



Transcript of 6th Extra Ordinary General Meeting of Ramagundam Fertilizers and Chemicals Limited held at Shorter Notice on Monday, the 22nd day of June, 2020 at 04.00 P.M. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at E I Bhavan, 1, Bhikaji Cama Place, New Delhi-110066

Ramagundam Fertilizers and Chemicals Limited (RFCL/ The Company) had convened 06th Extra Ordinary General Meeting of Members of the Company on 22nd June, 2020 through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility, commenced at 04: 00 PM and concluded at 04:30 PM (EGM), pursuant to Ministry of Corporate Affairs (MCA's) General Circular No. 14/2020 dated April 08, 2020 and MCA General Circular No. 17/2020 dated April 13, 2020 (collectively known as EGM circulars).

Shri Jagdish Chander Nakra, the Chairman of the Board of Directors took the Chair and welcomed the Directors, Members and other participants to the EGM. Company Secretary informed that consent to hold the 6th Extraordinary General Meeting (EGM) at a shorter notice was received from all the members entitled to vote comprising 100% of the total paid-up capital of the Company.

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. It was also informed that Authorised Representative of Statutory Auditors attended the Meeting through electronic means.

Chairman made a roll call of all the Members who had attended the EGM 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 Notice alongwith Explanatory Statement of the Meeting and 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.

Thereafter, Chairman announced the Business to be transacted at the EGM as under:

1. Approval for increase in Borrowing Limits of the Company under Section 180 of the Companies Act, 2013

Shri Atanu Bhowmik, Authorized representative of Engineers India Limited proposed the Special Resolution for increase in Borrowing Limits of the Company under Section 180 of the Companies Act, 2013 and read the same as contained in the Notice of EGM and thereafter Shri A.K. Ghosh, 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, the Chairman declared that the aforesaid resolution was Unanimously approved and adopted as a Special Resolution.



2. Approval for Creation of Charge/Mortgage on the Assets of the Company

Shri Santosh Kumar Menon, Authorized Representative of HT Ramagundam A/S, Investment for Developing Countries (IFU) and Danish Agribusiness Fund IKS (DAF) proposed the Special Resolution for Approval for Creation of Charge/Mortgage on the Assets of the Company and read the same as contained in the Notice of EGM and thereafter Shri MVS Murthy, Authorized Representative of GAIL(India) Limited seconded the same. The resolution was put to vote by show of hands. On show of hands, the Chairman declared that the aforesaid resolution was Unanimously approved and adopted as a Special Resolution.

3. Conversion of Loan into Equity in terms of Facility (Rupee Loan) Agreement

Shri Joginder Chopra, Authorized Representative of National Fertilizers Limited proposed the Special Resolution for Conversion of Loan into Equity in terms of Facility (Rupee Loan) Agreement and read the same as contained in the Notice of EGM and thereafter Shri Atanu Bhowmik, Authorized representative of Engineers India Limited seconded the same. The resolution was put to vote by show of hands. On show of hands, the Chairman declared that the aforesaid resolution was Unanimously approved and adopted as a Special Resolution.

After taking up the business item as contained in the Notice of the EGM, Chairman announced formal closure of the Meeting at 04.30 P.M.
