

**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](http://www.kfl.net.in); Email: [query@kfl.net.in](mailto:query@kfl.net.in)**

**CIN: U24121DL2005PLC143452**

**NOTICE**

Notice is hereby given that the 18th Annual General Meeting of the Shareholders of KRIBHCO FERTILIZERS LIMITED will be held at shorter notice on Friday, 5<sup>th</sup> day of May, 2023 at 11.30 AM at KRIBHCO Bhawan, Board Room, A-10, Sector -1, Noida - 201301 to transact the following businesses:

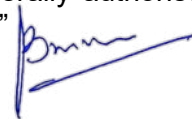
**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on 31<sup>st</sup> March, 2023 together with the report of Directors and the Auditors' thereon.
2. To appoint a Director in place of Dr. Chandrapal Singh Yadav (DIN 00023382), 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, 2023.
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** pursuant to the provision of section 139 and 141 of the Companies Act 2013 (as amended or re-enacted from time to time) and other applicable provision of the Companies Act 2013, M/s Raghu Nath Rai & Co. Chartered Accountants (Firm Registration No.000451N) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 6<sup>th</sup> Annual General Meeting of the Company, subject to fulfillment of eligibility criteria and review of their performance before each annual general meeting.

**RESOLVED FURTHER THAT** the statutory audit fee of M/s Raghu Nath Rai & Co., Chartered Accountants, for conducting statutory audit of company's accounts shall be Rs. 10,00,000/- (Rupees Ten Lakh only) plus applicable GST per financial year 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 ratify the remuneration of the Cost Auditor for the financial year 2023-24 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 2023-24 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.”

6. 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. 6,490/- per month in the basic pay of Shri Ravi Kumar Chopra, Managing Director of the Company taking his basic pay to Rs. 2,22,550/- per month and increase in Special Personal Pay of Rs 16,425,70 taking his Special Personal Pay to Rs. 29,821.70 per month alongwith other consequential increases applicable as per his existing terms and conditions effective from 01.04.2023 be and is hereby approved.

**RESOLVED FURTHER THAT** payment of amount under Profit Linked Incentive Scheme for FY 22-23 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 06.11.2023.

**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**

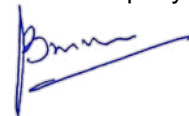
**(Bipin Chandra Phuloria)  
Company Secretary  
M. No. ACS 13307**

**Place: Noida  
Dated: 28/04/2023**

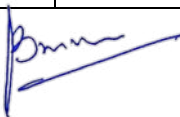
Regd. Office: A-60, Kailash Colony,  
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Email: [query@kfl.net.in](mailto:query@kfl.net.in)

## 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 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 03.05.2023 (Wednesday) 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 03.05.2023 to 05.05.2023 (both days inclusive) for the purpose of AGM.
- The dividend @ 6% (0.60 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](mailto: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 Dr. Chandrapal Singh Yadav (DIN 00023382) who is interested with regard to his re-appointment.
- Notice of the AGM along with the Annual Report 2022-23 may also be sent through electronic mode to those members whose e-mail addresses are registered with the Company. The Notice and Annual Report 2022-23 have also been uploaded on the Company's website at [www.kfl.net.in](http://www.kfl.net.in) in the Investor Desk Section.
- Brief profile of the Director seeking 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:



<b>Name of the Director</b>	<b>Dr. Chandrapal Singh Yadav</b>
Appointment / Re-appointment	Re-appointment as Director and liable to retire by rotation
DIN	00023382
Date of Birth and Age	19/03/1959 (64 years)
Date of First Appointment on the Board	08/12/2006
Qualification	Bachelor's degree in Education and Law, Master's degree in Science and Ph.D. in Maths
Expertise in specific Functional areas	He has more than 42 years of experience as Agriculturalist and Co-operator. Earlier he was the Chairman of UP Cooperative Marketing Federation and Bundelkhand Vikas Nigam. Dr. Yadav was a member of legislative Assembly Uttar Pradesh between 1996 & 2001 and also elected Member of Parliament in 14 <sup>th</sup> Lok Sabha (2004-2009) from Jhansi U.P. In November, 2014, he had been elected for Member of Parliament (in Rajya Sabha) through Samajwadi Party. He has wide experience in fertilizer industry.
Terms and conditions of appointment or reappointment	Dr. Chandrapal Singh Yadav is a non-executive director and nominee of KRIBHCO. The terms as applicable on his first appointment shall remain same.
Remuneration last drawn	NIL
Remuneration proposed to be paid	NIL
Directorship in other Companies	<ul style="list-style-type: none"> <li>• Kribhco Green Energy Private Limited</li> <li>• Kribhco Agri Business Private Limited</li> <li>• DP World Rail Logistics Private Limited</li> <li>• Krishco Gramin Vikas Sanstha</li> <li>• DP World Multimodal Logistics Hyderabad Pvt Ltd.</li> <li>• Nagarjuna Fertilizers and Chemicals Ltd.</li> <li>• Nagarjuna Oil Refinery Limited</li> </ul>
Membership / Chairmanship of Committees in other Companies	Nil
No of Board Meetings attended during the Financial Year 2022-23	06 out of 06 Board meetings held during FY 2022-23
No of shares held in the Company	
(a) Own	Nil
(b) For other persons on a beneficial basis	01 (one) Equity share of Rs. 10/- each as nominee of KRIBHCO
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 ratify the remuneration of Cost Auditor of the Company for the financial year 2023-24**

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 2023-24 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. 5 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 2023-24.

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.

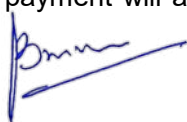
Your Directors recommends the resolution for your approval.

**Item no. 6**

**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 90<sup>th</sup> meeting held on 27.04.2023 had approved 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. 2,16,060/- to Rs. 2,22,550/-;
- b. Special Personal Pay / Personal Pay which was 6.2% of the existing basic pay (Rs. 2,16,060/-) shall stand @ 13.4% of the increased basic pay (Rs. 2,22,550/-) which comes to Rs. 29,821.70 w.e.f. 01.04.2023;
- 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 22-23 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 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 terms of MD-KFL provides as under:

***“Profit Linked Incentive Scheme payable yearly and annual increment from 1<sup>st</sup> 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 2022-23 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.

Accordingly consent of the shareholders is sought for passing a special resolution as set out at Item No. 6 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 2022-23, 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. 6 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: 28/04/2023**

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**ATTENDANCE SLIP**

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

I hereby record my presence at the 18<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Friday, the 5<sup>th</sup> day of May, 2023 at 11.30 AM at Corporate Office 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**  
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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 appoint .....resident  
of .....in the district of .....or failing him .....resident

of .....in the district of .....as my  
/our Proxy to attend and vote (on poll) for me/us and on my /our behalf at the 18<sup>TH</sup> ANNUAL  
GENERAL MEETING of the Company, to be held on Friday, the 5<sup>th</sup> day of May, 2023 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
<b>Ordinary Business</b>	
1	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on 31 <sup>st</sup> March, 2023 together with the report of Directors and the Auditors' thereon
2	To appoint a Director in place of Dr. Chandrapal Singh Yadavi (DIN 00023382), 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, 2023
4	To appoint Statutory Auditors and fix their remuneration
<b>Special Business</b>	
5	To ratify the remuneration of the Cost Auditor for the financial year 2022-23
6	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 \_\_\_\_\_ 2023

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 18<sup>th</sup> Annual General Meeting of the Company.

