



कृष्णको फर्टिलाइजर्स लिमिटेड
KRIBHCO Fertilizers Limited

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 28th Extra Ordinary General Meeting of the Shareholders of KRIBHCO FERTILIZERS LIMITED will be held at shorter notice on Tuesday, July 29, 2025 at 12.00 Noon at KRIBHCO Bhawan, A-10, Sector-1, Noida to transact the following business:

SPECIAL BUSINESS

Subject: Appointment of Statutory Auditor to fill casual vacancy

1. 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 139(8) and other applicable provisions if any of the Companies Act, 2013, read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and pursuant to the recommendations made by the Board of Directors of the Company, M/s PGAS & Associates, Chartered Accountants, (Firm Registration No:043251N) be and are hereby appointed as the Statutory Auditor of the Company from this Extra Ordinary General Meeting for the financial year 2025-26 to fill the casual vacancy caused by the resignation of M/s. Raghu Nath Rai & Co., Chartered Accountants, (FRN No: 000451N).

RESOLVED FURTHER THAT M/s PGAS & Associates, Chartered Accountants shall hold office as Statutory Auditor of the company from the conclusion of this Extra Ordinary General Meeting of the company until the conclusion of the ensuing Annual General Meeting of the company and that they shall conduct the Statutory Audit for the year ended on 31st March, 2026 at a fee of Rs. 10,00,000/- (Rupees Ten Lakh only) plus applicable GST in addition to travel and out of pocket expenses incurred for statutory Audit, as per the guidelines approved by the Board be and is hereby approved.

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: 28th July, 2025**


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



कृभको फर्टिलाइजर्स लिमिटेड
KRIBHCO Fertilizers Limited

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.


28/07/2025



कृषको फर्टिलाइजर्स लिमिटेड
KRIBHCO Fertilizers Limited

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

M/s Raghu Nath Rai & Co, Chartered Accountants, (firm registration number 000451N) are the Statutory Auditor of the Company since FY 2023-24. The Statutory Auditor vide their letter dated 05.07.2025 have tendered their resignation and filed ADT-3 with RoC on 16.07.25 citing reasons of certain structural changes in their firm and ongoing staff constraints. Hence, they cannot continue to be Statutory Auditor and do the audit of the Company for FY 2025-26. This has resulted into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013. In order to fill up such casual vacancy, the appointment of M/s PGAS & Associates, Chartered Accountants is proposed. The appointment to fill the casual vacancy shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

M/s PGAS & Associates, Chartered Accountants (Firm Registration No. 043251N), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 139 & 141 of the Companies Act, 2013. They have also agreed to continue on the same terms and conditions as given to M/s Raghu Nath Rai & Co. i.e. on a fee of Rs. 10,00,000/- (Rupees Ten Lakh only) plus applicable GST in addition to travel and out of pocket expenses incurred for statutory Audit.

The Audit Committee of the Board in their meeting held on 28.07.2025 had reviewed the proposal on appointment of M/s PGAS & Associates, Chartered Accountants (Firm Registration No. 043251N) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Raghu Nath Rai & Co.

The Board of Directors had considered the recommendation of Audit Committee and recommend the proposal for the approval of Shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company (including their relatives are in any way concerned or interested, financial or otherwise, in this resolution.

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

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

**Place: Noida
Dated: 28th July, 2025**

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

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 28th EXTRA ORDINARY GENERAL MEETING of the Company held on Tuesday, the 29th day of July, 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

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

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 28th EXTRA ORDINARY GENERAL MEETING of the Company, to be held on Tuesday, the 29th July, 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 appointment of Statutory Auditor to fill casual vacancy

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 Eighth Extra Ordinary General Meeting of the Company.