

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 24th Extra Ordinary General Meeting of the Shareholders of KRIBHCO FERTILIZERS LIMITED will be held at shorter notice on Thursday, 28th September, 2023 at 10.30 AM at KRIBHCO Bhawan, A-10, Sector-1, Noida to transact the following business:

SPECIAL BUSINESS

1. **To approve the alteration of Articles of Association (“AoA”) to insert a clause with respect to appointment of Nominee Director by Debenture Trustee**

To consider and, if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:


“RESOLVED THAT pursuant to the provisions of sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the ‘Act’) and rules made thereunder, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Debenture Trustee) Regulations, 1993 read with relevant circulars issued by SEBI from time to time, (including any amendment(s), statutory modification(s), variation(s) and/ or re-enactment(s) to any of the foregoing and other applicable guidelines, directions or laws), consent of the shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by incorporating new article after existing Article 86 of Articles of Association of the Company as under:

Article 86A: Appointment of Nominee Director by Debenture Trustee

“Notwithstanding anything contained in this Articles, the Board of Directors shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the SEBI (Debenture Trustees) Regulations, 1993 as a Director on the Board of the Company (referred as “Nominee Director”) at the earliest and not later than one month from the date of receipt of written nomination from the debenture trustee(s). The Director nominated by Debenture Trustee shall not be liable to retire by rotation nor be required to hold any qualification shares. Such appointment shall be unconditional and in accordance with the provisions of Debenture Trust Deed, provisions of Companies Act, 2013, RBI Regulations, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and / or any other SEBI Regulations and all other applicable provisions of law.”

RESOLVED FURTHER THAT any one amongst the Managing Director, Chief Financial Officer and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, to make any change as required and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies, NCT of Delhi and Haryana.”

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


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

Place: Noida
Dated: 27.09.2023

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.
- 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 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.
- The notice is also available on the website of the Company at www.kfl.net.in



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

Securities and Exchange Board of India (SEBI) vide its notification dated 2 February 2023 amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 by inserting sub-regulation (6) in Regulation 23, which mandates an issuer to ensure that its Articles of Association (AoA) require its Board of Directors to appoint a person nominated by Debenture Trustee (DT) upon occurrence of following event of default enumerated in Regulation 15 (1) (e) of the SEBI (Debenture Trustees) Regulations, 1993 viz.,

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

Further, in case AoA of a issuer company whose debt securities are already listed on the date of SEBI Notification does not contain a provision for appointing a Nominee Director by Debenture Trustee then such issuer company should amend its AoA on or before September 30, 2023, to comply with the provisions of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

The existing AoA of the Company provides for appointment of Nominee Director by a Corporation who has subscribed to the debentures of the Company; however, it did not confer rights to Debenture Trustee for appointment of a Nominee Director. Therefore, the Company had to amend its AoA on or before September 30, 2023.

In order to comply with the above requirements, it is proposed to amend the existing AoA by incorporating new article 86A after existing Article 86 of AoA to empower Debenture Trustees to appoint Nominee Director upon occurrence of any event specified in Regulation 15 (1) (e) of the SEBI (Debenture Trustee) Regulations, 1993. The Company will also include relevant provisions to this effect in the trust deed in line with the aforesaid provisions.

Pursuant to the provisions of section 5 read with section 14 of the Act, approval of shareholders of the company by a special resolution is required for any alteration of the Articles of Association of the company as aforesaid. Accordingly, the approval of the shareholders is sought for passing a special resolution as set out under item no. 1.

The Board of Directors vide resolution dated 26.09.2023 recommends alteration in the AoA of the Company, to insert a clause enabling the appointment of a person nominated by the debenture trustee(s) in case of events specified above, for Shareholder's approval as set out in Item no. 1 of this Notice. During the meeting, the revised AoA will be available for inspection by the shareholders of the Company.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company.

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


**(Bipin Chandra Phuloria)
Company Secretary**

**Place: Noida
Dated: 27.09.2023**

Regd. Office: A-60, Kailash Colony,
New Delhi – 110048

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 24th EXTRA ORDINARY GENERAL MEETING of the Company held on Thursday, 28th September, 2023 at 10.30 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 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 shareholder 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 FOURTH EXTRA ORDINARY GENERAL MEETING of the Company, to be held on Thursday, 28th September, 2023 at 10.30 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 special resolution on alteration in Articles of Association of the Company.

Signed this _____ day of _____ 2023

Signature of Shareholder _____ 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 shareholder of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the twenty fourth Extra Ordinary General Meeting of the Company.