

**Transcript of 8<sup>th</sup> Extra Ordinary General Meeting of Ramagundam Fertilizers and Chemicals Limited held at Shorter Notice on Monday, the 26<sup>th</sup> day of December, 2022 at 11.00 A.M. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at Corporate Office, National Fertilizers Limited at A-11, Sector-24, Noida-201301**

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The 8<sup>th</sup> Extra Ordinary General Meeting of Members of Ramagundam Fertilizers and Chemicals Limited (RFCL/ The Company) was convened on 26<sup>th</sup> December, 2022 through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility, commenced at 11:00 a.m. in compliance with applicable provisions of the Companies Act, 2013 read with the relevant circulars issued by Ministry of Corporate Affairs (MCA) and Secretarial Standard.

The Company Secretary informed that in compliance with circulars issued by MCA, the EGM was conducted through VC/OAVM without the physical presence of members at a common venue. It was informed that consent to hold the 8th EGM at shorter Notice was received in advance from all the members.

The Company Secretary informed the Chairman that all Eight 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, State Govt. of Telangana GAIL(India) Limited, HT Ramagundam AIS, Investment for Developing Countries (IFU) and Danish Agribusiness Fund IKS (DAF) and accordingly quorum was present throughout 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 Hira Nand and Shri Anil Motsara, Directors, Shri Alok Singhal, CEO and Shri Yogesh Kumar, CFO were also present at the EGM. Other Directors viz. Shri Kamal Kishore Chatiwal, Shri Alok Verma, Shri Jayesh Ranjan, Shri Ashok Kumar Kalra, Dr. Kanika Tandon Bhal, Shri Rajiv Aggarwal and Shri Padamsing Patil Directors of the Company did not attend the EGM, due to preoccupation.

The Company Secretary made a roll call of all the Members who had attended the 8<sup>th</sup> 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 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 8<sup>th</sup> EGM 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.

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 8th EGM alongwith other documents circulated to Members alongwith Notice was taken as read. It was stated that the same are also available at the website of the Company at [www.rfcl.co.in](http://www.rfcl.co.in).

The Chairman informed the Members that Item Nos. 1 and 2 as contained in the EGM Notice circulated to Members are in the nature of 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 EGM for approval of Members by show of hands, as under:-

**1. Alteration of Articles of Association of the Company**

Shri R. P. Batra, Authorised Representative of EIL proposed the Special Resolution for Alteration of Articles of Association of the Company and thereafter Shri Santosh Kumar Menon, Authorized Representative of HTRA 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. Issuance of Equity Share Capital on Preferential basis to the State Government of Telangana.**

Ms. Preeti Aggarwal Authorised Representative of GAIL(India) Limited proposed the Special Resolution to Issuance of Equity Share Capital on Preferential basis to the State Government of Telangana and thereafter Mr. S. S Shekhawat, Authorised Representative of FCIL 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.

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

After taking up all the business items as contained in the notice of the Meeting, Chairman announced formal closure of the EGM at 11.20 A.M. It is hereby confirmed that 8<sup>th</sup> EGM 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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