

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 the 22nd Extra Ordinary General Meeting of the Shareholders of KRIBHCO FERTILIZERS LIMITED will be held at shorter notice on Friday, 24th day of June, 2022 at 15.15 Hours (03.15 PM) at KRIBHCO Bhawan, A-10, Sector-1, Noida to transact the following business:


SPECIAL BUSINESS

1. To approve proposal on payment of Profit Linked Incentive for FY 2021-22 to Shri Ravi Kumar Chopra, Managing Director of the Company and in this regard 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 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 on payment of Profit Linked Incentive amount of Rs 2,59,768.40 for FY 2021-22 plus 1% matching contribution by Company to the pension account, if opted in terms of profit linked incentive scheme to Shri Ravi Kumar Chopra, Managing Director of the Company in addition to the remuneration already approved by the shareholders of the Company.

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: 24.06.2022**

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.
- Any person attending this Extra Ordinary General Meeting as an 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.
- Members seeking any information with regard to the matters as placed at the EGM, are requested to write to the Company through an email on query@kfl.net.in
- Except Managing Director, none of the Directors, KMP and their relatives are interested in the resolution.
- In compliance with the Circular, Notice of the EGM (hard copy / email) being given to KRIBHCO and individuals holding share of the Company as nominee of KRIBHCO. 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(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT AT ITEM NO. 1

Item No. 1

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their 83rd meeting held on 16.03.2022 had approved the Profit Linked Incentive (PLI) Scheme for the employees of KFL effective from FY 2021-22.

The financial statements for FY 2021-22 has been approved by the Board on 09.05.2022 and adopted by the shareholders of the Company on 14.05.2022. As per the approved annual accounts, the Profit before Tax was Rs. 76,35,68,062.98 and the distributable amount amongst eligible employees was Rs 3,81,78,403.15 (5% of Profit before Tax). The distributable amount has been paid to all the eligible employees except MD-KFL. The amount payable to MD-KFL as per approved PLI Scheme works out to Rs.2,59,768.40 plus 1% matching contribution by Company to the pension account of MD-KFL, if opted in terms of profit linked incentive scheme.

The total remuneration of Managing Director shall be in compliance to the provisions of section 197 and Schedule V of the Companies Act, 2013 and shall be subject to approval of the shareholder of the Company.

The existing remuneration of MD-KFL has been approved by the shareholders of the Company in their meeting held on 17.03.2022 wherein one of the term was as under:

“Profit Linked Incentive Scheme payable yearly and annual increment from 1st April every year subject to approval of the shareholders of the Company.”

The total remuneration of Managing Director after considering amount of PLI Scheme for FY 2021-22 is within the limit and in compliance to the provisions of section 197 and Schedule V of the Companies Act, 2013 and thus approval of shareholder of the Company can be taken for payment of amount as per PLI Scheme.

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 2021-22, the Company is having profits and hence a Statement pursuant to Schedule V, Part II, Section II (B) (iv) is not required.

Accordingly consent of the members is sought for passing a special resolution as set out at item no. 1 of the Notice.

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: 24.06.2022**

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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 22nd EXTRA ORDINARY GENERAL MEETING of the Company held on Friday, the 24th day of June, 2022 at 15.15 Hours (03.15 PM) 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 SECOND EXTRA ORDINARY GENERAL MEETING of the Company, to be held on Friday, the 24th day of June, 2022 at 15.15 Hours (03.15 PM) 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 payment of Profit Linked Incentive for FY 2021-22 to Shri Ravi Kumar Chopra, Managing Director of the Company

Signed this _____ day of _____ 2022

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 Sixteenth Annual General Meeting of the Company.