



Dated: 07.11.2024

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400051, Maharashtra

Symbol: KNAGRI

Sub: Notice of the 37th Annual General Meeting of the Company

Dear Sir/ Madam,

We wish to inform you that the **37th Annual General meeting** (AGM) of the Company will be held on **Saturday, November 30, 2024 at 03:00 p.m. (IST)** at the registered office of the Company situated at KN Building, Panchsheel Raipur-492001, to transact the businesses mentioned in the Notice of the 37th AGM, enclosed herewith.

You are requested to take the same on your records.

Thanking You

Yours Sincerely,
For, KN Agri Resources Limited

Neelam Wadhvani
Company Secretary
& Compliance Officer

Encl: a/a

KN AGRI RESOURCES LIMITED

Regd. Office: KN Building, Panchsheel, Raipur-492001, CG, India

Tel: +91 771 2293706 / 08, Email: info@knagri.com, website: www.knagri.com, CIN L15141 CT 1987 PLC 003777



KN AGRI RESOURCES LIMITED

REGD. OFFICE: KN Building, Panchsheel, Raipur, (C.G) - 492001

CIN: L15141CT1987PLC003777

Email: info@knagri.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF KN AGRI RESOURCES LIMITED WILL BE HELD ON SATURDAY, NOVEMBER 30, 2024, AT 03:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY, SITUATED AT KN BUILDING, PANCHSHEEL, RAIPUR-492001, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024, ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, including Audited Balance Sheet as at March 31, 2024, the Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the report of the Board of Directors and Auditors thereon, as circulated to the members and laid before the meeting be and are hereby considered, approved & adopted.

- 2. APPOINTMENT OF MR. DHIRENDRA SHRISHRIMAL (DIN:00324169), AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.**

To appoint a director in place of Mr. Dharendra Shrishrimal (DIN:00324169), who retires by rotation as a Director and being eligible, offers himself for re-appointment; and in this regard, to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, Mr. Dharendra Shrishrimal (DIN: 00324169), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3. APPOINTMENT OF M/S PUKHRAJ & ASSOCIATES, CHARTERED ACCOUNTANTS (REGISTRATION NO. 002013C) AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.**

The Members are requested to consider and, if thought fit, to pass the following resolution as an **OrdinaryResolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with relevant rules framed thereunder, (including any statutory modification or amendment thereto or re-enactment thereof for time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Pukhraj & Associates, Chartered Accountants, (ICAI Firm Registration No. 002013C), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting till conclusion of 42th Annual General Meeting of the Company at such remuneration, as may be mutually agreed between the Board of Directors of the Company and M/s Pukhraj & Associates, Chartered Accountants from time-to-time.

FURTHER RESOLVED THAT any one Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. RATIFICATION OF THE REMUNERATION OF THE COST AUDITORS FOR FINANCIAL YEAR 2024-25.

The Members are requested to consider and, if thought fit, to pass the following resolutionas an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules of the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the remuneration as approved by the Board of Directors and set out in the Explanatory Statement annexed to this Notice, payable to M/s Sanat Joshi & Associates, Cost Accountants, Firm’s Registration No. 000506, appointed as the Cost Auditors of the Company to conduct the audit of cost records maintained by the Company for the financial year 2024-25, be and is hereby ratified.

FURTHER RESOLVED THAT the Board of Directors of the Company and Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Dated: October 30, 2024.
Place: Raipur (C.G.)

By the Order of the Board of Directors
KN Agri Resources Limited

Dhirendra Shrishrimal
Whole-time Director & CFO
(DIN: 00324169)

Notes:

1. An Explanatory Statement pursuant to the provisions of the Companies Act, 2013 ("the Act"), and Secretarial Standard on General Meetings (SS-2), setting out the material facts in respect of the Special Business to be transacted at the Annual General Meeting ("AGM / Meeting") is annexed hereto. As per Regulation 36 (5) of (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice also includes explanatory statement for the proposed appointment of Statutory Auditors.
2. The details as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of the director's seeking re-appointment at the AGM is annexed hereto.
3. The notice of AGM along with the Annual Report for 2023-24 is being sent by electronic mode to all members of the Company in their respective e-mail ID's registered with the Company / Depository Participant. Shareholders may also note that the Notice of 37th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, and the Annual Report for the year 2023-24 will also be available on the website of Company www.knagri.com.
4. All the documents referred to in the accompanying notice along with the explanatory Statement, are open for inspection at the Registered Office of the Company during business hours on all working days (Monday to Friday) except holidays, up to the date of this Annual General Meeting of the Company.
5. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Member(s) not exceeding Fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
6. The instrument appointing the proxy (enclosed hereto) in order to be effective must be deposited (duly completed, stamped and signed) at the Registered Office of the Company not less than Forty-Eight (48) hours before the commencement of the meeting.
7. A Proxy form is attached herewith along with the notice of AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
8. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution along with the specimen signature, authorizing their representative to attend and vote on their behalf at the meeting.
9. All the members are requested to support the Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014.
10. The Company has appointed M/s. Link Intime India Private Limited, Mumbai, as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfer, Demat request, change of address intimation and other communication in relation thereto with respect to shares should be addressed to Registrar directly quoting folio no., full name and name of Company as 'KN Agri Resources Limited' at mumbai@linkintime.co.in.
11. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies, and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, and duly signed.

12. Members voting rights shall be in proportion to his/her paid up share capital of the company. The Members who have cast their vote via remote e-voting platform, prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 37th AGM. The facility of casting votes by a member using remote e-voting system will be provided by National Securities Depository Limited. (NSDL).
14. In addition to the facility for voting through electronic means, Ballot Papers shall also be made available at the AGM venue. The members attending the AGM who have not cast their votes through Remote e-voting shall be eligible to vote through Ballot Paper (polling paper) at the Annual General meeting. In case the member casts his votes through both the processes i.e., E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
15. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. There will be only one Ballot Form for every Folio/ DP ID & Client ID irrespective of the number of joint members.
16. M/s, Amit Sharma & Associates, Practising Company Secretaries (CP No. 15315; PR No. 1740/2022), have been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting at the Meeting, in a fair and transparent manner.
17. The remote e-voting period commences on Wednesday, 27th November 2024 (9.00 a.m. IST) and ends on Friday, 29th November 2024 (5.00 p.m. IST). The Members of the Company, holding shares, as on the cut-off date i.e. Friday, 22nd November 2024, may cast their vote by remote e-voting during the aforesaid period. The remote e-voting module shall be disabled by NSDL for voting thereafter.
18. A route map indicating direction to reach the venue of the AGM is given at the end of this notice as per the requirement of Secretarial Standards-2 on General Meeting.
19. The results declared along with the Scrutinizer's Report shall be placed on the Website of the Company www.knagri.com immediately after the result is declared by the Chairman and communicated to the Stock Exchange.
20. The Notice of AGM and the Annual Report of the Company are available on the websites of the Stock Exchanges viz. NSE at www.nseindia.com and the website of the Company at www.knagri.com.

Instructions for Remote E-Voting:

The remote E-Voting period begins on 27, November, 2024 at 09:00 a.m. (IST) and ends on 29, November, 2024 at 05:00 p.m. (IST). The Remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 22 November, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22, November, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A

new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants.</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. **Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csamitsharma@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. PallaviMhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (info@knagri.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (info@knagri.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 3:

Pursuant to the provisions of Section 139(2) of the Companies Act 2013 (the "Act"), read with applicable Rules framed thereunder, the term of the present Statutory Auditors expires at the conclusion of this AGM. The Board of Directors place on record their appreciation for the services rendered by M/s. N. Kumar & Co., Chartered Accountants.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company has, at its meeting held on 30th October 2024, proposed the appointment of M/s. Pukhraj & Associates, Chartered Accountants (Firm Registration No. 002013C) as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 42th AGM.

M/s Pukhraj & Associates have consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of the Sections 139, 141 and other relevant provisions the Act and the Companies (Audit and Auditors) Rules, 2014.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Proposed Fees	The fee proposed to be paid to M/s. Pukhraj & Associates, towards statutory audit for financial year 2024-25 shall be not exceeding Rs. 0.08 Crores/- , plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee. The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above and will be decided by the management in consultation with the Statutory Auditors.
Term of appointment	Appointment for 1st term of five years upto conclusion of the 42th AGM
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;	Proposed to Increase from 0.05 Crores to 0.08 Crores as there was no increment in the Audit fees of the outgoing auditor in the preceding financial year.
Basis of recommendation	The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Pukhraj & Associates as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.
Credentials of the Auditor	M/s. Pukhraj & Associates is a Partnership Firm incorporated in India and is a firm of Chartered Accountants registered with the Institute of

	Chartered Accountants of India ("ICAI") with Registration No. 002013C, and Peer Review No. 014066. The Firm was established in 1983 and has a large and diverse client base spread all over the country engaged in various business activities i.e. from retail business house to large industrial undertakings which are well known in the country. The firm has vast experiences of more than 40 years in different type of Audit/Statutory Audits/Internal Audits/System Audits/Management Audits/Due Diligence Audit/Con Current Audit/Financial Reporting/Financial Accounting. The firm has expertise in direct and indirect taxation work including representation before Assessing Officer, CIT (Appeals) and I.T.A.T. etc.
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Item No. 4:

M/s Sanat Joshi & Associates, Cost Accountants, have been appointed as the Cost Auditors by the Board of Directors of the Company on recommendation of the Audit Committee, for conducting audit of cost records and accounts maintained by the Company pertaining to products covered under MCA Cost Audit order activities for the financial year ending March 31, 2025 at a remuneration of ₹ 40,000.00 per annum. In terms of provisions of Section 148(3) of the Act, read with Companies (Audit and Auditors) Rules, 2014, members' approval is required for remuneration payable to the Cost Auditors.

**BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
/ VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]

Name	Mr. Dhirendra Shrishrimal
Director Identification Number (DIN)	00324169
Date of Birth	March 20, 1972
Age	52 years
Nationality	Indian
Date of first appointment in the Board	January 01, 1998
Terms and Conditions of Appointment / Re-appointment	Liable to retire by rotation
Educational Qualifications	Bachelor of Commerce
Profile& Experience	He has completed his Bachelor of Commerce from University of Bombay in 1992. He has an experience of around 27 years in the agri-commodities industry. He currently overseas and controls the Banking and Finance Operations as well as domestic trading operations.
Nature of Expertise in specific functional areas	Banking & Finance Operations
Relationship with Directors / KMP of the Company	Brother of Mr. Vijay Shrishrimal (Chairman & Managing Director) and Mr. Sanjay Shrishrimal (Whole-time Director).
Directorship in other listed entities	N.A.
Listed entities from which Director has resigned in the past 3 years.	N.A.
Chairmanship / Membership of the Committees of other listed entities.	N.A.
Shareholding in KN Agri Resources Limited (as on 31.03.2024)	845326 Shares



KN AGRI RESOURCES LIMITED

REGD. OFFICE: KN Building, Panchsheel, Raipur, (C.G) - 492001

CIN: L15141CT1987PLC003777

Email: info@knagri.com

Form No. MGT-11

[Proxy form]

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

37TH ANNUAL GENERAL MEETING

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

<i>Name</i>		<i>E-mail ID</i>	
<i>Address</i>		<i>Signature</i>	

Or failing him/her,

<i>Name</i>		<i>E-mail ID</i>	
<i>Address</i>		<i>Signature</i>	

Or failing him/her,

<i>Name</i>		<i>E-mail ID</i>	
<i>Address</i>		<i>Signature</i>	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual general meeting/ of the Company, to be held on the 30th day of November, 2024 at 03:00 P.M. at KN Building, Panchsheel, Raipur-492001, Chattisgarh and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO.	ORDINARY BUSINESS
1.	ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024, ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.
2.	APPOINTMENT OF MR. DHIRENDRA SHRISHRIMAL (DIN: 00324169), AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.
3.	APPOINTMENT OF M/S PUKHRAJ & ASSOCIATES, CHARTERED ACCOUNTANTS (REGISTRATION NO. 002013C) AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.
S.NO.	SPECIAL BUSINESS
4.	RATIFICATION OF THE REMUNERATION OF THE COST AUDITORS FOR FINANCIAL YEAR 2023-24.

Signed this _____ day of _____ 2024.

SIGNATURE OF MEMBER

Affix
Revenue
Stamp

SIGNATURE OF PROXY HOLDER

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, in not less than 48 hours before the commencement of the Meeting.
- A person can act as proxy on behalf of not more than fifty members, and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
- A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the Company, a certified true copy of the Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.



KN AGRI RESOURCES LIMITED

REGD. OFFICE: KN Building, Panchsheel, Raipur, (C.G) - 492001

CIN: L15141CT1987PLC003777

Email: info@knagri.com

ATTENDANCE SLIP

(To be filled and handed over at the entrance of the meeting venue)

'37TH ANNUAL GENERAL MEETING'

NAME OF SHAREHOLDER (IN BLOCK LETTERS)	
REGISTERED ADDRESS OF SHAREHOLDER	
REGISTERED FOLIO NO. / DP ID & CLIENT ID	
NO. OF SHARES	
NAME OF PROXYHOLDER / AUTHORIZED REPRESENTATIVE (IF ANY)	

I/we hereby record my/our presence at the Annual General Meeting of the Company held on 30th day of November, 2024 at 03:00 P.M. at KN Building, Panchsheel, Raipur-492001, Chhattisgarh, India.

Signature of Shareholder / Proxy / Authorized Representative present:



KN AGRI RESOURCES LIMITED

REGD. OFFICE: KN Building, Panchsheel, Raipur, (C.G) - 492001

CIN: L15141CT1987PLC003777

Email: info@knagri.com

Form No. MGT-12

[Polling Paper]

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

(Please fill and submit in the Ballot Box at the venue of the meeting.)

'37TH ANNUAL GENERAL MEETING'

BALLOT PAPER	
NAME OF THE FIRST NAMED SHAREHOLDER : (In Block Letters)	:
POSTAL ADDRESS	:
E-MAIL ID:	:
FOLIO NO. (Physical Shares)	:
CLIENT ID (Dematerialized Shares)	:
DP ID: (Dematerialized Shares)	:
CLASS OF SHARE	: Equity

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Particulars	No. of Shares held by me	Please insert tick mark (✓) in either Assent or Dissent	
			I assent to the Resolution (FOR)	I dissent to the Resolution (AGAINST)
1.	ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 ST MARCH, 2024, ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.			
2.	APPOINTMENT OF MR. DHIRENDRA SHRISHRIMAL (DIN: 00324169), AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.			
3.	APPOINTMENT OF M/S PUKHRAJ & ASSOCIATES, CHARTERED ACCOUNTANTS (REGISTRATION NO. 002013C) AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.			
4.	RATIFICATION OF THE REMUNERATION OF THE COST AUDITORS FOR FINANCIAL YEAR 2023-24			

Place: Raipur (C.G.) _____

Dated: _____ Signature of the Member/Proxy holder

Notes:

- Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- In case the member casts his votes through both the processes i.e., E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- The votes should be cast either in favour or against by putting the tick mark(✓)in the column provided for asset or dissent. Ballot Form bearing tick marks in both the columns will render the Ballot Form invalid.
- Voting rights shall be reckoned on the basis of paid up value of the shares.
- There will be only one Ballot Form for every Folio/ DP ID & Client ID irrespective of the number of joint members.



KN AGRI RESOURCES LIMITED

REGD. OFFICE: KN Building, Panchsheel, Raipur, (C.G) - 492001

CIN: L15141CT1987PLC003777

Email: info@knagri.com

ROUTE MAP

(VENUE OF THE 37TH ANNUAL GENERAL MEETING)

KN Building, Panchsheel, Raipur-492001

