



रामागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड

रामागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड RAMAGUNDAM FERTILIZERS AND CHEMICALS LIMITED

(A Joint Venture Company of NFL, EIL & FCIL)

NOTICE

NOTICE is hereby given that the 7th (Seventh) Annual General Meeting of the Members of Ramagundam Fertilizers and Chemicals Limited will be held on **Monday the 29th day of August, 2022 at 12.30 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 i.e. the place where all the recordings of the proceedings at the Meeting would be made, to transact the following business: -**

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year from 01st April, 2021 to 31st March, 2022 and the Reports of Directors and Auditors thereon and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT audited Financial Statements for the Financial Year from 01st April, 2021 to 31st March, 2022 and the Reports of Directors and Auditors thereon be and are hereby approved and adopted.

2. To appoint a Director in place of Shri Alok Verma (DIN 07579789), who retires by rotation and being eligible, offers himself for re- appointment and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Alok Verma (DIN 07579789), who retires by rotation and is eligible for re- appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

3. To appoint a Director in place of Shri Kamal Kishore Chatiwal (DIN 08234672), who retires by rotation and being eligible, offers himself for re- appointment and to pass the following resolution as an Ordinary Resolution:

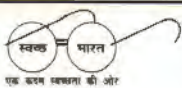
"RESOLVED THAT Shri Kamal Kishore Chatiwal (DIN 08234672), who retires by rotation and is eligible for re- appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

4. To fix remuneration of Auditors for the financial year 2022-23 and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration, out of pocket expenses, statutory taxes and other ancillary expenses of Auditors to be appointed by the Comptroller and Auditor General of India for the financial year 2022-23."

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SPECIAL BUSINESS:

5. **To appoint Shri Hira Nand (DIN- 09476034) as Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provision of Section 161 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modifications or amendment thereto or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, Shri Hira Nand (DIN- 09476034) was appointed as an Additional Director (Non- Executive part time) on the Board of the Company with effect from 24th January, 2022 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director, liable to retire by rotation.”

6. **To re-appoint Dr. Kanika Tandon Bhal (DIN 06944916) as Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company, Dr. Kanika Tandon Bhal (DIN 06944916), who was appointed as an Non-Executive Independent Director with effect from 13th October, 2021 by the Shareholders of the Company at the 6th Annual General Meeting held on 25th November, 2021 and who holds office of Independent Director up to 12th April, 2023 and who has submitted a declaration that she meets a criteria of independence under Section 149 the Companies Act, 2013 and is eligible for being re-appointed as an Independent Director under the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three consecutive years commencing from 13th April, 2023 to 12th April, 2026.”

7. **To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2022-23, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (cost records and audit) Rules 2014 (including any statutory modification or re-enactment thereof), the remuneration of Rs. 1,00,000 p.a. (Rupees one lac only) plus GST & re-imburement of Travel expenses as per tender terms, payable to Cost Auditors M/s K. G. Goyal & Associates, Cost Accountants (Registration No.000024) who have been appointed by the Board as Cost Auditors of the Company to conduct audit of cost records of the Company for the financial year 2022-23, be and is hereby ratified.


RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution.”

8. **To appoint Smt. Geeta Mishra (DIN- 09354822) as Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provision of Section 161 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modifications or amendment thereto or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, Smt. Geeta Mishra (DIN- 09354822) was appointed as an Additional Director (Non- Executive part time) on the Board of the Company with effect from 1st August, 2022 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director, liable to retire by rotation.”

By order of the Board

**Place : Noida
Date : 4th August, 2022**


**(Pratibha Aggarwal)
Company Secretary
FCS 8874**

Copy, pursuant to Sub Section (3) of Section 101, to:-

1. Every Member of Ramagundam Fertilizers and Chemicals Limited,
2. All the Directors of Ramagundam Fertilizers and Chemicals Limited
3. Auditors

NOTES:-

1. 7th AGM of the Company would be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the Ministry of Corporate Affairs (MCA's) General Circular Nos. 20/2020 dated 5th May, 2020 and No. 02/2022 dated 05.05.2022 (AGM Circulars), 14/2020 dated 08.04.2020 and 3/2022 dated 05.05.2022 (EGM Circulars) (collectively GM Circulars) and Clarification/Guidance issued by ICSI on applicability of Secretarial Standards on General Meetings (SS-2).
2. **PURSUANT TO GM CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS (MCA), THE FACILITY TO APPOINT PROXY TO ATTEND AND CAST VOTE FOR THE MEMBERS IS NOT AVAILABLE FOR THIS AGM. HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORISED REPRESENTATIVES TO ATTEND THE AGM THROUGH VC/OAVM AND PARTICIPATE THEREAT AND CAST THEIR VOTES THROUGH E-VOTING.**
3. In view of the ongoing COVID-19, social distancing is to be a pre-requisite and pursuant to the GM circulars, physical attendance of the Members at the AGM venue is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.
4. Those Shareholders whose email IDs are not registered/ updated, are requested to register/ update their email ID with the Company by sending a mail to pratibha.aggarwal@rfcl.co.in
5. The facility for joining the AGM shall be kept open atleast 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time and the Members can join accordingly by following the procedure mentioned in the Notice.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at pratibha.aggarwal@rfcl.co.in
8. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the AGM is annexed hereto and forms part of the Notice.
9. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available for inspection through e-mode and shall be furnished through e-mail at the registered email address of the Shareholder, for inspection, as per specific request received at pratibha.aggarwal@rfcl.co.in
10. Pursuant to the provisions of Section 107 of the Companies Act, 2013 a resolution put to the vote of the meeting shall, unless a poll is demanded under Section 109, be decided on a show of hands as per the process mentioned in the GM circulars.
11. The Notice calling the AGM has been uploaded on the website of the Company at www.rfcl.com.

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Item no.- 5 of the Notice calling Annual General Meeting

Shri Hira Nand aged 56 years, has been appointed by the Board as Additional Director (Non- Executive part time) with effect from 24th January, 2022, pursuant to nomination of National Fertilizers Limited (NFL).

Shri Hira Nand is Cost and Management Accountant by profession. He is also a Law graduate from Bhopal University. He has been appointed as an Additional Director [Director (Finance)], NFL with effect from 17th June, 2022. He was appointed as CFO, NFL with effect from 24th May, 2022. He also worked as a ED (F&A) at Ramagundam Fertilizers & Chemicals Limited till 31st December, 2021. Earlier, he has also worked with ONGC Petro Additions Limited (OPaL), KRIBHCO and Model Economic Township Ltd. (a wholly owned company by Reliance Industries Ltd.). He has a rich experience of more than 30 years. He worked in areas of Corporate Finance & Treasury in mobilization of funds from market including forex risk management, capital & revenue budgeting, accounts and taxation, fertilizer pricing related regulatory matters etc.

He is not drawing remuneration or sitting fees from the Company. He does not hold any share in the Company.

The Company has received a notice in writing pursuant to provision of Section 160 of the Companies Act, 2013, signifying intention to propose the appointment of Shri Hira Nand as Director on the Board of the Company.

Shri Hira Nand is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors of your Company recommends his appointment as a Director for approval by the shareholders of the Company.

None of the Director or key managerial personnel of the Company or their relatives except Shri Hira Nand is interested or concerned in the resolution.

Item no.- 6 of the Notice Calling Annual General Meeting

Dr. Kanika Tandon Bhal, aged about 58 years, appointed as a Non- Executive Independent Director with effect from 1st October, 2018 for a period of 18 months i.e. upto 12th April, 2023.

She is a Ph. D from IIT Kanpur and a visiting fellow at Sloan School of Management MIT, she is an Institute Professor at the Department of Management Studies at IIT Delhi. She has been Head of the Department (Management Studies) and Dean (Planning) at IIT Delhi. Her research has been in the areas of leadership, organization management, ethics, corporate governance and HRM, and she has published widely in top national and international journals, besides authoring books on leadership, culture and ethics. Her joint paper (with her research Scholar) won the Best Business Ethics Paper Award at the Annual Meeting of the Academy of Management (SIM Division) 2021.

She has also done several nationally and internationally funded research (with Fordham University and Wharton Business School, AAORD, US Air Force, ICSSR) projects. She has been a consultant to various government organizations and is invited as expert on Government committees.

She serves as Independent Director on the Boards of public and private sector companies. She has received excellence in teaching award of IIT Delhi, Dr. Hari Singh Gaur Award for Excellent Work in Management Education, Best professor in Management by Headlines Today, and Professor Honorable from Tshwane University of Technology, South Africa, besides being a Visiting Professor at Simon Fraser University, Canada.

In terms of section 149(10) of Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. Further, no independent director shall hold office for more than two consecutive terms.

The Board of Directors has considered the matter of Re-appointment of Dr. Kanika Tandon Bhal as a Non-Executive Independent Director to hold office for a second term of three consecutive years commencing from 13th April, 2023 to 12th April, 2026 and based on her performance evaluation has recommended the same to the Members for approval by way of Special Resolution.

Dr. Bhal has given declaration that she meets the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013 and complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013. Further, She has submitted the Certificate that She is a life time member of Indian Institute of Corporate Affairs (IICA) since 13th March, 2020 and is exempt from the Online Proficiency Self-Assessment Test.

In the opinion of the Board, she fulfils the conditions specified in the Act and the rules made thereunder and that she is independent of the management and has submitted necessary information, disclosures etc. as required under the said Act. It will be in the interest of the Company to reappoint Dr. Bhal as an Independent Director.

She does not hold any shares in the Company. Being the non-executive Independent Director, Dr. Bhal is entitled to receive the sitting fees for attending the meetings of the Board and/or Committees thereof and Shareholders

The Company has received a notice in writing pursuant to provision of Section 160 of the Companies Act, 2013, signifying intention to propose the appointment of Dr. Kanika Tandon Bhal. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors of your Company recommends the resolution(s) as set out at Item no. 6 of the accompanying Notice for her reappointment as an Independent Director for approval by the shareholders of the Company to be passed as a Special Resolution, in terms of the provisions of the Companies Act, 2013.

None of the Director or key managerial personnel of the Company or their relatives except Dr. Bhal is interested or concerned in the resolution.

Item no.- 7 of the Notice Calling Annual General Meeting

In pursuance of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (cost records and audit) Rules 2014 (including any statutory modification or re-enactment thereof) (the Act), the Board of Directors of the Company has approved the appointment of M /s K. G. Goyal & Associates, Cost Accountants as

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the Cost Auditors of the Company to conduct audit of cost records of the Company for the financial year 2022-23 at a remuneration of Rs. 1,00,000 p.a. (Rupees one lac only) plus GST & re-imburement of Travel expenses as per tender terms

As per the provisions of the Act, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company in the General Meeting.

The Board of Directors of your Company recommends the Resolution as set out at Item no. 7 of the accompanying Notice to the members for their ratification of the remuneration payable to the Cost Auditor for the Financial Year 2022-23.

None of the Director or key managerial personnel of the Company or their relatives is interested or concerned in the resolution.

Item no.- 8 of the Notice calling Annual General Meeting

Smt. Geeta Mishra aged 58 years, has been appointed by the Board as Additional Director (Non- Executive part time) with effect from 1st August, 2022, pursuant to nomination of Fertilizer Corporation of India Limited (FCIL).

She is a joint Director in the Department of Fertilizers, Ministry of Chemicals & Fertilizers, Govt. of India. She is also holding a position of Director, FCIL. She is a Graduate.

She is not drawing remuneration or sitting fees from the Company. She does not hold any share in the Company.

The Company has received a notice in writing pursuant to provision of Section 160 of the Companies Act, 2013, signifying intention to propose the appointment of Smt. Geeta Mishra as Director on the Board of the Company.

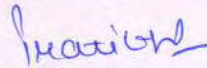
Smt. Geeta Mishra is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors of your Company recommends her appointment as a Director for approval by the shareholders of the Company.

None of the Director or key managerial personnel of the Company or their relatives except Smt. Geeta Mishra is interested or concerned in the resolution.

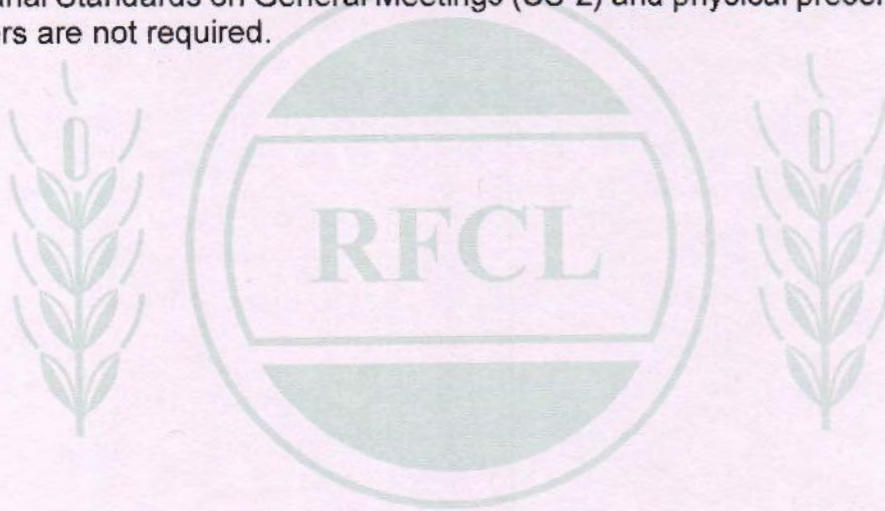
Place : Noida
Date : 4th August, 2022

By order of the Board


(Pratibha Aggarwal)
Company Secretary
FCS 8874

ROUTE MAP AND PROMINENT LANDMARK OF AGM VENUE AND ATTENDANCE SLIP.

In view of the extraordinary circumstances due to COVID-19 prevailing in the country, 7th AGM of the Company would be convened through VC/OAVM on **Monday the 29th day of August, 2022 at 12.30 p.m. at Corporate Office, National Fertilizers Limited at A-11, Sector-24, Noida- 201301 i.e. the place where all the recordings of the proceedings at the Meeting would be made**, in compliance with applicable provisions of the Companies Act, 2013 read with the Ministry of Corporate Affairs (MCA's) General Circular Nos. 20/2020 dated 5th May, 2020 and No. 02/2022 dated 05.05.2022 (AGM Circulars), 14/2020 dated 08.04.2020 and 3/2022 dated 05.05.2022 (EGM Circulars) (collectively GM Circulars) and Clarification/Guidance issued by ICSI on applicability of Secretarial Standards on General Meetings (SS-2) and physical presence of the Members are not required.



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