

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,
Website: www.kfl.net.in; Email: query@kfl.net.in
CIN: U24121DL2005PLC143452

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Shareholders of KRIBHCO FERTILIZERS LIMITED will be held at shorter notice on Friday, 24th day of May, 2024 at 11.30 AM at Ground Floor, Board Room, KRIBHCO Bhawan, 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, 2024 together with the report of Directors and the Auditors' thereon.
2. To appoint a Director in place of Shri Rajan Chowdhry (DIN 02199935), 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, 2024.

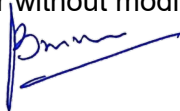
SPECIAL BUSINESS

4. To ratify the remuneration of the Cost Auditor for the financial year 2024-25 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 2024-25 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.”

5. To regularize appointment of Shri Raman Govind Rajan (DIN 01253189) as Director in the category of Independent 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 the provisions of Section 149, 150, 152 read with Schedule IV and any 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) and Articles of Association of the Company, Shri Raman Govind Rajan (DIN 01253189) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 20.03.2024 in the category of Independent Director 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 who has consented to continue to act as Director and has submitted a declaration that he meets the criteria for independence and on the recommendation of Nomination and Remuneration Committee and Board of Directors, Shri Raman Govind Rajan (DIN 01253189) be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of two years w.e.f. 20.03.2024, not liable to retire by rotation.

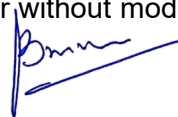
RESOLVED FURTHER THAT the Managing Director and Company Secretary of the Company be and is hereby severally authorised to file the necessary forms with Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things and execute all such documents, instruments and writings as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

6. To regularize appointment of Dr. Bindiya Bansal (DIN 10511909) as Director in the category of Independent 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 provisions of Section 149, 150, 152 read with Schedule IV and any 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) and Articles of Association of the Company, Dr. Bindiya Bansal (DIN 10511909) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 20.03.2024 in the category of Independent Director 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 who has consented to continue to act as Director and has submitted a declaration that she meets the criteria for independence and on the recommendation of Nomination and Remuneration Committee and Board of Directors, Dr. Bindiya Bansal (DIN 10511909) be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of two years w.e.f. 20.03.2024, not 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.”

7. To approve proposal on giving annual increment and amount under Profit Linked Incentive (PLI) Scheme to Managing Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification 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, giving an annual increment of Rs. 6,680/- per month in the basic pay of Shri Ravi Kumar Chopra, Managing Director of the Company taking his basic pay to Rs. 2,29,230/- per month and increase in Special Personal Pay of Rs 14,648.92 taking his Special Personal Pay to Rs. 44,470.62 per month alongwith other consequential increases applicable as per his existing terms and conditions effective from 01.04.2024 be and is hereby approved.

RESOLVED FURTHER THAT payment of amount under Profit Linked Incentive Scheme for FY 23-24 shall also be paid to Managing Director alongwith other eligible employees on approval of Company's financial statements by the Board of Directors and adoption by the shareholders of the company and the same be and is hereby approved.

RESOLVED FURTHER THAT the Special Personal Pay will be considered in PF, Gratuity & Leave encashment only.

RESOLVED FURTHER THAT that there will be no change to any other existing terms and conditions of his employment and that the remuneration (excluding Productivity Linked Incentive and Profit Linked incentive amount) to be paid shall be considered as minimum remuneration whether the Company earns any profit or not during his tenure i.e. upto 06.11.2024.

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: 13.05.2024**

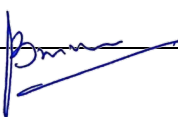
Regd. Office: A-60, Kailash Colony,
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NOTES:

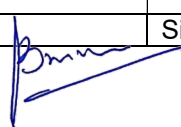
- **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A SHAREHOLDER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE 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 21st May, 2024 (Tuesday) 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 21st May, 2024 (Tuesday) to 24th May, 2024 (Friday) (both days inclusive) for the purpose of AGM.
- The dividend @ 3% (0.30 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 Rajan Chowdhry (DIN 02199935), who is interested with regard to his re-appointment.
- Notice of the AGM along with the Annual Report 2023-24 may also be sent through electronic mode to those members whose e-mail addresses are registered with the Company. The Notice and Annual Report 2023-24 have also been uploaded on the Company's website at www.kfl.net.in in the Investor Desk Section.
- Brief profile of the Directors 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 Rajan Chowdhry	Shri Raman Govind Rajan	Dr. Bindiya Bansal
Appointment / Re-appointment	Re-appointment as Director and liable to retire by rotation	Regularisation on appointment as Non-Executive Director in the category of Independent Director and not liable to retire by rotation	Regularisation on appointment as Non-Executive Director in the category of Independent Director and not liable to retire



			by rotation
DIN	02199935	01253189	10511909
Date of Birth	27/08/1960	26/09/1957	20/02/1968
Date of First Appointment on the Board	21/03/2013	20/03/2024	20/03/2024
Qualification	Fellow member of the Institute of Chartered Accountants of India and B.Com. (Hons) from Shri Ram College of Commerce, New Delhi	B. Tech (Chemical Engineering) from IIT (BHU) Varanasi and MBA from Strathclyde Business School, Glasgow, UK	Bachelor of Dental Surgery (BDS) from V. S. Dental College and Hospital, Bengaluru and also having Diplomas in Implantology, Laser Dentistry, Cosmetic Dentistry and Facial Aesthetics.
Expertise in specific Functional areas	He has extensive experience in Finance and Accounts operations of Fertilizer and Power Industry.	He has over 43 years of experience in various industries, including Gas Processing, Gas Pipelines, LPG pipelines, Petrochemicals and Refining, Project consultancy and Fertilizers. The expertise include conceptual design, process design, preparation of pre-feasibility reports, detailed feasibility reports, technology selection, project management and plant operations etc. He has served as Managing Director (CMD) of two public sector undertakings (PSUs) namely PDIL (from Jan'2007 to Nov'2020) and RCF (Nov'2010 to Jun'2016). He is giving Advisory / Technical Services to various organizations after superannuation.	She is a Dental Surgeon having 27+ years of experience specializing in aesthetic dentistry, implantology and laser dentistry. She is passionate about serving underserved communities through social initiatives. She has organized and participated in medical camps for unprivileged women in association with NGO WATER and a participant in Cancer Screening Camps conducted by MANDALA India and MANDALA USA. She is also a member of Women's Wing of FICCI.
Terms and conditions of appointment or reappointment	He is a non-executive director and nominee of KRIBHCO. The terms as applicable on his first appointment shall remain same.	He is a Non-Executive Director in the category of Independent Director and there is no change to his terms of appointment now at the time of regularization	She is a Non-Executive Director in the category of Independent Director and there is no change to her terms of appointment now at the time of regularization
Remuneration	Sitting Fee for	Sitting Fee for	Sitting Fee for



	Board/Committee meetings as approved by the Board	Board/Committee meetings as approved by the Board.	Board/Committee meetings as approved by the Board
Directorship in other Companies	<ul style="list-style-type: none"> • Gujarat State Energy Generation Ltd • DP World Rail Logistics Pvt Ltd • Kribhco Green Energy Pvt Ltd • Kribhco Agri Business Ltd • Krishco Gramin Vikas Sanstha • The Fertiliser Association of India 	<ul style="list-style-type: none"> • M/s JNK India Limited, Thane 	NIL
Membership / Chairmanship of Committees in other Companies	<ul style="list-style-type: none"> • Member Audit Committee - Kribhco Agri Business Ltd • Chairman Nomination and Remuneration Committee - Kribhco Agri Business Ltd 	M/s JNK India Limited, Stakeholder Committee-Chairman M/s JNK India Limited, CSR Committee-Member M/s JNK India Limited, Nomination and Remuneration Committee-Member	NIL
No of Board Meetings attended during the Financial Year 2023-24	All the 05 nos. of Board meetings held during FY 2023-24 were attended	No meetings were held after his appointment w.e.f. 20/03/2024	No meetings were held after her appointment w.e.f. 20/03/2024
No of shares held in the Company	01 (one) Equity share of Rs. 10/- each as nominee of KRIBHCO	NIL	NIL
Inter-se relationship with other Directors and Key Managerial personnel	None	None	None

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

Item no. 4

To ratify the remuneration of Cost Auditor of the Company for the financial year 2024-25

On the recommendation of the Audit Committee, the Board of Directors has re-appointed M/s Ravi Sahni & Associates, Cost Accountants (Firm Registration No 000383), as Cost Auditor for FY 2024-25 at a remuneration of Rs. 60,000/- (Rupees Sixty 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. 4 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 2024-25.

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.

Item no. 5

To regularize appointment of Shri Raman Govind Rajan (DIN 01253189) as Director in the category of Independent Director

Shri Raman Govind Rajan (DIN 01253189) was appointed as an Additional Director of the Company under the category of Independent Director w.e.f. 20.03.2024 for a period of two years by the Board of Directors, not liable to retire by rotation. In terms of Section 161(1) of the Companies Act, 2013, Shri Raman Govind Rajan holds office upto the date of this Annual General Meeting. The Nomination and Remuneration Committee and the Board of Directors has recommended the regularization of directorship of Shri Raman Govind Rajan.

The Company has received from Shri Raman Govind Rajan:

- (i) consent in writing to continue to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) declaration that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

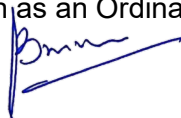
During the meeting, the documents mentioned under Sr. No. (i) to (iii) above will be available for inspection by the shareholders of the Company.

In the opinion of the Board, Shri Raman Govind Rajan has wide experience in the Fertilizer sector and his appointment on the Board would be beneficial to the Company. He fulfils the conditions specified in the Act and Rules made there under for his appointment as a Non-Executive Independent Director of the Company and that he is independent of the management.

Accordingly consent of the shareholders is sought for passing an ordinary resolution as set out at Item No. 5 of the notice for appointing Shri Raman Govind Rajan as a Director of the Company in the category of Independent Director for a period of 2 years w.e.f. 20.03.2024.

Except Shri Raman Govind Rajan, being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

Your Directors recommend the resolution as an Ordinary Resolution for your approval.



Item no. 6

To regularize appointment of Dr. Bindiya Bansal (DIN 10511909) as Director in the category of Independent Director

Dr. Bindiya Bansal (DIN 10511909) was appointed as an Additional Director of the Company under the category of Independent Director w.e.f. 20.03.2024 for a period of two years by the Board of Directors, not liable to retire by rotation. In terms of Section 161(1) of the Companies Act, 2013, Dr. Bindiya Bansal holds office upto the date of this Annual General Meeting. The Nomination and Remuneration Committee and the Board of Directors has recommended the regularization of directorship of Dr. Bindiya Bansal.

The Company has received from Dr. Bindiya Bansal:

- (i) consent in writing to continue to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) declaration that she meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

During the meeting, the documents mentioned under Sr. No. (i) to (iii) above will be available for inspection by the shareholders of the Company.

In the opinion of the Board, Dr. Bindiya Bansal has wide experience in Medical, Social initiative, women empowerment and her appointment on the Board would be beneficial to the Company. She fulfils the conditions specified in the Act and Rules made there under for her appointment as a Non-Executive Independent Director of the Company and that she is independent of the management.

Accordingly consent of the shareholders is sought for passing an ordinary resolution as set out at Item No. 6 of the notice by appointing Dr. Bindiya Bansal as a Director of the Company in the category of Independent Director for a period of 2 years w.e.f. 20.03.2024.

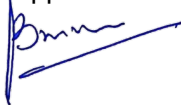
Except Dr. Bindiya Bansal, being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

Your Directors recommend the resolution as an Ordinary Resolution for your approval.

Item no. 7

To approve proposal on giving annual increment and amount under Profit Linked Incentive (PLI) Scheme to Managing Director of the Company

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their 95th meeting held on 09.05.2024 had approved proposal of giving annual increment and amount under Profit Linked Incentive Scheme to Managing Director of the Company on the following terms which will be subject to the approval of the shareholders of the Company:



- a. Increase in Basic Pay @ 3% rounded to next multiplier of Rs. 10/-
The monthly basic pay of Managing Director will be increased from existing Rs. 2,22,500/- to Rs. 2,29,230/-;
- b. Special Personal Pay / Personal Pay which was Rs 29,821.70 i.e. 13.4% of the existing basic pay of Rs. 2,22,500/- shall stand @ 19.4% of the increased basic pay (Rs. 2,29,230/-) which comes to Rs. 44,470.62 w.e.f. 01.04.2024;
- c. The above Special Personal Pay will be considered in PF, Gratuity & Leave encashment only;
- d. There will be no change in any other existing terms and conditions of his employment;
- e. Payment of PLI for FY 23-24 is due for all the eligible employees of the Company subject to approval of Company's financial statement in the ensuing Board meeting. Hence, after the approval of Company's financial statements by the Board of Directors and adoption by the shareholders of the company, payment will also be made to Managing Director alongwith other eligible employees.

The total remuneration of Managing Director is 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 terms of MD-KFL provides 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 2023-24 shall be 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 giving annual increment and payment of amount as per PLI Scheme.


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.

Accordingly consent of the members is sought for passing a special resolution as set out at item no. 7 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: 13.05.2024**

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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 19th ANNUAL GENERAL MEETING of the Company held on Friday, the 24th day of May, 2024 at 11.30 AM 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



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

PROXY FORM

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

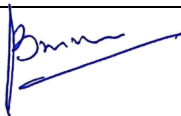
I/ We being

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 19TH ANNUAL GENERAL MEETING of the Company, to be held on Friday, the 24th day of May, 2024 at 11.30 AM 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, 2024 together with the report of Directors and the Auditors' thereon
2	To appoint a Director in place of Shri Rajan Chowdhry (DIN 02199935), 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, 2024
Special Business	
4	To ratify the remuneration of the Cost Auditor for the financial year 2024-25
5	To regularize appointment of Shri Raman Govind Rajan (DIN 01253189) as Director in the category of Independent Director
6	To regularize appointment of Dr. Bindiya Bansal (DIN 10511909) as Director in the category of Independent Director
7.	To approve proposal on giving annual increment and amount under Profit Linked Incentive (PLI) Scheme to Managing Director of the Company

Signed this _____ day of _____ 2024

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 19th Annual General Meeting of the Company.

