

**Transcript of 6<sup>th</sup> Annual General Meeting of Ramagundam Fertilizers and Chemicals Limited held on Thursday, the 25<sup>th</sup> day of November, 2021 at 03.30 P.M. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at the Corporate Office, National Fertilizers Limited at A-11, Sector-24, Noida- 201301**

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The 6<sup>th</sup> Annual General Meeting of Members of the Ramagundam Fertilizers and Chemicals Limited (RFCL/ The Company) was convened on 25<sup>th</sup> November, 2021 through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility, commenced at 03:30 P.M. and concluded at 4:05 PM (**AGM/ Meeting**), in compliance with applicable provisions of the Companies Act, 2013 read with the relevant Circulars issued by Ministry of Corporate Affairs (MCA) and Secretarial Standards on General Meetings (SS-2).

The Company Secretary informed that in compliance with circulars issued by MCA, the AGM was conducted through VC/OAVM without the physical presence of members at a common venue. It was informed that consent to hold the 6th AGM at NFL Corporate Office, Noida i.e. place other than the registered office of the Company or a place within the city, town or village in which the registered office of the company is situated was received in advance from all the members.

Shri Nirlep Singh Rai, Chairman chaired the proceedings of the Meeting. All the Members, Directors, Statutory and Secretarial Auditors and other persons attending the AGM welcomed the Chairman.

The Company Secretary informed the Chairman that Seven Members of the Company were present through electronic means as the Authorized Representatives of National Fertilizers Limited, Engineers India Limited, Fertilizer Corporation of India Limited, GAIL(India) Limited, HT Ramagundam A/S, Investment for Developing Countries (IFU) and Danish Agribusiness Fund IKS (DAF) and accordingly quorum was present throughout the Meeting. Representative from State Govt. of Telangana was not present at the Meeting.

The Company Secretary informed that Authorised Representative of Statutory Auditors and Secretarial Auditors attended the Meeting through electronic means. It was also informed that Shri Y.P. Bholra, Director, Shri A.K. Jain, CEO and Shri Inder Chawla, CFO were also present at the AGM. Other Directors viz. Dr. Kanika Tandon Bhal, Shri Niranjan Lal, Shri Alok Verma, Shri K.K. Chatiwal Shri Jayesh Ranjan, Shri S.K. Handa and Shri A.K. Kalra could not attend the AGM due to preoccupation.

The Company Secretary made a roll call of all the Members who had attended the 6th AGM through electronic means and they had confirmed their names, and location from where they were attending Meeting. They also confirmed that they have received the Annual Report 2020-21 and Notice alongwith Explanatory Statement of the Meeting and that they could completely and clearly see and communicate with other participants during the meeting. It was also confirmed that no other unauthorised person was attending or having access to the proceedings of the meeting.

The Chairman welcomed the Directors, Members and others participants to the 6th AGM and called the meeting to order as the requisite quorum was present in terms of the Companies Act, 2013, Articles of Association and MCA circulars.

The Chairman delivered his address to the Shareholders and shared the performance of the Company for the year 2020-21. He informed that the company has made all efforts feasible under the circumstances to enable the Members to participate on the items as contained in the Notice of the 6<sup>th</sup> AGM circulated to the Members. Chairman also announced that Statutory Registers including Registers of Directors and Key Managerial Personnel, Register of Contracts and other documents required under the Companies Act, 2013 are kept opened at the meeting and were also available for inspection of Members through electronic mode. With the consent of the Members, the Notice of 6<sup>th</sup> AGM alongwith Board's Report, Auditors' Report and other

documents circulated to Members alongwith Annual Report 2020-21 were taken as read. It was stated that the same are also available at the website of the Company at [www.rfcl.com](http://www.rfcl.com).

The Company Secretary read out that Report of M/s Lunawat & Co., Chartered Accountants, Statutory Auditors was unqualified. C&AG has given its comments on the financial statements of the Company for the year ended 31st March, 2021 and the same alongwith Management reply has been circulated alongwith Annual Report 2020-21. She further informed the Members present that the Secretarial Audit Report by M/s Parveen Rustogi & Co., Secretarial Auditors for the financial year 2020-21 along with Management Reply on their observations have been annexed to the Board's Report and circulated alongwith Annual Report 2020-21. The observations do not have any material adverse effect on the functioning of the Company. With the consent of the Members present, Board's Report and Auditors' Report having already been circulated to the Members were taken as read.

The Chairman informed the Members that Item Nos. 1 to 4 as contained in the AGM Notice circulated to Members are in the nature of Ordinary Business and Item Nos. 5 to 7 are Special Business and that the Resolutions, objective and implications are in the best interest of the Company.

The Company Secretary briefed/read the items of business as set out in the Notice of AGM for approval of Members by show of hands, as under:-

#### **ORDINARY BUSINESS:**

**1. Approval of Audited Financial Statements for the Financial Year from 01st April, 2020 to 31st March, 2021 and the Reports of Directors and Auditors thereon**

Shri Atanu Bhowmik, Authorized representative of Engineers India Limited proposed the Ordinary Resolution for audited Financial Statements for the Financial Year from 01st April, 2020 to 31st March, 2021 and the Reports of Directors and Auditors thereon and thereafter Shri Joginder Chopra, Authorised Representative of National Fertilizers Limited seconded the same. The resolution was put to vote by show of hands. On show of hands by all the Members present, the resolution was Unanimously approved and adopted as an Ordinary Resolution.

**2. Re-Appointment of Shri Nirlep Singh Rai (DIN 08725698)**

The Chairman, being interested, in terms of Clause 5.2 of SS-2 – Secretarial Standard on General Meetings and as per Article 18 (e) of the Articles of Association of the Company and with the consent of the Members present, Shri Y.P. Bhola, Director took the Chair for this Business item only.

Shri Nitin Kumar Mishra, Authorized representative of GAIL(India) Limited proposed the Ordinary Resolution for re-Appointment of Shri Nirlep Singh Rai and thereafter Shri K.L. Rao, Authorized Representative of Fertilizer Corporation of India Limited seconded the same. The resolution was put to vote by show of hands. On show of hands by all the Members present, the resolution was Unanimously approved and adopted as an Ordinary Resolution.

After decision of the Meeting on the aforesaid Business, Shri Nirlep Singh Rai, Chairman resumed the Chair.

**3. Re-Appointment of Shri Jayesh Ranjan (DIN 00003692)**

Shri Santosh Kumar Menon, as Authorised Representative of HT Ramagundam A/S, proposed the Ordinary Resolution for re-Appointment of Shri Jayesh Ranjan, after Company Secretary read the same as contained in the Notice of AGM, and thereafter Shri Atanu Bhowmik, Authorised Representative of Engineers India Limited seconded the same. The resolution was put to vote by show of hands. On show of hands by all the Members present, the resolution was Unanimously approved and adopted as an Ordinary Resolution.

#### **4. Remuneration of Auditors:**

Shri Nitin Kumar Mishra, Authorized representative of GAIL(India) Limited proposed the Ordinary Resolution for authorising Board of Directors of the Company be and are to fix the remuneration, out of pocket expenses, statutory taxes and other ancillary expenses of Auditors appointed by the Comptroller and Auditor General of India for the financial year 2021-22 and thereafter Shri Santosh Kumar Menon, as Authorised Representative of The Investment for Developing Countries seconded the same. The resolution was put to vote by show of hands. On show of hands by all the Members present, the resolution was Unanimously approved and adopted as an Ordinary Resolution.

#### **SPECIAL BUSINESS:**

#### **5. Appointment of Shri Ashok Kumar Kalra (DIN- 08698203) as Director of the Company:**

Shri K.L. Rao, Authorized Representative of Fertilizer Corporation of India Limited, proposed the Ordinary Resolution for Appointment of Shri Ashok Kumar Kalra as Director of the Company, after Company Secretary read the same as contained in the Notice of AGM, and thereafter Shri Nitin Kumar Mishra, Authorized representative of GAIL(India) seconded the same. The resolution was put to vote by show of hands. On show of hands by all the Members present, the resolution was Unanimously approved and adopted as an Ordinary Resolution.

#### **6. Appointment of Shri Yash Paul Bhola, (DIN- 08551454) as Director of the Company:**

Shri Atanu Bhowmik, Authorized representative of Engineers India Limited, proposed the Ordinary Resolution for Appointment of Shri Yash Paul Bhola as Director of the Company, after Company Secretary read the same as contained in the Notice of AGM and thereafter Shri K.L. Rao, Authorized Representative of Fertilizer Corporation of India Limited seconded the same. The resolution was put to vote by show of hands. On show of hands by all the Members present, the resolution was Unanimously approved and adopted as an Ordinary Resolution.

#### **7. Appointment of Dr. Kanika Tandon Bhal (DIN 06944916) as a Non-Executive Independent Director of the Company:**

Shri Santosh Kumar Menon, as Authorised Representative of HT Ramagundam A/S, proposed the Ordinary Resolution for Appointment of Dr. Kanika Tandon Bhal as a Non-Executive Independent Director of the Company, after Company Secretary read the same as contained in the Notice of AGM and thereafter Shri Nitin Kumar Mishra, Authorized representative of GAIL(India) Limited seconded the same. The resolution was put to vote by show of hands. On show of hands by all the Members present, the resolution was Unanimously approved and adopted as an Ordinary Resolution.

The Chairman announced that all the Resolutions as set out in AGM Notice have been duly approved unanimously by show of hands by the Members present and declared that the Meeting stands concluded.

Thereafter CEO, RFCL offered the vote of thanks to Chairman, Shri Y.P. Bhola, Director present, Statutory Auditors, Secretarial Auditors, Members and other persons, who had contributed to make this Meeting as success.

The Meeting concluded at 4.05 p.m. It is hereby confirmed that 6<sup>th</sup> AGM was called, convened, held and conducted as per the provisions of the Companies Act, 2013, Rules made thereunder read with various circulars issued by MCA and Secretarial Standards on General Meetings.

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