

KRIBHCO FERTILIZERS LIMITED
Registered Office: A-60, Kailash Colony, New Delhi – 110048
Corporate Office: KRIBHCO Bhawan, A-10, Sector -1, Noida – 201301 (U.P.)
Tel. No. 011-29243412, 0120-2443701
Website: www.kfl.net.in; Email: query@kfl.net.in
CIN: U24121DL2005PLC143452

NOTICE

Notice is hereby given that 27th Extra Ordinary General Meeting of the Shareholders of KRIBHCO FERTILIZERS LIMITED will be held at shorter notice on Wednesday, 29th January, 2025 at 12.00 noon at KRIBHCO Bhawan, A-10, Sector-1, Noida to transact the following business:

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of section 197 read with schedule V and other applicable provisions (if any) of the Companies Act, 2013 or any Statutory amendment or re-enactment thereof; Articles of Association of the Company, the approval of the Shareholders of the Company be and is hereby accorded that the existing term on reimbursement of monthly expenses for engagement of office attendant at Noida residential office of Managing Director – KFL is being claimed & paid since March, 2022 on the basis of minimum wages rates notified by Government of NCT Delhi and that there will be no change to any other existing terms and conditions of his remuneration and employment.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to file the necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things as may be required in this regard.”

**By Order of the Board
For KRIBHCO FERTILIZERS LIMITED**




(Bipin Chandra Phuloria)
Company Secretary
M. No. ACS 13307

Place: Noida
Dated: 24th January, 2025

Regd. Office: A-60, Kailash Colony,
New Delhi – 110048
CIN: U24121DL2005PLC143452
Website: www.kfl.net.in; Email: query@kfl.net.in

NOTES:

- ***A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A SHAREHOLDER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. HOWEVER, THE SHAREHOLDERS MAY CONSIDER ACCEPTANCE OF PROXIES WITH A SHORTER PERIOD.***
- 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 hereto and forms part of this notice.
- Pursuant to Section 101 of the Act, consent for convening meeting at a shorter notice has been obtained from the Members of the Company.
- Any person attending this Extra Ordinary General Meeting as authorised representative(s) of KRIBHCO is requested to carry a certified true copy of the relevant resolution of the Board of Directors wherein authorization be given under the said resolution to attend and vote on their behalf at the meeting.
- During the meeting, the Statutory Registers, Memorandum and Articles of Association will be available for inspection by the shareholders of the Company at the venue of the meeting.
- None of the Directors, KMP and their relatives are in any way concerned and interested in the special business item, except Managing Director who is interested in the resolution on revision in his remuneration.
- In compliance with the Circular, Notice of the EGM is being sent through electronic mode to those members whose e-mail addresses are registered with the Company. The Notice is also been uploaded on the Company's website at www.kfl.net.in in the Investor Desk Section.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT AT ITEM NO. 1

Item No. 1

On the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company in their meeting held on 24.01.2025 has approved the proposal that the existing term on reimbursement of monthly expenses for engagement of office attendant at Noida residential office of Managing Director – KFL is being claimed & paid since March, 2022 on the basis of minimum wages rates notified by Government of NCT Delhi and that there will be no change to any other existing terms and conditions of his remuneration and employment.

Any payment of remuneration to Managing Director requires specific approval in pursuance to the provisions of section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.


Accordingly consent of the shareholders is sought for passing a special resolution as set out at Item No. 1 of the notice.

Except Shri Ravi Kumar Chopra, none of the Directors / Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in the resolution.

During FY 2023-24, the Company is having profits and hence a Statement pursuant to Schedule V, Part II, Section II (B) (iv) is not required.

The Board recommends the resolution for your approval

**By Order of the Board
For KRIBHCO FERTILIZERS LIMITED**


**(Bipin Chandra Phuloria)
Company Secretary
M.No. ACS 13307**

**Place: Noida
Dated: 24th January, 2025**

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KRIBHCO FERTILIZERS LIMITED

CIN – U24121DL2005PLC143452

Regd. Office : A-60, Kailash Colony, New Delhi – 110048

Tel. No. : 011-24943412; Email Address: query@kfl.net.in; website: www.kfl.net.in

ATTENDANCE SLIP

(Please complete this attendance slip and hand over at the entrance of the meeting venue)

I hereby record my presence at the 27th EXTRA ORDINARY GENERAL MEETING of the Company held on Wednesday, the 29th day of January, 2025 at 12.00 noon at “KRIBHCO Bhawan”, A-10, Sector -1, Noida, Distt. Gautam Budh Nagar (U.P.) 201 301

Registered DPID No & Client ID No.....

Name and Address of the Member.....

.....
Full Name of the Shareholder/Proxy

.....
Signature

NOTE: 1. Shareholder/Proxyholder are requested to carry the attendance slip with them.
2. A proxy is requested to carry his/her valid photo identity proof at the meeting

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PROXY FORM

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

I/ We being a Member of the above named Company, holding.....no. of shares under DPID No. and Client ID No.....hereby appointresident ofin the district ofor failing himresident ofin the district ofas my /our Proxy to attend and vote (on poll) for me/us and on my /our behalf at the TWENTY SEVENTH EXTRA ORDINARY GENERAL MEETING of the Company, to be held on Wednesday, the 29th January, 2025 at 12.00 noon at “KRIBHCO Bhawan”, A-10, Sector -1, Noida, Distt. Gautam Budh Nagar (U.P.) 201 301 and at any adjournment thereof in respect of such resolutions as are listed below:

Sr. No.	Resolutions
Special Business	
1	To consider and approve proposal on reimbursement of salary paid to office attendant at Noida residential office of Managing Director

Signed this _____ day of _____ 2025

Signature of Member _____ Signature of Proxyholder(s) _____

Affix
Revenue
Stamp

Note

1. This Form in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company at A-60, Kailash Colony, New Delhi – 110048, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Seventh Extra Ordinary General Meeting of the Company.