

NOTICE

NOTICE is hereby given that the 10th (Tenth) Annual General Meeting of the Members of Ramagundam Fertilizers and Chemicals Limited will be held on **Friday, the 26th day of September, 2025 at 3.30 PM through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at the 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, 2024 to 31st March, 2025 and the Reports of Directors and Auditors thereon and comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013 and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT audited Financial Statements for the Financial Year from 01st April, 2024 to 31st March, 2025 and the Reports of Directors and Auditors thereon and nil comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013 thereon be and are hereby adopted."

2. To appoint a Director in place of Dr. Ulaganathan Saravanan (DIN 07274628), who retires by rotation and being eligible, offers himself for re- appointment and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Ulaganathan Saravanan (DIN 07274628), 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 Shyam Sunder Agrawal (DIN 10156634), who retires by rotation and being eligible, offers himself for re- appointment and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Shyam Sunder Agrawal (DIN 10156634), 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 2025-26 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, travelling expenses, statutory taxes and other ancillary expenses of Auditors to be appointed by the Comptroller and Auditor General of India for the financial year 2025-26."



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SPECIAL BUSINESS:



5. To appoint Shri Subhas Balakumar(DIN- 10411610) 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 Subhas Balakumar(DIN- 10411610)who was appointed as an Additional Director (Non- Executive part time) on the Board of the Company with effect from 10th December, 2024 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 ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2025-26, 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 Lakh only) plus GST & re-imbusement of Travel expenses as per tender terms, payable to M/s Dhananjay V Joshi & Associates, Cost Accountants (Registration No 000030), 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 2025-26, 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.”

Place : Noida
Date : 03-09-2025



By order of the Board

Chief Financial Officer
Yogesh Kumar

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. 10th AGM of the Company would be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA 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.**
3. Pursuant to the MCA 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 stuti@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 stuti@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 stuti@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.co.in

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 stuti@rfcl.co.in 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: stuti@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.

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

Shri Subhas Balakumar aged 58 years, has been appointed by the Board as Additional Director (Non- Executive part time) with effect from 10th December, 2024, pursuant to nomination by Engineers India Limited (EIL).

The details regarding his qualification, expertise, date of first appointment on the Board, relationship with other KMPs and Director, Shareholding in the Company, Number of Meeting attended during the year, Membership/ Chairmanship of Committee of the Boards and other information are given in Annexure which forms part of the Notice.

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 Subhas Balakumar as Director on the Board of the Company.

Shri Subhas Balakumar 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 Subhas Balakumar is interested or concerned in the resolution.

Item no.- 6 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 M/s Dhananjay V Joshi & Associates, Cost Accountants (Registration No. 000030) as the Cost Auditors of the Company to conduct audit of cost records of the Company for the Financial Year 2025-26 at a remuneration of Rs. 1,00,000. (Rupees One lakh) plus GST & re-imbusement 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. 6 of the accompanying Notice to the members for their ratification of the remuneration payable to the Cost Auditor for the Financial Year 2025-26.

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

Place : Noida
Date : 03.09.2025



By order of the Board


Chief Financial Officer
Yogesh Kumar



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

Pursuant to General Circular Nos. General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), 10th AGM of the Company would be convened through VC/OAVM on **Friday, the 26th day of September, 2025 at 3.30 PM through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at the 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 MCA circulars and Clarification/Guidance issued by ICSI on applicability of Secretarial Standards on General Meetings (SS-2) and physical presence of the Members would not be required.

Name	Dr Ulaganathan Saravanan	Shri Shyam Sunder Agrawal	Shri Subhas Balakumar
Date of Birth & Age	15/01/1967 (58 years)	15/08/1966 (58 Years)	12/05/1967 (58 Years)
Date of First Appointment	26/6/2023	11/05/2023	10/12/2024
Qualification	Dr. U. Saravanan is a Chemical Engineer from Anna University and MBA from University of Madras. He has completed a graduate training on Process Design conducted by M/s UOP at Chicago, USA.	Shri Shyam Sunder Agrawal is a Electronics & Communication engineering graduate from Gwalior University 1987 Batch and completed his M.Tech. in Computer Science from Allahabad University.	Shri Subhas Balakumar is graduated in Civil Engineering from Government College of Engineering, Tirunelveli, Tamil Nadu in 1988.
Expertise in Specific functional area	<p>Dr. U. Saravanan is the C&MD of National Fertilizers Limited (NFL) since 16th June 2023. Prior to this, he was serving as C&MD of another fertilizer CPSE, Madras Fertilizers Limited (MFL).</p> <p>Dr. U. Saravanan has a wide experience spanning over 33 years covering both Oil Refinery and Fertilizer Industries. He is a senior member of American Institute of Chemical Engineer and a Life member of Indian Institute of Chemical Engineers.</p> <p>He has also worked in Project Team for pre-commissioning and commissioning activities of Petrochemical project at Rayong, Thailand under Toyo Engineering, Japan.</p> <p>He has been conferred with an honoris causa degree of Doctor of Philosophy in Financial Distress, Turnaround & Social Engagements by the Maryland State University, USA.</p>	<p>He started his career with National Fertilizer Limited- Vijapur in 1988 & joined GAIL in 1990 & worked in various work centres of GAIL such as Pata-Petrochemical Complex, Vijapur-Gas Processing Unit and Pipeline Headquarters & Usar plant. He has rich experience of 37 years in the field of O&M and Construction of large-scale projects which includes Petrochemical complex, Gas processing units and cross-country natural gas pipelines.</p> <p>He has worked in various leadership positions that includes heading the Central region team which includes prestigious 6,000 kms of HVJ pipelines Network, 8 compressor stations & 4 Gas processing units which is working efficiently to provide uninterrupted Gas supply to Major power plants, Fertilizer units, Chemical units, CGDs & many Small-scale industries in the states of Gujarat, Madhya Pradesh, Rajasthan, Utter Pradesh, & NCR region.</p> <p>Apart from this he is associated with other business areas of GAIL and is a core-team member for GAIL's Digital Transformation projects, Strategy 2030 implementation and help GAIL realize its Net-Zero commitments.</p>	<p>Shri. Subhas Balakumar, Director (Projects), EIL, brings in nearly 35 years of leadership and project execution expertise. A Civil Engineering graduate from Government College of Engineering, Tirunelveli (1988), he began his EIL career in 1991 with Digboi Refinery Modernisation Project in Assam.</p> <p>Shri. Balakumar has led many prestigious and complex projects across Refinery, Petrochemical, Pipeline, Power, Metallurgy, and Infrastructure sectors in India and abroad. His strategic vision and technical expertise have ensured timely, safe, and high-quality project execution.</p> <p>Under Shri. Balakumar's dynamic leadership, EIL has delivered several landmark projects, including the successful commissioning of major units at HPCL's Vizag Refinery Modernisation Project and achieved significant progress in HPCL Rajasthan Refinery at Barmer and IOCL's Panipat Expansion Project</p>



	<p>He was conferred with the 'CEO of the Year Award' during the Business Leader of the Year Awards function held in Mumbai on 17th February 2024.</p> <p>Prior to taking over as C&MD of MFL, he was Director (Technical) of the company and also held additional charge as Director (Technical) of another fertilizer CPSE, FACT, Cochin for more than a year. He was also a board member of Indian Potash Limited, Fertilizers Association of India and Fortune Biotech and a member of state level committee on standardization constituted by Government of Tamil Nadu.</p> <p>As C&MD, MFL, Dr. U Saravanan is credited for turning around the company into a profit making one. During his tenure as C&MD in MFL the feed stock conversion from Naptha to RLNG was completed successfully and now Navratna status to NFL has been granted under his Chairmanship.</p>		<p>(P25). In the international arena, he spearheaded the execution of a 650,000 BPD Grassroot Refinery and Petrochemical Project in Nigeria (largest single Train Refinery in the World), and achieved key milestones in projects across Mongolia, Guyana, and Middle East, including Abu Dhabi operations.</p> <p>As Director (Projects), EIL, he drove operational excellence through streamlined processes, innovation and improved contract and construction management. As Executive Director (Projects), he led EIL's successful foray into niche infrastructure projects such as Data Centres, R&D Complexes, Institutional Buildings, Airports, and High-Speed Rail Projects.</p> <p>He has pioneered next-gen project management by implementing AI/ML-enabled site monitoring for HSE activities at a major Indian Refinery, leading to innovation and digital transformation.</p> <p>A staunch advocate of Health, Safety, and Environment (HSE), Shri Balakumar has fostered a strong safety culture across EIL projects, earning multiple awards and industry recognition for his focus on compliance and risk mitigation.</p>
<p>Number of Meetings of the Board held during the year</p>	<p>10/10</p>	<p>7/10</p>	<p>3/3</p>

and number of Board meetings attended			
Relationship with any other Director, Manager and other KMP of the Company	NIL	NIL	NIL
Directorship held in other companies	1.National Fertilizers Limited 2.The Fertiliser Association of India 3.Projects and Development India Limited.	NIL	Engineers India Limited
Membership/ Chairmanship of Committees of other Boards	National Fertilizers Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee- Member • Stakeholders Relationship Committee- Member • Corporate Social Responsibility and Sustainable Development Committee- Member • Risk Management Committee - Member 	NIL	Engineers India Limited <ul style="list-style-type: none"> • Audit Committee-Member • Risk Management Committee - Member • Human Resource Committee-Member
No. of Shares Held	NIL	NIL	NIL
Terms and conditions of appointment or reappointment including remuneration	As per provisions of JVA, SSSHA and Article of Association of the Company.	As per provisions of JVA, SSSHA and Article of Association of the Company.	As per provisions of JVA, SSSHA and Article of Association of the Company.