

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U24100DL2015PLC276753

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAHCR2335P

(ii) (a) Name of the company

RAMAGUNDAM FERTILIZERS A

(b) Registered office address

Scope Complex
7, Institutional Area, Lodhi Road
New Delhi
South Delhi
Delhi
110002

(c) *e-mail ID of the company

info@rfcl.co.in

(d) *Telephone number with STD code

01202553600

(e) Website

www.rfcl.co.in

(iii) Date of Incorporation

17/02/2015

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U72400MH2004PLC147094

Pre-fill

Name of the Registrar and Transfer Agent

NSDL DATABASE MANAGEMENT LIMITED

Registered office address of the Registrar and Transfer Agents

4TH FLOOR TRADE WORLD A WINGKAMLA MILLS COMPOUND
LOWER PAREL (W)

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 25/11/2021

(b) Due date of AGM 30/11/2021

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	0

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,000,000,000	1,881,321,134	1,676,304,702	1,676,304,702
Total amount of equity shares (in Rupees)	20,000,000,000	18,813,211,340	16,763,047,020	16,763,047,020

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	2,000,000,000	1,881,321,134	1,676,304,702	1,676,304,702
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	20,000,000,000	18,813,211,340	16,763,047,020	16,763,047,020

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	1,299,124,605	1299124605	12,991,246,050	12,991,246,050	
Increase during the year	0	377,180,097	377180097	3,771,800,970	3,771,800,970	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	377,180,097	377180097	3,771,800,970	3,771,800,970	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	0	1,676,304,7	1676304702	16,763,047,	16,763,047	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE05B201011

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

0

(ii) Net worth of the Company

15,608,531,886

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,084,649,100	64.7	0	
10.	Others		0	0	
	Total	1,084,649,100	64.7	0	0

Total number of shareholders (promoters)

3

(b) * SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	144,047,402	8.59	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	246,190,510	14.69	0	
10.	Others Foreign Investor	201,417,690	12.02	0	

	Total	591,655,602	35.3	0	0
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Total number of shareholders (other than promoters)

5

**Total number of shareholders (Promoters+Public/
Other than promoters)**

8

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	5	5
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	7	0	5	0	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	10	0	8	0	0

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VIRENDRA NATH DAT	07823778	Director	0	21/09/2021
NIRANJAN LAL SHARM	07965269	Director	0	
ALOK VERMA	07579789	Director	0	
KAMAL KISHORE CHA	08234672	Director	0	
SUNIL BHATIA	08259936	Director	0	30/06/2021
JAYESH RANJAN	00003692	Director	0	
NIRLEP SINGH	08725698	Director	0	
SANJEEV KUMAR HAN	07223761	Director	0	
NIRLEP SINGH	AIAPS4995E	CEO	0	
INDER CHAWLA	AACPC1855H	CFO	0	
PRATIBHA AGGARWA	AEAPA8538D	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
NIRLEP SINGH	08725698	Additional director	01/04/2020	Appointment
LALIT KUMAR VIJH	07261231	Director	31/07/2020	Cessation
SANJEEV KUMAR HAN	07223761	Additional director	01/08/2020	Appointment
SANJEEV KUMAR HAN	07223761	Director	25/09/2020	Change in designation
NIRLEP SINGH	08725698	Director	25/09/2020	Change in designation
JAGDISH CHANDER N	07676468	Director	31/01/2021	Cessation
RAKESH GOGIA	08501905	Director	17/02/2021	Cessation
VIRENDRA NATH DAT	07823778	Director	23/02/2021	Appointment as Chairman
INDER CHAWLA	AACPC1855H	CFO	15/03/2021	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	22/06/2020	8	7	87.5
Annual General Meeting	25/09/2020	8	8	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/06/2020	10	10	100
2	05/08/2020	10	9	90
3	09/11/2020	10	8	80
4	22/01/2021	10	8	80
5	10/03/2021	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

1

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Corporate Soc	28/07/2020	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	25/11/2021
								(Y/N/NA)
1	VIRENDRA N.	5	3	60	0	0	0	Not Applicable
2	NIRANJAN LA	5	5	100	0	0	0	No
3	ALOK VERMA	5	5	100	0	0	0	No
4	KAMAL KISHO	5	5	100	1	1	100	No
5	SUNIL BHATI	5	5	100	1	1	100	Not Applicable
6	JAYESH RAN	5	2	40	0	0	0	No
7	NIRLEP SING	5	5	100	0	0	0	Yes
8	SANJEEV KU	4	4	100	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NIRLEP SINGH	CEO	2.22				0
2	SANJAY JINDAL	CFO	64.27				0
3	INDER CHAWLA	CFO	2.87				0
4	PRATIBHA AGGAR	COMPANY SEC	26.02				0
	Total		95.38	0			95.38

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B. If No, give reasons/observations

The Company does not have woman director on its Board during FY 2020-21. Subsequently, the Woman director was appointed on the Board w.e.f. 07th July, 2021

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Parveen Rastogi

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2883

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

YASH PAUL
BHOLA
Digitally signed by
YASH PAUL BHOLA
Date: 2021.12.28
17:20:05 +05'30'

DIN of the director

To be digitally signed by

PRATIBHA
AGGARWAL
Digitally signed by
PRATIBHA
AGGARWAL
Date: 2021.12.28
17:08:15 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

List of Shareholder 2020-21.pdf
MGT-8 2020-21.pdf
Secretarial Audit Report alongwith Manage
Particulars of change in director s and Key

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



रामागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड

रामागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड RAMAGUNDAM FERTILIZERS AND CHEMICALS LIMITED

(A Joint Venture Company of NFL, EIL & FCIL)

List of Shareholders of Ramagundam Fertilizers and Chemicals Limited (As on 31st March, 2021)

Sr. No.	Name	Address	Demat ID/ Client ID	No. of Equity Shares	Paid -up value (₹ 10/- per Equity Share, fully paid- up) Amount in ₹
1.	National Fertilizers Limited	Scope Complex, Core-III, 7 Institutional Area, Lodhi Road, New Delhi-110003	IN303655-10165710	44,76,28,200	10
2.	Engineers India Limited	Engineers India House, 1, Bhikhaji Cama Place, New Delhi-110066	IN301330-22390507	44,76,28,200	10
3.	Fertilizer Corporation of India Limited	Scope Complex, Core-III, 7 Institutional Area, Lodhi Road, New Delhi-110003	IN301330-22401936	18,93,92,700	10
4.	State Government of Telangana	D-Block 2 nd Floor, Room No 347, Hyderabad Telangana, 500022	IN300394-19974812	14,40,47,402	10
5.	GAIL (India) Limited	16, Bhikaiji Cama Place, R K Puram, New Delhi - 110066	IN301127-16679295	24,61,90,510	10
6.	HT Ramagundam A/S	Haldor Topsoes Alle 1 2800 Kgs. Lyngby, Denmark	IN305099-30019633	6,71,39,230	10
7.	The Investment fund for Developing Countries (IFU)	Fredericiagade 27, DK-1310, Copenhagen, Denmark	IN300513-23581569	6,71,39,230	10
8.	Danish Agribusiness Fund I K/S (DAF)	Fredericiagade 27, DK-1310, Copenhagen, Denmark	IN300513-23581350	6,71,39,230	10
Total				1,67,63,04,702	

For Ramagundam Fertilizers and Chemicals Limited


Pratibha Aggarwal
Company Secretary
M. No.: F8874



Corporate Office : 4th Floor, Wing-A, Kribhco Bhawan, Sector-1, Noida, Uttar Pradesh, Pin Code-201301
Registered Office : Scope Complex, Core No. III, 7, Institutional Area, Lodhi Road, New Delhi-110003
Tel.: 0120 2553 600 , Website : www.rfcl.co.in, CIN : U24100DL2015PLC276753



रामागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड

रामागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड RAMAGUNDAM FERTILIZERS AND CHEMICALS LIMITED

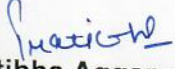
(A Joint Venture Company of NFL, EIL & FCIL)

While filling the following details, error has been generating, so the following details is attached by way of separate annexure in Form MGT-7, which may kindly be taken on record:

VIII B (ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SANJAY JINDAL	AAIPJ4986E	CFO	15/03/2021	Cessation

For Ramagundam Fertilizers and Chemicals Limited


Pratibha Aggarwal
(Company Secretary)
M. No.: F8874





Parveen Rastogi & Co.

Company Secretary

SECRETARIAL AUDIT REPORT FORM MR-3

For the financial year ended 31st March 2021

(Pursuant to Section 204(1) of the companies Act, 2013 read with rule 9 of the companies (appointment of managerial personnel) rules, 2014)

To,
The Members
Ramagundam Fertilizers and Chemical Limited

We have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by **Ramagundam Fertilizers and Chemicals Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, minutes books, form and returns filled and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the Conduct of Secretarial Audit. We hereby report that in our opinion, the Company has during the audit period covering the financial period ended on 31st March 2021 complied with the statutory provisions listed hereunder and also that the company has proper board processes and compliance-mechanism in place to the extent in the manner and subject to the reporting made hereinafter;

We have examined the books, papers, minutes' book, forms and return filed and other records maintained by Company for the financial year ended on 31st March, 2021 according to the provision of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder; **NOT APPLICABLE.**
- (iii) The Depositories Act, 1996 and the regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing.
- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act 1992 ('SEBI Act'):- **NOT APPLICABLE**
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2008
 - (c) The Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008



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- (d) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, and dealing with Client;
 - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - (f) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations 2014
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - (h) The Securities and Exchange Board of India (Buyback of securities) Regulations, 1998
- (vi) Compliances/processes/system under other specific applicable laws (as applicable to the industry) to the Company being submitted to the Board of Directors by the Company Secretary as required under Section 205 of the Act.

We have also examined compliance with the applicable clauses of the following:

- (A) Secretarial Standards issued by The Institute of Company Secretaries of India. Generally complied with.
- (B) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015; - **NOT APPLICABLE**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standard, etc. mentioned above subject to the following observation.

1. Compliance of second proviso to Section 149(1) of Companies Act, 2013 the Company does not have women director on its Board during the financial year.

We further report that the Board of Directors of the Company is required to be constituted as per the provisions of the Companies Act, 2013 with regard to the appointment of Women Director on the Board of the Company. The change in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that the Board of Directors of the Company has now appointed Women Director on its Board as per the provisions of the Companies Act, 2013 on 7th July, 2021

Generally, adequate notice is given to all Directors to schedule the Board meeting, first set of agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decision made in the Board/ committee meeting(s) were carried-out with unanimous consent of all the Director/Member present during the meeting and dissent, if any, have been duly incorporated in the Minutes.

We further report that there seems to be adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.



We further report that during the audit period, no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above has occurred in the Company other than mentioned above.

For Parveen Rastogi & Co.,
Company Secretaries,



Place: New Delhi

Date: 14 /07/2021

UDIN: F004764C000629762

RAMAGUNDAM FERTILIZERS AND CHEMICALS LIMITED
CIN : U24100DL2015PLC276753

Management's Reply to the observations of Secretarial Auditor for the financial year 2020-21

Secretarial Auditors' Observations	Management Reply
<p>Compliance of second proviso to Section 149 (1), the Company does not have a woman director on its Board during the financial year.</p> <p>We further report that the Board of Directors of the Company is required to be constituted as per the provisions of the Companies Act, 2013 with regard to the appointment of Women Director on the Board of the Company. The change in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.</p> <p>We further report that the Board of Directors of the Company has now appointed Women Director on its Board as per the provisions of the Companies Act, 2013 on 7th July, 2021</p>	<p>Pursuant to nomination by Engineers India Limited, Smt. Vartika Shukla has been appointed as Additional Director with effect from 7th July, 2021 on the Board of Directors of the Company.</p>

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Parveen Rastogi & Co.

Company Secretaries

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11 (2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

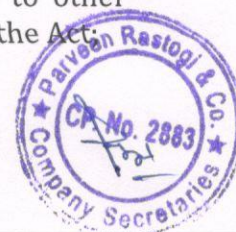
We have examined the registers, records and books and papers of **RAMAGUNDAM FERTILIZERS AND CHEMICALS LIMITED** ("the Company") having CIN: **U24100DL2015PLC276753**, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March, 2021**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with the provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. Calling/convening/holding meeting of Board of Directors or its committees, if any and the meeting of members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members/Security holders, as the case may be;



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6. Advances/loans given to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. Contracts/arrangements with related parties as specified in Section 188 of the Act;
8. Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issues of security certificates in all instances, if any;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, if any;
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with the Section 125 of the Act, if any;
11. Signing of audited Financial Statement as per the provisions of Section 134 of the Act and report of Board is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, if any. The Board of Directors of the Company is required to be constituted as per the provisions of the Companies Act, 2013 with regard to the appointment of Women Director on the Board of the Company. The Board of Directors of the Company has now appointed a Women Director on its Board as per the provisions of the Companies Act, 2013 on 7th July, 2021
13. Appointment/ reappointment/ filling up casual vacancies of auditors as per section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, if any, were duly taken under provisions of the Companies Act, 2013;
15. Acceptance/ renewal/ repayment of deposits, if any, in compliance of under provisions of Companies Act, 2013;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;



18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company; if any, in compliance of under provisions of Companies Act, 2013.

For Parveen Rastogi & Co.



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Parveen Kumar Rastogi
(Company Secretaries)
Membership No.:4764
C.P. No.: 2883

Date: 009/12/2021
Place: New Delhi

UDIN: F004764C001714956