

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 19th Extra Ordinary General Meeting of the Shareholders of KRIBHCO FERTILIZERS LIMITED will be held at shorter notice on Wednesday, 17th March, 2021 at 14.10 hours (02.10 PM) at KRIBHCO Bhawan, A-10, Sector-1, Noida to transact the following business:

SPECIAL BUSINESS

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

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of section 77, 179, 180 (1) (a), 180 (1) (c) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing from time to time from any one or more Bank(s) / Financial Institution(s) / Body(ies) Corporate and/or any other person whether Indian or Foreign, any sum or sums of monies which together with the moneys already borrowed by Company (apart from the temporary loans taken from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the sum of ₹ 4000,00,00,000/- (Rupees Four Thousand Crore only) exclusive of interest payable on the borrowings.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages, hypothecations/lien/pledge in addition to the existing charges, mortgages, hypothecations/lien/pledge created by the Company on such Company's assets and properties, whether movable or immovable, book-debts, stock-in-trade (including raw materials and work-in-progress), both present and future, and in such manner as the Board may deem fit, which may exceed


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the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the sum of ₹ 4000,00,00,000/- (Rupees Four Thousand Crore only) exclusive of interest payable on the borrowings.

RESOLVED FURTHER THAT any two amongst Managing Director-KRIBHCO, Finance Director-KRIBHCO, Managing Director-KFL and Chief Financial Officer-KFL be and are hereby authorized to negotiate and give confirmation and/or to accept any amendments/modifications and sign all applications, papers, documents, deeds, loan agreements, hypothecation deed, demand promissory notes, ISDA agreements, declarations, undertakings, schedules and to do all such acts, deeds and things as they may think fit for the purpose of borrowing money, factoring, creation of security and/or to give effect to the above resolutions.

RESOLVED FURTHER THAT the Company do from time to time, enter into/unwind any derivative hedging products like interest rate swaps, currency swaps, forward rate agreements and any other option related products like caps, floors, swaptions etc with any Bank as permitted from time to time by the relevant Regulatory Authorities to manage the exchange rate and interest rate on the domestic loans and External Commercial Borrowings (ECB).

RESOLVED FURTHER THAT the common seal of the Company be affixed to any document executed for the purpose of borrowing money under the signatures of any one amongst Managing Director-KRIBHCO, Finance Director-KRIBHCO, Managing Director-KFL and Chief Financial Officer-KFL and countersigned by any of the above Directors / Chief Financial Officer, other than person who has signed the documents or Company Secretary of the Company.

RESOLVED FURTHER THAT Managing Director and Company Secretary of the Company be and are hereby severally authorised to digitally sign e-forms required to be submitted for creation, modification, satisfaction of any security/charge and electronically submit the form with the Registrar of Companies, NCT of Delhi & Haryana."

By Order of the Board
For KRIBHCO FERTILIZERS LIMITED


(Bipin Chandra Phuloria)
Company Secretary

Place: Noida
Dated: 17.03.2021

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

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.
- During the meeting, the Statutory Registers will be available for inspection by the shareholders of the Company.



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

The shareholders of the Company in their meeting held on 20.11.2017 on the recommendations of the Board of Directors had given the authorization to the Board including any Committee thereof to borrow upto Rs. 4000 crore in pursuance to provisions of section 77, 179 and 180 (1)(c) of the Companies Act, 2013.

The existing resolutions approved by the Board and shareholders does not covers authorization under section 180 (1)(a) of the Companies Act, 2013. On the request of lenders/bankers, the existing Board and Shareholders resolution are proposed for modification by including provisions of Section 180 (1)(a) also in addition to 180(1)(c) and other applicable provisions.

Accordingly consent of the members is sought for passing a special resolution as set out at item no. 1 of the Notice.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

By Order of the Board
For KRIBHCO FERTILIZERS LIMITED



(Bipin Chandra Phuloria)
Company Secretary

Place: Noida
Dated: 17.03.2021

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