

NOTICE

SHORTER NOTICE is hereby given that the 5th (Fifth) Annual General Meeting of the Members of Ramagundam Fertilizers and Chemicals Limited will be held on **Friday the 25th day of September, 2020 at 11.30 A.M. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at E I Bhavan, 1, Bhikaji Cama Place, New Delhi-110066 and the proceedings of the Meeting shall be deemed to be made at the said place, to transact the following business: -**

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year from 01st April, 2019 to 31st March, 2020 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, 2019 to 31st March, 2020 and the Reports of Directors and Auditors thereon be and are hereby approved and adopted.

2. To appoint a Director in place of Shri Niranjana Lal Sharma (DIN 07965269), 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 Niranjana Lal Sharma (DIN 07965269), 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 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."

4. 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."

5. To fix remuneration of Auditors for the financial year 2020-21 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 2020-21."

SPECIAL BUSINESS:

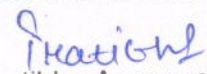
6. To appoint Shri Nirlep Singh Rai (DIN 08725698) as Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions 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 Nirlep Singh (DIN 08725698), Chief Executive Officer of the Company who was appointed as an Additional Director (Non- Executive Director) on the Board of the Company, with effect from 1st April, 2020, as per Nomination of National Fertilizer Limited (NFL) in view of opinion of Learned Solicitor General of India (SGI) obtained by NFL on legal compliances there-of, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director, liable to retire by rotation.”

7. To appoint Shri Sanjeev Kumar Handa (DIN 07223761) 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, Mr. Sanjeev Kumar Handa (DIN-07223761) was appointed as an Additional Director on the Board of the Company with effect from 1st August, 2020, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director, liable to retire by rotation.”

By order of the Board


(Pratibha Aggarwal)
Company Secretary
FCS 8874

Place : New Delhi

Date : 18/09/2020

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. 5th 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. 18/2020 dated 21.04.2020 and 20/2020 dated 05.05.2020 (collectively known as AGM Circulars) and Clarification/Guidance issued by ICSI on applicability of Secretarial Standards on General Meetings (SS-2).
2. **PURSUANT TO AGM 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 massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the AGM 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 AGM circulars.
11. The Notice calling the AGM has been uploaded on the website of the Company at www.rfcl.com.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members whose email IDs are already registered with the Company and who are desirous to attend the AGM through VC/OAVM can send their request at pratibha.aggarwal@rfcl.co by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID. The invitation to join the AGM will be sent to the Members on their registered email IDs.
2. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
3. In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
4. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation.
7. A.) During the meeting held through VC or OAVM facility, where a poll on any item is required, the member shall cast their vote on the resolutions by sending emails through their email addresses which are registered with the Company to the email address: pratibha.aggarwal@rfcl.co.in

B.) Where less than 50 members are present in a meeting, the Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act. Once such demand is made, the procedure provided in point no (A.) shall be followed.





EXPLANATORY STATEMENTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

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

Shri Nirlep Singh Rai, CEO RFCL aged 58 years, has been appointed by the Board as Additional Director with effect from 1st April, 2020, pursuant to nomination of National Fertilizers Ltd. in view of legal opinion obtained from Learned Solicitor General of India (SGI) on legal compliances there-of. He is a Non- Executive, Non-Independent Director.

Shri Nirlep Singh Rai is also Director (Technical) on the Board of NFL. Shri Singh is an Instrumentation Engineer by profession, he has been associated with NFL since last 35 years. He has served the Company in different capacities in all the production units of NFL including heading the Nangal Unit for more than two years. He is credited for various systemic improvements during his tenure at Nangal which resulted in sustained running of the plant and better energy efficiency.

He received his B.E. Degree (Instrumentation & Control) in 1983 from Thapar University. During his career spanning 34 years, he has been involved in various projects such as Feed Stock change over from fuel oil to Natural Gas, Commissioning of DCS and ESD Systems, Machine Monitoring Systems, Process Gas Analyzers, Fire and Gas Systems etc. His experience includes Technical Services and Operation & Maintenance of large scale Fertilizer Plants.

As CEO, RFCL he expedited work and arranged utilities for RFCL project which is likely to be commissioned in days to come. Shri Rai is a sports enthusiast and has interests in art and culture.

Since he is a Director (Technical) on the Board of NFL, he shall not draw any remuneration/ sitting fee etc. from RFCL. He does not hold any share in the Company. As CEO, RFCL he has attended all nine meetings of Board of RFCL during 2019-20.

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 Rai as Director on the Board of the Company.

Shri Rai 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 Nirlep Singh Rai is interested or concerned in the resolution.

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

Shri Sanjeev Kumar Handa aged 58 years, has been appointed by the Board as Additional Director with effect from 1st August, 2020, pursuant to nomination of Engineers India Ltd. He is a Non- Executive, Non-Independent Director.

Shri Handa joined EIL as Management Trainee in 1983, he has been associated with many greenfield & brownfield projects implemented by EIL. He has also been involved in the development of in-house technology & its commercialisation in the hydrocarbon field.

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His areas of responsibility spanning 36 years career in EIL includes process design, technology development & its commercialisation, engineering services & business development across entire hydrocarbon value chain in midstream & downstream sectors. He was nominated to the board of Certification Engineers India Ltd. (CEIL), subsidiary of EIL, as Part-Time Director in 2015. He took over as Director (Project) of EIL with effect from 11th March, 2019. Shri Handa is a B. Tech (Hons.) in Chemical Engineering from Department of Chemical Engineering & Technology, Panjab University, Chandigarh (1983 batch).

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 Handa as Director on the Board of the Company. After appointment as Director he attended one Board Meeting held so far.

Shri Handa 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 Sanjeev Kumar Handa is interested or concerned in the resolution.

By order of the Board

Place : New Delhi

Date : 18/09/2020

Pratibha 18/9/2020
(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 pandemic prevailing in the country, MCA vide its General Circular No. General Circular Nos. 18/2020 dated 21.04.2020 and 20/2020 dated 05.05.2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the AGM through VC/OAVM, without the physical presence of the Members and accordingly, the Meeting is being convened through VC/OAVM facility at E I Bhavan, 1, Bhikaji Cama Place, New Delhi-110066 and the proceedings of the Meeting shall be deemed to be made at the said place and physical presence of the Members are not required.

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**Consent by Shareholder for Annual General Meeting at Shorter Notice
[Pursuant to Section 101(1) of the Companies Act, 2013 read with Secretarial Standard – 2]**

To,
The Board of Directors,
Ramagundam Fertilizers and Chemicals Limited,
CIN: U24100DL2015PLC276753
3rd and 4th floor, Mohta Building,
4, Bhikaji Cama Place, New Delhi-110066

As per the requirement of Companies Act, 2013, annual general meeting may be called after giving Shorter Notice if consent, in writing or by electronic mode, is accorded thereto by not less than ninety-five per cent. of the members entitled to vote thereat.

Further, in terms of Clause 1.2.7 of the Secretarial Standard – 2 issued by the ICSI, Notice of AGM/EGM and accompanying documents may be given at a shorter period of time if consent in writing is given thereto, by physical or electronic means, by not less than ninety-five per cent of the Members entitled to vote at such Meeting. Further, copy of the financial statements, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting may also be sent less than twenty-one days before the date of the AGM, if it is so agreed by members holding majority in number entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting.

The request for consenting to shorter Notice and accompanying documents shall be sent together with the Notice and the Meeting shall be held only if the consent is received, as mentioned above, prior to the Meeting.

In view of the requirement as stated above, I/We,
[NAME]

holding [No. of Equity Shares] Equity
Shares of Rs. 10/- each in the Company in our own name or through our nominees hereby give
my/our consent to hold the 5th Annual General Meeting of the Company on **Friday the 25th day
of September, 2020 at 11.30 A.M. at El Bhavan, 1, Bhikaji Cama Place, New Delhi 110066**
at a **Shorter Notice**, pursuant to Section 101(1), 136 and other applicable provisions, if any, of
the Companies Act, 2013 read with the Secretarial Standard-2.

(Signature of shareholder)

Registered Folio No. :

DP ID/ Client ID:

Dated:

