



RAMAGUNDAM FERTILIZERS AND CHEMICALS LIMITED

CIN: U24100DL2015PLC276753

NOTICE

NOTICE is hereby given that the 9th (Ninth) Annual General Meeting of the Members of Ramagundam Fertilizers and Chemicals Limited will be held **on Thursday, the 26th day of September, 2024 at 03:30 p.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at the Corporate Office, 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, 2023 to 31st March, 2024 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, 2023 to 31st March, 2024 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 thereon be and are hereby adopted.”

2. To appoint a Director in place of Shri Hira Nand (DIN 09476034), 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 Hira Nand (DIN 09476034), 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 Rajiv Agarwal (DIN 09748894), 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 Rajiv Agarwal (DIN 09748894), 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 2024-25 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 2024-25.”



SPECIAL BUSINESS:

5. **To appoint Shri Rajeev Gupta (DIN- 09839662) 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 Rajeev Gupta (DIN- 09839662) who was appointed as an Additional Director (Non- Executive part time) on the Board of the Company with effect from 27th October, 2023 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 Anders Peter Frigaard (DIN-10402253) 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 Anders Peter Frigaard (DIN-10402253) who was appointed as an Additional Director (Non-Executive part time) on the Board of the Company with effect from 14th December, 2023 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 appoint Shri Naresh Arya (DIN-10627329) 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 Naresh Arya (DIN-10627329) who was appointed as an Additional Director (Non- Executive part time) on the Board of the Company with effect from 19th May, 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.”



8. To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2024-25, 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-imbursment 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 2024-25, 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.”

By order of the Board

Place : Noida

Date : 3rd September, 2024

Sd/-
(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. 9th 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 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020 and September 5, 2023 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 prathama@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 prathama@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 prathama@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 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 Rajeev Gupta aged 59 years, has been appointed by the Board as Additional Director (Non- Executive part time) with effect from 27th October, 2023, 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 Rajeev Gupta as Director on the Board of the Company.

Shri Rajeev 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 Rajeev Gupta is interested or concerned in the resolution.

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

Shri Anders Peter Frigaard aged 53 years, has been appointed by the Board as Additional Director (Non- Executive part time) with effect from 14th December, 2023 pursuant to nomination by HTAS Consortium.

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 Anders Peter Frigaard as Director on the Board of the Company.

Shri Anders Peter Frigaard 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 Anders Peter Frigaard is interested or concerned in the resolution.



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

Shri Naresh Arya aged 46 years has been appointed by the Board as Additional Director (Non-Executive part time) with effect from 19th May, 2024, pursuant to nomination by Fertilizer Corporation of India Limited (FCIL).

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 Naresh Arya as Director on the Board of the Company.

Shri Naresh Arya 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 Naresh Arya is interested or concerned in the resolution.

Item no.- 8 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 of 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 2024-25 at a remuneration of Rs. 1,00,000 p.a. (Rupees One Lakh only) plus GST & re-imburement 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. 8 of the accompanying Notice to the members for their ratification of the remuneration payable to the Cost Auditor for the Financial Year 2024-25.

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

Place : Noida

Date : 3rd September, 2024

Sd/-
(Prathama Pallabita Misra)
Company Secretary
ACS 15987



ROUTE MAP AND PROMINENT LANDMARK OF AGM VENUE AND ATTENDANCE SLIP

Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020 and September 5, 2023 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), 9th AGM of the Company would be convened through VC/OAVM on **Thursday, the 26th day of September, 2024 at 03:30 p.m. at the Corporate Office, 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.



Annexure

Name	Shri Rajeev Gupta	Shri Anders Peter Frigaard	Shri Naresh Arya
Date of Birth & Age	10/09/1964 (59 Years)	23/12/1970 (53 Years)	21/12/1977 (46 Years)
Date of First Appointment	27/10/2023	14/12/2023	19/05/2024
Qualification	Shri Rajeev Gupta graduated in Electrical Engineering from Punjab Engineering College, Chandigarh.	Shri Anders Peter Frigaard holds a Master of Business Administration from Business Institute Aalborg, Academy Economist in International Marketing from Aarhus Business College and is Agro Economist in Agricultural Management from Naesgaard Agerbrugsskole.	Shri Naresh Arya is an Indian Cost Accounts Service Officer. He is a Chartered Accountant and M.A. in Economics.
Expertise in Specific functional area	He joined EIL as a Management Trainee in year 1985. He has extensive technical and Project Management experience across complete Hydrocarbon value chain. He has served EIL in various capacities and led successful implementation of many prestigious projects in Oil and Gas sectors. During his illustrious career spanning more than 37 years, Shri Rajeev Gupta has led execution of Mega Refinery and Petrochemical Projects, Gas processing complexes, Offshore Oil & Drilling platforms, Pipelines, LNG Terminals, Ports & Harbor within and outside India. He has multi-faceted experience of leading teams of Engineering, Inspection, Offshore and Projects division of the Company. Shri Rajeev Gupta has contributed extensively in development of new Vendors and Contractors to make India local hub for manufacturing & global production.	He is a senior development and investment specialist with 20 years of experience from working with investments, business development and building organizations. Shri Frigaard has work and consultancy experience from a number of Danish and international companies and organizations, among others Danish Agricultural Council, Asian Development Bank, Syngenta, and AGCO International - covering impact investment in developing countries and emerging markets, value chain assessment and intervention, establishment of joint ventures and business development. He holds the position of Investment Director, leading investment processes for deploying risk capital for companies and projects in developing countries and emerging markets, in IFU, Copenhagen.	He 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.
Number of Meetings of the Board held during the year and number of Board meetings attended	3/7	2/7	0/7 Note: Appointed in FY 2023-24
Relationship with any other Director, Manager and other KMP of the Company	NIL	NIL	NIL



Directorship held in other companies	Engineers India Limited	- aBi Finance Ltd. (Board member) - Karnaphuli Fertilizer Company Ltd (Board member) - CerCa A/S (Board member) - Silverlands Fund I (Advisory Board) - Aller Aqua Zambia Ltd. (Board observer)	-Hindustan Urvarak & Rasayan Limited (HURL) -Talcher Fertilizers Limited (TFL) -Fertilizer Corporation of India Limited (FCIL) -Hindustan Fertilizer Corporation Limited (HFCL) -Gramin Vikas Trust
Membership/ Chairmanship of Committees of other Boards	Engineers India Limited • Audit Committee-Member • Risk Management Committee-Member • HR Committee- Member	NIL	Shi Naresh Arya is member of the Audit Committee of FCIL, TFL & HURL. Also he is member of the CSR Committee of HFCL as well as FCIL and member of Right Issue Committee of HURL
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