NOTICE

NOTICE is hereby given that the 11th (Eleventh) Annual General Meeting of the Members of Ramagundam Fertilizers and Chemicals Limited will be held **on Friday, the 25th day of September, 2026 at 3.00 PM through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at Engineers India Limited, 12th Floor, EI Bhavan, 1, Bhikaji Cama Place, New Delhi 110066 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, 2025 to 31st March, 2026 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 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, 2025 to 31st March, 2026 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 Shri Naresh Arya (DIN 10627329), 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 Naresh Arya (DIN 10627329), 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 Anders Peter Frigaard (DIN 10402253), 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 Anders Peter Frigaard (DIN 10402253), 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 2026-27 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 2026-27."

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SPECIAL BUSINESS:

5. **To appoint Shri Mahesh Chander Gupta (DIN- 10996394) 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 Mahesh Chander Gupta (DIN- 10996394)who was appointed as an Additional Director (Non- Executive part time) on the Board of the Company with effect from 26th September, 2025 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 appoint Shri Megh Nath Goyal (DIN- 11368108) 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 Megh Nath Goyal (DIN- 11368108)who was appointed as an Additional Director (Non-Executive part time) on the Board of the Company with effect from 01st March, 2026 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."

7. **To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2026-27, 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) plus GST & re-imbursement of Travel expenses as per tender terms, payable to M/s Diwanji & Co., Cost Accountants (Registration No. 000339), 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 2026-27, be and is hereby ratified.

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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."

By order of the Board

Place : Noida
Date : 1st September, 2026

(Prathama Pallabita Misra)
Company Secretary
ACS 15987

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. 11th Annual General Meeting ("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 09/2024 and 03/2025 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 September 19, 2024, September, 22,2025 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). The said MCA Circulars has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. The deemed venue for the 11th AGM of the Company shall be the venue of the meeting as mentioned in the AGM notice.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE, THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY TO APPOINT PROXY TO ATTEND AND CAST VOTE FOR THE MEMBERS WILL 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 may 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 prathama@rfcl.co.in

5. Corporate Members intending to authorise their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

6. The facility for joining the AGM shall be kept open at least 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.

7. 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.

8. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at prathama@rfcl.co.in

9. Explanatory Statementa pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the AGM are annexed hereto and forms part of the Notice.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice calling the AGM and the Explanatory

Statement are available for inspection through e-mode without any fee by the members from the date of circulation of this Notice up to the date of AGM and shall be furnished through e-mail at the registered email address of the Shareholder, for inspection, as per specific request received at prathama@rfcl.co.in

11. 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.

12. The Notice calling the AGM together with Annual Report 2025-26 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 prathama@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: prathama@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.

EXPLANATORY STATEMENTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

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

Shri Mahesh Chander Gupta aged 58 years, has been appointed by the Board as Additional Director (Non- Executive part-time) with effect from 26th September, 2025, pursuant to nomination by National Fertilizers Limited (NFL).

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 from Shri Mahesh Chander Gupta signifying his intention for appointment as Director on the Board of the Company.

Shri Mahesh Chander Gupta 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 Mahesh Chander Gupta, to the extent of his appointment is interested or concerned in the resolution.

Item no.- 6 of the Notice calling Annual General Meeting

Shri Megh Nath Goyal aged 59 years, has been appointed by the Board as Additional Director (Non- Executive part-time) with effect from 01st March, 2026, pursuant to nomination by National Fertilizers Limited (NFL).

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 from Shri Megh Nath Goyal signifying his intention for appointment as Director on the Board of the Company.

Shri Megh Nath Goyal 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 Megh Nath Goyal, to the extent of his appointment is interested or concerned in the resolution.

Item no.- 7 of the Notice Calling Annual General Meeting

In pursuance of Section 148 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Cost Records and Audit) Rules 2014 (including any statutory modification or re-enactment thereof), the Board of Directors of the Company has approved the appointment M/s Diwanji & Co., Cost Accountants (Registration No. 000339) as the Cost Auditors of the Company to conduct audit of cost records of the Company for the Financial Year 2026-27 at a remuneration of Rs. 1,00,000 (Rupees One lakh) plus GST & re-imbursement 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. 7 of the accompanying Notice to the members for ratification of the remuneration payable to the Cost Auditor for the Financial Year 2026-27.

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

By order of the Board

(Prathama Pallabita Misra)
Company Secretary
ACS 15987

Place : Noida
Date : 1st September, 2026

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 09/2024 and 03/2025 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 September 19, 2024 and September 22, 2025 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), 11th AGM of the Company would be convened through VC/OAVM on **Friday, the 25th day of September, 2026 at 3:00 PM through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at the Engineers India Limited, 12th Floor, El Bhavan, 1, Bhikaji Cama Place, New Delhi 110066 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	Shri Naresh Arya	Shri Anders Peter Frigaard	Shri Mahesh Chander Gupta	Shri Megh Nath Goyal
Date of Birth & Age	21/12/1977 (48 Years)	23/12/1970 (55 Years)	25/09/1967 (58 Years)	24/05/1967 (59 Years)
Date of First Appointment	19/05/2024	14/12/2023	26/09/2025	01/03/2026
Qualification	Shri Naresh Arya is an Indian Cost Accounts Service Officer. He is a Chartered Accountant and M.A. in Economics.	Shri Anders Peter Frigaard is a MBA and Agro Economist.	Shri Mahesh Chander Gupta is a Management Graduate from FMS, Udaipur as well as Cost & Management Accountant (Gold Medallist).	Sh. Megh Nath Goyal is a Mechanical Engineering graduated from Guru Nanak Dev Engineering College, Ludhiana, and holds a Master's degree in Engineering from the University of Roorkee (now IIT Roorkee), where he was awarded the University Medal.
Expertise in Specific functional area	Shri Naresh Arya is presently working as Director in Fertilizer Industry Coordination Committee (FICC) in the Department of Fertilizers, Ministry of Chemicals and Fertilizers, Govt. of India and as Director (Finance) in the Fertilizer Corporation of India Limited (FCIL) and Hindustan Fertilizer Corporation Limited (HFCL). He also serves in the capacity of Non-executive Directors in the Board of Hindustan Urvarak & Rasayan Limited (HURL) and Talcher Fertilizers Limited(TFL). He has also worked in the commercial wing of Comptroller & Auditor General of India (C&AG), Department of Expenditure, National Pharmaceutical Pricing Authority, Department of Personnel and Training and Department of Commerce. He possesses wide experience in Government accounts and finance, costing, trade remedy laws, audit, establishment etc.	Shri Anders Peter Frigaard is a senior agri-business and development specialist with over 20 years of experience working in developing countries. His international work experience spans Angola, Bolivia, Brazil, India, Kazakhstan, Kyrgyz Republic, Nepal, Nigeria, Mozambique, Romania, Ukraine, and Uganda. His areas of work include impact investment and international finance, advising governments and organizations on job creation in rural areas, building organizations and undertaking advocacy activities, securing project funding from international investors and donor agencies, analyzing food value chains and designing interventions, implementing CSR activities in developing countries, and providing training and support to agricultural entrepreneurs.	M Shri Mahesh Chander Gupta holds the position of Director (Marketing) of National Fertilizer Limited. Prior to this, he was serving as Chief General Manager (Business Development – Gas) in Indian Oil Corporation Limited (IOCL) heading Natural Gas Sourcing and Marketing at Corporate Office. Shri Mahesh Chander Gupta is a seasoned professional with over 30 years of experience, Mr Gupta has played a pivotal role in upscaling of Natural Gas business for IOCL to new heights, establishing new business streams of Petrochemicals including PTA & Polymers in domestic and global markets and other Business Development Activities. Besides advanced management programmes, Mr Gupta has held leadership positions across Petroleum Marketing, Petrochemicals Marketing, Natural Gas Marketing business and Vigilance vertical.	Sh. Megh Nath Goyal is presently on the Board of Directors of National Fertilizers Limited as Director (Technical) with additional charge of Director(Production) of Brahmaputra Valley Fertilizer Corporation Limited. He has over 34 years of rich experience in process plant maintenance and project execution and has worked in various key positions at the Bathinda, Panipat, and Nangal Units including Unit Head of NFL, Nangal Unit. A winner of the FAI First Prize for Technical Innovative Papers in 2018, Shri Goyal has many technical achievements to his credit.

Number of Meetings of the Board held during the year and number of Board meetings attended	9/12	9/12	7/8	3/3
Relationship with any other Director, Manager and other KMP of the Company	NIL	NIL	NIL	NIL
Directorship held in other companies	1. Hindustan Urvarak & Rasayan Limited 2. Talcher Fertilizers Limited 3. Fertilizer Corporation of India Limited 4. Hindustan Fertilizer Corporation Limited	1. Bi Finance Ltd 2. Karnaphuli Fertilizer Company Ltd 3. CerCa A/S 4. Silverlands Fund I 5. Aller Aqua Zambia Ltd. 6. Suminter India Organics Private Limited	1. National Fertilizers Limited 2. Projects and Development India Limited 3. Assam Valley Fertilizer and Chemical Company Limited	1. National Fertilizers Limited 2. Assam Valley Fertilizer and Chemical Company Limited
Membership/ Chairmanship of Committees of other Boards	**Hindustan Urvarak & Rasayan Limited** Member, Audit Committee Member, Rights Issue Committee **Talcher Fertilizers Limited** Member, Audit Committee **Fertilizer Corporation of India Limited** Member, Audit Committee Member, CSR Committee **Hindustan Fertilizer Corporation Limited** Member, CSR Committee	-	**National Fertilizers Limited** Member, Audit Committee Member, Stakeholders Relationship Committee Member, Risk Management Committee Member, Corporate Social Responsibility & Sustainable Development Committee **Projects and Development India Limited** Member, Audit Committee Member, Corporate Social Responsibility **Assam Valley Fertilizer and Chemical Company Limited** Member, Nomination and Remuneration Committee	**National Fertilizers Limited** Member, Audit Committee Member, Stakeholders Relationship Committee Member, Risk Management Committee. **Assam Valley Fertilizer and Chemical Company Limited** Chairman, Audit Committee
No. of Shares Held	NIL	NIL	NIL	NIL
Terms and conditions of appointment or Re-appointment 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.	As per provisions of JVA, SSSHA and Article of Association of the Company.