Transcript of 10th Annual General Meeting of the Members of Ramagundam Fertilizers and Chemicals Limited (CIN: U24100DL2015PLC276753) held on Friday, the 26th day of September, 2025 at 3:30 p.m. IST through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at the Corporate Office, National Fertilizers Limited at A-11, Sector-24, Noida-201301

The 10th Annual General Meeting of Members of the Ramagundam Fertilizers and Chemicals Limited (RFCL/ The Company) was convened on Friday, 26th September, 2025 through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility, commenced at 3:30 p.m. IST and concluded at 4.00 p.m. **(AGM/ Meeting)**, in compliance with applicable provisions of the Companies Act, 2013 read with the relevant Circulars issued by Ministry of Corporate Affairs (MCA) and Secretarial Standards on General Meetings (SS-2).

It was informed that in compliance with circulars issued by MCA, the AGM was conducted through VC/OAVM without the physical presence of members at a common venue. It was informed that consent to hold the 10th AGM at NFL Corporate Office, Noida i.e. place other than the registered office of the Company or a place within the city, town or village in which the registered office of the company is situated was received in advance from all the members.

Dr. U. Saravanan, Chairman chaired the proceedings of the Meeting. All the Members, Directors, Auditors and other persons attending the AGM welcomed the Chairman.

It was informed to the Chairman that all the Eight Members of the Company were present through electronic means i.e. the Authorized Representatives of National Fertilizers Limited (NFL), Engineers India Limited (EIL), Fertilizer Corporation of India Limited (FCIL), State Government of Telangana (SGoT), GAIL (India) Limited, HT Ramagundam A/S (HTAS), The Investment Fund for Developing Countries (IFU) and Danish Agribusiness Fund I K/S (DAF) and accordingly quorum was present throughout the Meeting.

It was informed that Authorised Representative of Statutory Auditors attended the Meeting through electronic means. It was also informed that Shri Hira Nand, Shri S S Agrawal, Shri Sanjay Kumar and Shri Naresh Arya, Directors, and Shri Yogesh Kumar, CFO were also present at the AGM. Other Directors viz. Dr. Kanika Tandon Bhal, Shri Rajiv Agrawal, Shri Subhas Balakumar and Shri Anders Peter Frigaard could not attend the AGM due to preoccupation.

The roll call of all the Members who had attended the 10th AGM through electronic means and they had confirmed their names, the body corporate member whom they are representing and location from where they were attending the Meeting. They also confirmed that they have received the Notice of the Meeting alongwith Explanatory Statement and Annual Report 2024-25 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, Auditors and others participants to the 10th AGM 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.

The Chairman delivered his address to the Shareholders and shared the performance of the Company for the year 2024-25. He informed that the Company has made all efforts feasible under the circumstances to enable the Members to participate on the items as contained in the Notice of the 10th AGM circulated to the Members. 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.
It was informed that Audit Report of M/s S. K. Mehta & Co., Statutory Auditors, as circulated alongwith Annual Report 2024-25 is unqualified. Comptroller & Auditor General of India has given NIL comments on the Financial Statements of the Company for the year ended 31st March, 2025. It was

further informed that the Members present that the Secretarial Audit Report by M/s SR & Associates, Secretarial Auditors for the financial year 2024-25 have been annexed to the Board's Report and circulated alongwith Annual Report 2024-25. There were no qualifications, reservations or adverse remarks made by the Secretarial Auditors.

With the consent of the Members, the Notice of 10th AGM alongwith Board's Report, Auditors Report, C&AG Comments and other documents circulated to Members alongwith Annual Report 2024-25 were taken as read. It was stated that the same are also available at the website of the Company at www.rfcl.co.in.

The Chairman informed the Members that Item Nos. 1 to 4 as contained in the AGM Notice circulated to Members are in the nature of Ordinary Business and Item Nos. 5 & 6 are Special Business and that the Resolutions, objective and implications are in the best interest of the Company.

The items of business as set out in the Notice of AGM for approval of Members by show of hands was read/briefed, as under:-

ORDINARY BUSINESS:

1. **Adoption of 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 C&AG, in terms of Section 143(6) of the Companies Act, 2013**
   Shri B.B Grover, Authorized Representative of NFL proposed **the Ordinary Resolution** for adoption of 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 and thereafter Shri U. K Verma,, Authorized representative of EIL seconded the same. The resolution was put to vote by show of hands and was approved unanimously by the Members present.

2. **Re-Appointment of Dr. Ulaganathan Saravanan (DIN 07274628)**
   Shri B. B. Grover, Authorized Representative of NFL proposed the **Ordinary Resolution** for re-Appointment of Dr. Ulaganathan Saravanan and thereafter Shri Nikhil Joshi, Authorized representative of GAIL seconded the same. The resolution was put to vote by show of hands and was approved unanimously by the Members present.

3. **Re-Appointment of Shri Shyam Sunder Agrawal (DIN 10156634)**
   Shri U. K Verma, Authorized representative of EIL, proposed the **Ordinary Resolution** for re-Appointment of Shri Shyam Sunder Agrawal and thereafter Shri Santosh Menon, Authorised Representative of HTRA seconded the same. The resolution was put to vote by show of hands and was approved unanimously by the Members present.

4. **Remuneration of Auditors for the financial year 2025-26**
   Shri Naresh Arya,, Authorized Representative of FCIL proposed the **Ordinary Resolution** for authorising Board of Directors of the Company 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 and thereafter Shri U. K Verma, Authorized representative of EIL seconded the same. The resolution was put to vote by show of hands and was approved unanimously by the Members present.

SPECIAL BUSINESS:

5. **Appointment of Shri Subhas Balakumar (DIN- 10411610) as Director of the Company**
   Shri U. K Verma, Authorised Representative of EIL proposed the **Ordinary Resolution** for Appointment of Shri Subhas Balakumar as Director of the Company and thereafter Shri Santosh Kumar Menon, Authorised Representative of DAF seconded the same. The resolution was put to vote by show of hands and was approved unanimously by the Members present.

6. Ratification of the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2025-26:
Shri Nikhil Joshi, Authorized Representative of GAIL, proposed the **Ordinary Resolution** for ratification of the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2025-26 and thereafter Shri Naresh Arya, Authorized Representative of FCIL seconded the same. The resolution was put to vote by show of hands and was approved unanimously by the Members present.

The Chairman announced that all the Resolutions as set out in AGM Notice have been duly approved unanimously by show of hands by the Members present.

After taking up all the business items as contained in the notice of the Meeting, Chairman announced formal closure of the AGM at 4.00 P.M. with a vote of thanks to the shareholders.

Thereafter Chairman offered the vote of thanks to other Directors, members and Auditors present and other persons, who had contributed to make the AGM a success.

It is hereby confirmed that 10th AGM 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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