set out in item No. 4 is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
3. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxy holders are requested to bring their copy of Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday 22nd June, 2021 to Tuesday 29th June, 2021 (both days inclusive).
6. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent **M/s. Skyline Financial Services Private Limited**. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
8. Members intending to seek explanation /clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail.

10. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- i. In compliance with the provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendments

Rules, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of CDSL.

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 21st June, 2021 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. The remote e-voting will commence on 26th June, 2021 at 09.00 am and will end on 28th June, 2021 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st June, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iv. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- v. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the company as on the Cut-off date i.e 21st June, 2021.
- vii. The Company has appointed **Mr. Ajit M. Santoki**, Practicing Company Secretary (Membership No 4189, COP No. 2539), Ahmedabad to act as the Scrutinizer for conducting the remote e-voting and voting at poll process in a fair and transparent manner.
- viii. The Procedure and instructions for remote e-voting are as follows:
 - (i) The Shareholders should log on to the e-voting website www.evotingindia.com
 - (ii) Click on Shareholders.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with
the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.

- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Members holding shares in physical form will then directly reach the Company 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on EVSN of the Company.

(xi) 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.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii)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.

(xiv)Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv)You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi)If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii)Shareholders can also use Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xviii)Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.

xi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

X. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Date : 02/06/2021
Place : Ahmedabad

By order of Board of Directors

Sd/-

Karan Bairwa
Managing Director
DIN : 08026123

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF
THE COMPANIES ACT, 2013 (“the Act”)**

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 4 of the accompanying Notice dated 02nd June, 2021.

ITEM NO. 4

To appoint Mr. Rajendra Singh (DIN: 08924023) as a Non-Executive Director of the Company

Mr. Rajendra Singh (DIN: 08924023) was appointed in a board as an additional Director w.e.f. 28.12.2020. Mr. Rajendra Singh is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act and have given their consent to act as Directors. The terms and conditions of appointment of the above Directors shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday. Brief resume and other details of the Independent Directors whose appointment is proposed are provided in the annexure to the Explanatory statement attached herewith.

ITEM NO. 5

Amendment in Main Object of MOA:

As per the relevant provisions of the Companies Act, 2013 the object clause of a company is required to state the objects for which the company is incorporated and any matter considered necessary in furtherance thereof. Accordingly, the Board of Directors has decided to amend the object clause of Memorandum of Association of the Company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013.

The Board of directors is of the opinion that this business will help the Company to augment its financial resources which shall prove beneficial to the stakeholders besides the Company itself.

Your Board proposes to insert new clause 1 to 3 business activities as per detailed objects as set out in the resolution under Clause III (A) - Main Objects of the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 5 of the Notice.

ITEM NO. 6

Change of Name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company:

Your Company is engaged in the business of trading in Textiles and related products and activities. Now the Company would like to change its business activity from textile trading to business of agricultural and commodity activities. Focus on verticals activities set out in Resolution 5 of the notice that will govern the growth of the future. The Board of directors believes that continuation of the name of the Company may be a misnomer, and therefore it is imperative to give your Company a new name and identity which reflects the genesis of its business for the next phase of growth.

The Directors consider the proposed Special Resolutions in the interest of your Company and recommend the special resolutions under item no. 6 as set out in the notice for your approval by Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Consequently, it is proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect the changes in the name of company. The proposed resolutions are in the interest of the Company and your Directors commend Resolutions at item No.6 for your approval.

Company has obtained a certificate from a Practicing Chartered Accountant stating compliance with conditions provided in sub-regulation (1) of Regulation 45 of SEBI LODR as required under SEBI LODR 2nd amendment regulation dated 5th May 2021 and as per Regulation 45(3) of SEBI LODR, 2015.

None of Director and KMPL is interested in above resolution.

Date : 02/06/2021

Place : Ahmedabad

By order of Board of Directors

Sd/-

**Karan Bairwa
Managing Director
DIN:08026123**

ANNEXURE TO NOTICE

(Details of Directors seeking Appointment/Re-appointment)

Name of Director	Karan Bairwa	Rajendra Singh
Director Identification number (DIN)	08026123	08924023
Date of Birth	23.05.1995	02.02.1997
Nationality	Indian	Indian
Date of appointment on board	01.01.2018	28.12.2020
Qualification	Graduate	Graduate
Brief Profile	4 years Experience in Marketing	2 years Experience in the trading of Jewellery Business
Shareholding in the company	NIL	NIL
Directorship held in public limited company	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship committees across public companies	NIL	NIL

There are no inter-se relationships between the Board Members.

V S S B & ASSOCIATES

CHARTERED ACCOUNTANTS

(Formerly Known as Vishves A. Shah & Co.)

316, Abhishek Plaza, B/h. Nav Gujarat College, Opp. Gujarat Vidhyapith,
Ashram Road, Income Tax, Ahmedabad - 380 014.
Ph. : (O) 27541783 (M) 98254 71182, 9377771182
E-mail : vishvesca@gmail.com, cavishves@gmail.com



TO WHOM SO EVER IT MAY CONCERN

This is to Certify that M/s. Kansal Fibres Limited having its registered office at 39 Devashish Complex, Sardar Patel Nagar, Ellisbridge, Ahmedabad, Gujarat- 380009, has complied the Regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015. The Company has complied with following conditions:

- a. The Company has not Changed its name earlier since incorporation.
- b. At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.

The revenue from new activity i.e. Revenue from agricultural activity is Rs. 33,34,397/-, which is 100% of the total Revenue in the preceding one year.

- c. The amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity.

This has been certified on the basis of information, documents and records as provided by the management of the company.

Date: 02.06.2021
Place: Ahmedabad

For, V S S B & Associates
Chartered Accountants
Firm No. 121356W

Sd/-

(Vishves A. Shah)
Partner

M. No. 109944
UDIN: 21109944AAAAKN1958