

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, Fax: 0120-2545464
Website: www.kfl.net.in; Email: query@kfl.net.in
CIN: U24121DL2005PLC143452

NOTICE

Notice is hereby given that the 16th Annual General Meeting of the Shareholders of KRIBHCO FERTILIZERS LIMITED will be held at shorter notice on Tuesday 29th June, 2021 at 16.15 Hours (04.15 PM), 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, 2021 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 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 FY 2021-22 at Rs. 8,80,000/- (Rupees Eight lakh Eighty Thousand 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 take necessary action in this regard.”

SPECIAL BUSINESS

4. 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 and 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), Shri V.P.Kaushik (DIN 00059733) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 20.03.2021 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 of the Board, the consent

of the shareholders of the Company be and is hereby accorded for regularization of appointment of Shri V.P.Kaushik as a Non-Executive Independent Director of the Company for a period of one year w.e.f. 20.03.2021, 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.”

5. 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 and 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), Shri I.N.Bansal (DIN 00874334) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 20.03.2021 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 of the Board, the consent of the shareholders of the Company be and is hereby accorded for regularization of appointment of Shri I.N.Bansal as a Non-Executive Independent Director of the Company for a period of one year w.e.f. 20.03.2021, 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 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 and 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), Smt Subha Tampi (DIN 07073107) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 20.03.2021 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 of the Board, the consent of the shareholders of the Company be and is hereby accorded for regularization of appointment of Smt Subha Tampi as a Non-Executive Independent Director of the Company for a period of one year w.e.f. 20.03.2021, not liable to retire by rotation.

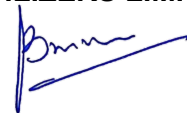
RESOLVED FURTHER THAT the Managing Director and Company Secretary of the Company be and is hereby severally authorised to file the necessary forms with Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things and execute all such documents, instruments and writings as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

7. To ratify the remuneration of the Cost Auditor for the financial year 2021-22 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. 50,000/- (Rupees Fifty 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 2021-22 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: 17.06.2021**

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 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.
- 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 any of the ordinary business items, except Shri Rajan Chowdhry (DIN: 02199935) who is interested in the ordinary resolution set out at item No. 2 of this notice with regard to his re-appointment.
- In compliance with the Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent through electronic mode to those members whose e-mail addresses are registered with the Company. The Notice and Annual Report 2020-21 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 V.P.Kaushik
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
DIN	02199935	00059733
Date of Birth	27/08/1960	27/06/1946
Date of First Appointment on the Board	21/03/2013	20/03/2021
Qualification	Fellow member of the Institute of Chartered Accountants of India and B.Com. (Hons) from Shri Ram College of Commerce, New Delhi	B.Sc (Engg) Hons in Mechanical from IIT (BHU) and MBA (Finance) from FMS, Delhi University

Expertise in specific Functional areas	He has extensive experience in Finance and Accounts operations of Fertilizer and Power Industry.	He has over 49 years of experience in executive positions in industry, of which last 22 years were AS A professional CEO/ Managing Director. In addition FOR 4 years HE WAS Advisor to THE Board OF DIRECTORS. He was the Managing Director of KFL from May, 2007 to April, 2016
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
Remuneration	Sitting Fee for Board/Committee meetings as approved by the Board	Sitting Fee for Board/Committee meetings as approved by the Board
Directorship in other Companies	<ul style="list-style-type: none"> • Gujarat State Energy Generation Ltd • Kribhco Infrastructure Pvt Ltd. • Krishco Gramin Vikas Sanstha • The Fertiliser Association of India 	NIL
Membership / Chairmanship of Committees in other Companies	<ul style="list-style-type: none"> • Audit Committee - Kribhco Infrastructure Pvt Ltd • Nomination and Remuneration Committee - Kribhco Infrastructure Pvt Ltd 	NIL
No of Board Meetings attended during the Financial Year 2020-21	06 out of 06 Board meetings held during FY 2020-21	No meetings were held since his appointment w.e.f. 20/03/2021
No of shares held in the Company	01 (one) Equity share of Rs. 10/- each as nominee of KRIBHCO	NIL
Inter-se relationship with other Directors and Key Managerial personnel	None	None

Name of the Director	Shri I.N.Bansal	Smt Subha Tampi
Appointment / Re-appointment	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	00874334	07073107
Date of Birth and Age	20/01/1949	30/08/1953
Date of First Appointment on the Board	20/03/2021	20/03/2021
Qualification	B.Tech Degree in Mechanical from G.B.Pant University of Agriculture and Technology	Graduate in Political Science and Post Graduate in English Literature from Kerala University
Expertise in specific Functional areas	He has vast experience of about 49 years in construction, maintenance and operations of large fertilizer plants in India and abroad.	She taught in various foreign universities and has wide experience of working with Confederation of Indian Industry (CII). She was the first CEO of the overseas Indian Facilitation Centre (OIFC) jointly organized by the Ministry of Overseas Indian Affairs Diaspora. She was also part of the world economic forum and the India economic summit. She was involved in counseling, CSR, Trade, Economic Promotion and Nation building activities. She had won many awards and worked with several NGOs worldwide.
Terms and conditions of appointment or reappointment	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 Board/Committee meetings as approved by the Board	Sitting Fee for Board/Committee meetings as approved by the Board
Directorship in other Companies	NIL	NIL
Membership / Chairmanship of Committees in other Companies	NIL	NIL
No of Board Meetings attended during the Financial Year 2020-21	No meetings were held since his appointment w.e.f. 20/03/2021	No meetings were held since her appointment w.e.f. 20/03/2021
No of shares held in the Company	NIL	NIL
Inter-se relationship with other Directors and Key Managerial personnel	None	None

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

Item no. 4

To appoint Shri V.P.Kaushik (DIN 00059733) as Director in the category of Independent Director

Shri V.P.Kaushik (DIN 00059733) was appointed as an Additional Director of the Company under the category of Independent Director w.e.f. 20.03.2021 for a period of one year by the Board of Directors, not liable to retire by rotation. In terms of Section 161(1) of the Companies Act, 2013, Shri V.P.Kaushik holds office upto the date of this Annual General Meeting. The Nomination and Remuneration Committee of the Board has recommended the regularization of directorship of Shri V.P.Kaushik.

The Company has received from Shri V.P.Kaushik:

- (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 V.P.Kaushik 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. 4 of the notice for appointment of Shri V.P.Kaushik as a Director of the Company in the category of Independent Director for a period of 1 year w.e.f. 20.03.2021.

Except Shri V.P.Kaushik 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. 5

To appoint Shri I.N.Bansal (DIN 00874334) as Director in the category of Independent Director

Shri I.N.Bansal (DIN 00874334) was appointed as an Additional Director of the Company under the category of Independent Director w.e.f. 20.03.2021 for a period of one year by the Board of Directors, not liable to retire by rotation. In terms of Section 161(1) of the Companies Act, 2013, Shri I.N.Bansal holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Nomination and Remuneration Committee of the Board has recommended the candidature of Shri I.N.Bansal for the office of Director.

The Company has received from Shri I.N.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 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 I.N.Bansal 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 appointment of Shri I.N.Bansal as a Director of the Company in the category of Independent Director for a period of 1 year w.e.f. 20.03.2021.

Except Shri I.N.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. 6

To appoint Smt Subha Tampi (DIN 07073107) as Director in the category of Independent Director

Smt Subha Tampi (DIN 07073107) was appointed as an Additional Director of the Company under the category of Independent Director w.e.f. 20.03.2021 for a period of one year by the Board of Directors, not liable to retire by rotation. In terms of Section 161(1) of the Companies Act, 2013, Smt Subha Tampi holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Nomination and Remuneration Committee of the Board has recommended the candidature of Smt Subha Tampi for the office of Director.

The Company has received from Smt Subha Tampi:

- (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, Smt Subha Tampi has wide experience in Industry, Commerce and Economics 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 for appointment of Smt Subha Tampi as a Director of the Company in the category of Independent Director for a period of 1 year w.e.f. 20.03.2021.

Except Smt Subha Tampi 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 ratify remuneration of Cost Auditor of the Company for the financial year 2021-22


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 2021-22 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. 7 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 2021-22.

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: 17.06.2021**

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



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 16th ANNUAL GENERAL MEETING of the Company held on Tuesday, the 29th day of June, 2021 at 16.15 hours 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 SIXTEENTH ANNUAL GENERAL MEETING of the Company, to be held on Tuesday, the 29th June, 2021 at 16.15 Hours (04.15PM) 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, 2021 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 appoint auditors and fix their remuneration

Special Business	
4	To appoint Shri V.P.Kaushik (DIN 00059733) as Director in the category of Independent Director
5	To appoint Shri I.N.Bansal (DIN 00874334) as Director in the category of Independent Director
6	To appoint Smt Subha Tampi (DIN 07073107) as Director in the category of Independent Director
7	To ratify remuneration of Cost Auditor of the Company for the financial year 2021-22

Signed this _____ day of _____ 2021

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 Sixteenth Annual General Meeting of the Company.