

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 17th Annual General Meeting of the Shareholders of KRIBHCO FERTILIZERS LIMITED will be held at shorter notice on Saturday, 14th day of May, 2022 at 16.00 Hours (04.00 PM) at KRIBHCO Bhawan, Board Room, A-10, Sector -1, Noida - 201301 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on 31st March, 2022 together with the report of Directors and the Auditors' thereon.
2. To appoint a Director in place of Shri Sudhakar Chowdary Vallabhaneni (DIN 00320555), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend on Equity Shares for the financial year ended March 31, 2022.
4. To appoint auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s S. K. Mehta & Co., Chartered Accountants (Registration No. 000478N), the retiring auditors are being eligible for re-appointment, be and is hereby re-appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT the statutory audit fee of M/s S. K. Mehta & Co., Chartered Accountants, for conducting statutory audit of company's accounts for the year ending on March 31, 2023 at Rs. 10,00,000/- (Rupees Ten Lakh only) plus applicable GST in addition to travel and out of pocket expenses incurred for purpose of statutory audit, as per the guidelines approved by the Board be and is hereby approved.

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required in this regard.”

SPECIAL BUSINESS

5. To regularize the appointment of Director and in this regard, to consider and, if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:



“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act 2013 ('Act') 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) Shri Sunder Singh Yadav (DIN07022181) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25.03.2022 and who holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 from a member proposing the candidature of Shri S. S. Yadav and who has consented to continue to act as Director be and is hereby appointed as Director of the Company and whose period of office shall be, liable to retire by rotation.


RESOLVED FURTHER THAT the Managing Director and Company Secretary of the Company be and is hereby severally authorised to file the necessary forms with Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

6. To ratify the remuneration of the Cost Auditor for the financial year 2022-23 and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable GST and out of pocket expenses payable to M/s Ravi Sahni & Associates, Cost Accountants (Firm Registration No 000383), as the Cost Auditor of the Company to conduct the audit of the Company's cost records for the financial year 2022-23 as approved by the Board of Directors on the recommendation of the Audit Committee be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Company Secretary of the Company be and is hereby severally authorised to take necessary action in this regard.”

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


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

**Place: Noida
Dated: 09.05.2022**

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New Delhi – 110048
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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 PROXY 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.
- The Company has fixed 12th May, 2022 as the record date for the purpose of payment of dividend. The dividend on Equity Shares, if declared at the AGM, will be paid to the Members whose name will appear on the record of Depository i.e. National Securities Depository Limited on the record date.
- The Register of Members and Share Transfer Books of the Company will remain closed from 12th May, 2022 to 14th May, 2022 (both days inclusive) for the purpose of AGM.
- The dividend @ 5% (0.50 per equity share) on the paid-up equity share capital of the Company, if declared by the Members at the AGM, will be paid subject to deduction of TDS within the statutory prescribed period.
- Any person attending this Annual 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.
- As per section 136 (2) of the Companies Act, 2013, the audited financial statement, auditors report and every other relevant document as required to be attached thereto, will be available for Members for inspection during business hours at the registered office of the company.
- Members seeking any information with regard to any matter to be placed at the AGM, are requested to write in advance to the Company through an email on query@kfl.net.in
- None of the Directors, KMP and their relatives are in any way concerned and interested in the ordinary resolution set out at item No. 2 of this notice, except Shri Sudhakar Chowdary Vallabhaneni (DIN 00320555) who is interested with regard to his re-appointment.
- Notice of the AGM along with the Annual Report 2021-22 may also be sent through electronic mode to those members whose e-mail addresses are registered with the Company. The Notice and Annual Report 2021-22 have also been uploaded on the Company's website at www.kfl.net.in in the Investor Desk Section.
- Brief profile of the Director seeking appointment/re-appointment at the AGM as per the provisions of Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India and approved by Government of India is given hereunder:



Name of the Director	Shri Sunder Singh Yadav
Appointment / Re-appointment	Regularisation as Non-Executive Director as Nominee of Promoter, liable to retire by rotation
DIN	07022181
Date of Birth	15/03/1968
Date of First Appointment on the Board	25/03/2022
Qualification	B.Tech (Electronics and Communications) and IES 1989. Masters in Public Management from London School of Economics.
Expertise in specific Functional areas	He has had with him a total experience of 32 years and presently he is Director-HR in KRIBHCO. Prior to this, he had worked as Chief Executive Officer Gramin Vikas Trust (GVT). He had also worked on deputation as Director in National Disaster Management Authority, Govt. of India from 2009 to 2011 and as Director in Election Commission of India from 2012 to 2014.
Terms and conditions of appointment or reappointment	He is a Non-Executive Director as a nominee of Promoter on the Board of KFL and there is no change to his terms of appointment now at the time of regularization
Remuneration	Sitting Fee for Board/Committee meetings as approved by the Board
Directorship in other Companies	KRISHCO GRAMIN VIKAS SANSTHA
Membership / Chairmanship of Committees in other Companies	NIL
No of Board Meetings attended during the Financial Year 2021-22	No meetings were held since his appointment w.e.f. 25/03/2022
No of shares held in the Company	NIL
Inter-se relationship with other Directors and Key Managerial personnel	None

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS ITEMS

Item no. 5

To appoint Shri Sunder Singh Yadav (DIN07022181) as Director, liable to retire by rotation

The Board of Directors of the Company had appointed Shri Sunder Singh Yadav (DIN07022181) as an Additional Director of the Company w.e.f. 25.03.2022 in pursuant to the provisions of section 161 of the Companies Act, 2013. According to the provisions of section 161, he holds office as Director only upto the date of the ensuing Annual General Meeting.



Shri Sunder Singh Yadav is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Due notice under section 160 of the Companies Act, 2013 has been received from the member of the Company proposing the candidature of Shri Sunder Singh Yadav as Director and whose period of office shall be, liable to retire by rotation. Accordingly consent of the shareholders is sought for passing an ordinary resolution as set out at Item No. 5 of the notice.

Except Shri Sunder Singh Yadav, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise in the resolution.

Your Directors recommends the resolution for your approval.

Item no. 6

To ratify the remuneration of Cost Auditor of the Company for the financial year 2022-23


On the recommendation of the Audit Committee, the Board of Directors has appointed M/s Ravi Sahni & Associates, Cost Accountants (Firm Registration No 000383), as Cost Auditor for FY 2022-23 at a remuneration of Rs. 50,000/- (Rupees Fifty thousand only) plus applicable GST and out of pocket expenses. As per the provisions of section 148 and all other applicable provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly consent of the shareholders is sought for passing an ordinary resolution as set out at Item No. 6 of the notice for ratification of the remuneration payable to M/s Ravi Sahni & Associates, Cost Accountants as Cost Auditor to conduct the audit of the Company's cost records for the financial year 2022-23.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the resolution.

Your Directors 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: 09.05.2022**

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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 17th ANNUAL GENERAL MEETING of the Company held on Saturday, the 14th day of May, 2022 at 16.00 Hours (04.00 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 17th ANNUAL
GENERAL MEETING of the Company, to be held on Saturday, the 14th day of May, 2022 at 16.00
Hours (04.00 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
Ordinary Business	
1	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on 31 st March, 2022 together with the report of Directors and the Auditors' thereon
2	To appoint a Director in place of Shri Sudhakar Chowdary Vallabhaneni (DIN 00320555), who retires by rotation and being eligible, offers himself for re-appointment
3	To declare dividend on Equity Shares for the financial year ended March 31, 2022
4	To appoint Statutory Auditors and fix their remuneration
Special Business	
5	To regularize the appointment of Shri S S Yadav as Director
6	To ratify the remuneration of the Cost Auditor for the financial year 2022-23

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 17th Annual General Meeting of the Company.

