

RAMPUR FERTILIZERS LIMITED

CIN: L15136UP1988PLC010084

Registered Office: Judges Bareilly Road, Rampur-244901 (U.P.)

Phone No. 0595-2352028 | Fax No. 0595-2352030

Website: www.rampurfert.com | E-mail: rkumar@rampurfert.com

ANNEXURE TO THE NOTICE FOR THE 31st ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY 26TH SEPTEMBER 2019

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any):

Folio No. / DP ID & Client ID:

No. of Equity Shares Held:

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation-44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Thursday, 26th September 2019 at 10.00 AM and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER - ID	PASSWORD
111243		

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
23/09/2019 at 9:00 AM (IST)	25/09/2019 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of AGM before exercising your vote.

By Order of the Board
For, Rampur Fertilizers Limited

Anshuman Khaitan
Managing Director
DIN: 00606546
Place: New Delhi
Date : 12/08/2019

Encl.: AGM Notice/ Attendance Slip / Proxy Form / Annual Report

RAMPUR FERTILIZERS LIMITED

CIN: L15136UP1988PLC010084

Registered Office: Judges Bareilly Road, Rampur-244901 (U.P.)

Phone No. 0595-2352028 | E-mail: rkumar@rampurfert.com

Notice of 31st Annual General Meeting

Notice is hereby given that the 31st Annual General Meeting of the Members of Rampur Fertilizers Ltd. will be held on Thursday the 26th September '2019 at 10:00 A.M. at the Registered Office of the Company situated at Judges Bareilly Road, Rampur-244901 (U.P.) to transact the following business:-

Ordinary Business

- To receive, consider, approve and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Auditors thereon.
- To appoint a Director in place of Mr. Anshuman Khaitan (holding DIN: 00606546), who retires by rotation and being eligible, offers himself for reappointment.
- 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 provisions of Section 139 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and pursuant to the recommendations of the Board of Directors, appointment of M/s Patni PK & Company, Chartered Accountants, New Delhi, (Firm Registration No. 030021N) as a Statutory Auditor of the Company, is ratified to hold the office of the Company from the conclusion of this meeting to the conclusion of next meeting on remuneration to be fixed by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

Special Business

- To consider and, if thought fit to pass with or without modification(s), the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of Members of the Company be and is hereby accorded to ratify increase the remuneration Mr. Gangesh Khaitan (holding DIN 00798110), Whole time Director of the Company, under the provisions of the Act, to basic salary Rs. 48 Lacs (Rupees Forty Eight Lacs) per annum and other perquisites/allowances which would not be exceed the amount double of the basic salary, w.e.f. 1st April, 2019 for the remaining term ending on 31st December 2019, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice,

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Gangesh Khaitan, the Company shall pay Mr. Gangesh Khaitan, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives do not exceeding the limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution."

- To consider and, if thought fit to pass with or without modification(s), the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of Members of the Company be and is hereby accorded to ratify the increment in the remuneration to Mr. Anshuman Khaitan (holding DIN 00606546), Managing Director of the Company, under the provisions of the Act, to basic salary Rs. 48 Lacs (Rupees Forty Eight Lacs) per annum and other perquisites/allowances which would not be exceed the amount double of the basic salary, w.e.f. 1st April, 2019 for the remaining term ending on 30th September 2021 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing basic salary, and with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Anshuman Khaitan.

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Anshuman Khaitan, the Company shall pay Mr. Anshuman Khaitan, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives do not exceeding the limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as applicable

to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution.”

6. To consider and, if thought fit to pass with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as recommended by Nomination and remuneration Committee of the Company, Mr. Gangesh Khaitan (holding DIN 00798110) be and is hereby re-appointed as the Wholtime Director of the Company for a further period of 3 years commencing from 1st January, 2020 till 31st December, 2022 at a basic salary Rs. 48 Lacs (Rupees Forty Eight Lacs) per annum and other perquisites/allowances which would not be exceed the amount double of the basic salary, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing basic salary, and with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Gangesh Khaitan.

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Gangesh Khaitan, the Company shall pay Mr. Gangesh Khaitan, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives do not exceeding the limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein.

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution.”

7. To consider and, if thought fit to pass with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person or concern and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas up to maximum amount of Rs. 10,00,00,000/- (Rupees Ten Crores only) outstanding at any point of time not withstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

8. 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 provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014, consent of the Members hereby accorded the re-appointment of cost auditor for the Company for the financial year 2019-20 to Typsgo & Co., Cost Accountants, Gorakhpur, at remuneration Rs. 20,000/- plus applicable taxes.

RESOLVED FURTHER THAT the Board hereby severally authorized to Mr. Gangesh Khaitan and/or Mr. Anshuman Khaitan, Directors of the Company to do needful in that respect and sign all the necessary document to be rendered to MCA Cost Audit branch for appointment of the Cost Auditor.”

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. TYPSTGO & Co., Cost Accountants (FRN 000067) appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2019-20, be paid a remuneration of Rs. 20,000/- plus taxes, in addition to out of pocket expenses as may be incurred by them.

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, proper or expedient to give effect to this resolution.”

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his behalf. A proxy need not be a member of the Company.
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
A proxy, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 20th September 2019 to Thursday 26th September 2019 (both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card and Bank detail to the Company/Depository Participants as the case may be. Members, holding shares in physical form, should submit their PAN details to the Company/RTA.
5. Members are requested to notify any change of address:
 - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
 - b. To Registrar and Share Transfer Agent (RTA) of the Company- M/s Mas Services Ltd. T-34, IInd Floor, Okhla Ind Area, phase II, New Delhi -110 020, in respect of shares in physical form, to notify their change of address / residential status / email-id, bank details etc., if any, under their signatures and quoting respective folio number.
6. SEBI has mandated, transfer of securities shall not be processed unless securities are held in dematerialized form with a depository. Members, holding shares in physical form, should demat their shares.
7. Members may get their shares de-mat by sending application for demating at registered office of the Company or our Registrar and Share Transfer Agent of the Company- Mas Services Ltd. T-34, IInd Floor, Okhla Ind Area, phase II, New Delhi -110 020. ISIN of Rampur Fertilizers Ltd. is: **INE671X01012**.
8. Members are requested to bring their Client ID and DP ID or Folio Numbers as may be applicable, for easy identification of attendance at the meeting.
9. Corporate Members intending to send 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.
10. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
11. Kindly bring your copies of the Annual Report to the meeting.
12. The Ministry of Corporate affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent through e-mail to its members. To support this green initiative of Government in full measure, members who have not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with Depository through their concerned Depository participants. Members who hold shares in physical form are requested to register their email address with Registrar and Share Transfer Agent M/s Mas Services Ltd. T-34, IInd Floor, Okhla Ind. Area, phase II, New Delhi -110 020.
Copies of the Annual Report 2019 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2019 including Attendance Slip and Proxy Form are being sent by the permitted mode.
13. Voting through electronic means
 - I. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rule 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the members provided with the facility to cast their votes by electronics means on all the resolutions proposed to be considered in this Annual General Meeting. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 19th September 2019 are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 09:00 A.M on 23th September 2019 and ends at 05:00 P.M on 25th September 2019.
The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:
 - I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):
 - a. Open e-mail and open PDF file with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Rampur Fertilizers Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - m. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - n. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjiv.nigam@gmail.com with a copy marked to evoting@nsdl.co.in.

- II. In case of Members receiving Physical copy of Notice of 31st Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy).
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (n) above, to cast vote.
 - III. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date 19 September 2019 may follow the same instructions as mentioned above for e-Voting.
 - IV. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsd.com, under help section or write an email to evoting@nsdl.co.in or call at the toll free no.: 1800-222-990.
 - V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19 September 2019.
 - VIII. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19 September 2019, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
 - IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - XI. Shri Sanjiv Nigam, Practicing Company Secretary (Membership No. ACS- 23593 & CP No. 8458), has been appointed to scrutinize voting process in a fair and transparent manner.
 - XII. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the meeting unblock the votes in the presence of at least two witnesses not in the employment of the Company and submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company.
 - XIII. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Sundays or Gazetted Holiday, up to and including the date of the Annual General Meeting of the Company.
15. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail rkumar@rampurfert.com.

By order of the Board of Directors
For Rampur Fertilizers Ltd.

Place: New Delhi
Date: 12/08/2019

Sd/-
Anshuman Khaitan
(Managing Director)
DIN: 00606546

Annexure to Notice:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. – 4:

Mr. Gangesh Khaitan, aged 65 years, (DIN:00798110) is a promoter and Wholetime Director of the Company, has over 45 years of experience of industry experience in the field of manufacturing Sulphuric Acid product. He is Director in the Company since 21st September 1997. He has excellent grasp and thorough knowledge and experience of sales and general management of the Business. Further, Mr. Gangesh Khaitan was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have increased the remuneration w.e.f. 1st April, 2019 for the remaining term ending on 31st December 2019 to Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum. The remuneration was approved by the Board based on industry standards, responsibilities handled by the Wholetime Director of the Company. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Gangesh Khaitan, Wholetime Director: -

- I. Period: w.e.f. 1st April, 2019 for the remaining term ending on 31st December 2019.
- II. Payment (Basic Salary): Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum.

PERQUISITES & ALLOWANCES:

In addition to the Remuneration as stated above Mr. Gangesh Khaitan shall be entitled, as per Rules of the Company, to perquisites like:

- a. Rent-free unfurnished residential accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- c. Personal Accident Insurance Premium.
- d. Subscription to clubs.
- e. Use of Company maintained cars with drivers for business and personal use.
- f. Use of communication devices such as telephones, mobile etc.
- g. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- h. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Gangesh Khaitan.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in II above for the relevant period. The perquisites mentioned above (h) shall be based on actual amounts and excluded from the aforesaid perquisite limit.

The Board of Directors or Committee thereof may, in their discretion, revise / modify any of the terms from time to time, within the limits stipulated.

None of the Directors and Key Managerial Personnel of the Company except Mr. Gangesh Khaitan, being an appointee, and Mr. Anshuman Khaitan, Managing Director, who are related to Mr. Gangesh Khaitan, are interested in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 4 of the Notice.

ITEM NO. – 5:

Mr. Anshuman Khaitan, aged 41 years, (DIN:00606546) is a promoter and Managing Director of the Company, has over 18 years of experience of industry experience in the field of manufacturing Sulphuric Acid product. Mr. Anshuman Khaitan is entrepreneurs and is responsible for managing day-to-day affairs of the Company. Further, Mr. Anshuman Khaitan was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have increased the remuneration w.e.f. 1st April, 2019 for the remaining term ending on 30th September 2021 to Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum. The remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director of the Company. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Anshuman Khaitan, Managing Director: -

II. Period: w.e.f. 1st April, 2019 for the remaining term ending on 30th September 2021.

II. Payment (Basic Salary): Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum.

PERQUISITES & ALLOWANCES:

In addition to the Remuneration as stated above Mr. Anshuman Khaitan shall be entitled, as per Rules of the Company, to perquisites like:

- a. Rent-free unfurnished residential accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- d. Personal Accident Insurance Premium.
- d. Subscription to clubs.
- e. Use of Company maintained cars with drivers for business and personal use.
- f. Use of communication devices such as telephones, mobile etc.
- g. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- h. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Anshuman Khaitan.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in II above for the relevant period. The perquisites mentioned above (h) shall be based on actual amounts and excluded from the aforesaid perquisite limit.

The Board of Directors or Committee thereof may, in their discretion, revise / modify any of the terms from time to time, within the limits stipulated.

None of the Directors and Key Managerial Personnel of the Company except Mr. Anshuman Khaitan, being an appointee, and Mr. Gangesh Khaitan, Wholetime Director, who are related to Mr. Anshuman Khaitan, are interested in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 5 of the Notice.

ITEM NO. – 6:

Mr. Gangesh Khaitan, aged 65 years, (DIN:00798110) is a promoter and Wholetime Director of the Company, has over 45 years of experience of industry experience in the field of manufacturing Sulphuric Acid product. He is Director in the

Company since 21st September 1997. He has excellent grasp and thorough knowledge and experience of sales and general management of the Business. Further, Mr. Gangesh Khaitan was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

His current term of appointment as a Wholetime Director of the Company will expire on December 31, 2019. He has excellent grasp and thorough knowledge and experience of general management of business. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Gangesh Khaitan should be available to the Company for a further period of three years with effect from 1st January, 2020. The reappointment as well as payment of remuneration was approved by the Board based on industry standards, responsibilities handled by the Wholetime Director of the Company.

In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on 30th May, 2019, re-appointed him as Wholetime Director of the Company for a further period of three years with effect from 1st January, 2020 on the remuneration of Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Gangesh Khaitan, Wholetime Director: -

- III. Period of Appointment: 3 Years (i.e. from 01.01.2020 to 31.12.2022)
- II. Payment (Basic Salary): Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum.

PERQUISITES & ALLOWANCES:

In addition to the Remuneration as stated above Mr. Gangesh Khaitan shall be entitled, as per Rules of the Company, to perquisites like:

- a. Rent-free unfurnished residential accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- e. Personal Accident Insurance Premium.
- d. Subscription to clubs.
- e. Use of Company maintained cars with drivers for business and personal use.
- f. Use of communication devices such as telephones, mobile etc.
- g. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- h. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Gangesh Khaitan.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in II above for the relevant period. The perquisites mentioned above (h) shall be based on actual amounts and excluded from the aforesaid perquisite limit.

The Board of Directors or Committee thereof may, in their discretion, revise / modify any of the terms from time to time, within the limits stipulated.

None of the Directors and Key Managerial Personnel of the Company except Mr. Gangesh Khaitan, being an appointee, and Mr. Anshuman Khaitan, Managing Director, who are related to Mr. Gangesh Khaitan, are interested in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 6 of the Notice.

ITEM NO. – 7:

As per the provisions of section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate, give any guarantee or provide any security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

In order to support its business activities, the Company may be required to give loans / any other form of debt to any person or other body corporate and / or give guarantee and / or provide security in connection with a loan / any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under the Companies Act, 2013 and rules made thereunder.

It is therefore necessary to obtain approval of the shareholders by means of a Special Resolution, authorizing the Board to exercise aforesaid powers, up to maximum amount of Rs. 10,00,00,000/- (Rupees Ten Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

The Board of Directors of your Company accordingly recommends pass, the Resolution as set out in Item No. 7 of the accompanying Notice for the approval of members of the Company, as Special Resolution.

None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

ITEM NO. – 8:

Pursuant to Section 148 of the Companies Act 2013, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the reappointment of M/s. TYPSTGO & Co., Cost Accountants (FRN 000067) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2019-20, at a remuneration of Rs.20,000/- plus GST, travel and actual out-of-pocket expenses.. M/s TYPSTGO & Co. have also conducted the audit of the cost records of the Company for the previous year under the provisions of the Act and have been paid remuneration of Rs. 20,000/-. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution.

The Board recommends this Resolution at Item No.8 of the Notice for your Approval as ordinary resolution.

ANNEXURE

Information provided Pursuant to Regulation 36 of SEBI (LODR) 2015 and Secretarial Standard on General Meeting, are as under:

Name of the Director	Mr. Anshuman Khaitan	Mr. Gangesh Khaitan
DIN	00606546	00798110
Date of Birth	13/04/1978	26/09/1953
Date of designation change	-	-
Education	Graduate	Graduate
Expertise in Specific functional Area	Mr. Anshuman Khaitan, Managing Director of the Company is entrepreneurs and responsible for managing day to day affairs of the Company. He has over 18 Years of Experience in Sulphuric Acid Business.	Mr. Gangesh Khaitan, Chairman cum Wholtime Director of the Company, responsible for sales and marketing, has over 45 Years of Experience involved in Managing Business affairs of the Companies.
Name of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board (as on 31.03.2019).	NIL	NIL
Date of first appointment on the Board	30/09/2006	21/09/1997
Relationship with Directors, Managers & KMP	Mr. Anshuman Khaitan is relative of Mr. Gangesh Khaitan (Wholtime Director).	Mr. Gangesh Khaitan is relative of Mr. Anshuman Khaitan (Managing Director).
Number of Equity shares held in the Company.	4,44,184	3,00,632

Disclosure as required under Part (B) (iv) of Section II of Part II of Schedule V to the Companies Act, 2013 is given hereunder:

I. General Information –

Given hereinabove.

Specific Information:

Nature of Industry	Manufacturing
Date or expected date of Commercial Production	N.A. since the Company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

Financial performance:-

(Rs. In Lacs)

Particular	For the year/period ended		
	March 31, 2016	March 31, 2017	March 31, 2018
Total Income	1363.54	2117.47	1979.93
Depreciation	63.75	62.37	62.14
Total Expenses	1417.97	1993.98	1844.55
Net Profit/(Loss) (after tax)	(42.02)	106.13	120.71
Paid up Capital	367.14	494.82	494.82
Reserves & Surplus	0.97	107.10	231.73

Foreign Investments or collaborations, if any – There is no direct foreign investment in the Company. There is no foreign collaboration in the Company.

II. Information about the Appointees

	Mr. Anshuman Khaitan	Mr. Gangesh Khaitan
Background details	Given in the body of statement	Given in the body of statement
Past Remuneration (Rs. in Lacs)	Rs. 42	Rs. 42
Recognition or Awards	Outstanding business management personality	Outstanding business management personality
Job profile and his suitability	As explained above explanatory statement	As explained above explanatory

		statement
Remuneration proposed	As mentioned in the resolution	As mentioned in the resolution
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration, he does not have any other pecuniary relationship with the Company.	Apart from receiving managerial remuneration, he does not have any other pecuniary relationship with the Company.

III. Other information:

1. Reasons of loss or inadequate profits:

Due to various impediment in the industry and the company such as normal shutdown of plant, fluctuation in consumer demand, and different perception of the market. Resulting into lower profits during the previous fiscal.

2. Steps taken or proposed to be taken for improvement:

The Company is focusing on strengthening its core competency in core sulphuric acid operations, by optimizing manufacturing operations, improving productivity through upgraded high margin product offering and rationalizing the operating area. The Company also enhancing its profitability through good production and marketing management.

3. Expected increase in productivity and profits in measurable terms:

With political clarity emerging, the business and consumer confidence are expected to improve in the coming financial year, geared with a streamlined organizational design, the company intends to grow its sulphuric acid businesses. The Company expects that with the improvement in manufacturing, marketing management, and increased consumer spending will enable the growth momentum to pick up.

IV. Disclosures:

1. The remuneration package of all the managerial persons are given in the respective resolutions.
2. Additional information is given in Corporate Governance report.

By order of the Board of Directors
For Rampur Fertilizers Ltd.

Place: New Delhi
Date: 12/08/2019

Sd/-
Anshuman Khaitan
(Managing Director)
DIN: 00606546



RAMPUR FERTILIZERS LIMITED

CIN: L15136UP1988PLC010084

Registered Office: Judges Bareilly Road, Rampur-244901 (U.P.)

Phone No. 0595-2352028 | E-mail: rkumar@rampurfert.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.	
DP ID No	
Client ID No	
Name of Member(s)	
Registered Address	
Number of shares held	

I certify that I am a member/proxy/authorized representative for the members of the Company.

I hereby record my presence of the **31st ANNUAL GENERAL MEETING** of the Company held on Thursday, the 26th September 2019 at 10.00 a.m. at Judges Bareilly Road, Rampur-244901.

Signature of the Member / Representative / Proxy Holder **
Strike out whichever is not applicable

RAMPUR FERTILIZERS LIMITED

CIN: L15136UP1988PLC010084

Registered Office: Judges Bareilly Road, Rampur-244901 (U.P.)

Phone No. 0595-2352028 | E-mail: rkumar@rampurfert.com

MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

FORM OF PROXY

Folio No.	
DP ID No	
Client ID No	
Name of Member(s)	
Registered Address	

I/We, being member(s), holding _____ shares of RAMPUR FERTILIZERS LIMITED hereby appoint:

1. Name: _____ E-mail Id _____
Address: _____
or failing him/her
2. Name: _____ E-mail Id _____
Address: _____
or failing him/her
3. Name: _____ E-mail Id _____
Address: _____

as my/ our Proxy to vote for me/ us, on my/ our behalf at the **31st ANNUAL GENERAL MEETING** of the Company held on Thursday, the 26th September 2019 at 10:00 a.m. at Judges Bareilly Road, Rampur-244901 and at any adjournment thereof in respect of the following resolutions:

Ordinary Business

1. Adoption of Financial Statement including consolidated Financial Statement for the year ended on 31/03/2019.
2. Re-appointment of Shri Anshuman Khaitan as Managing Director who is retiring by rotation.
3. Ratification of appointment of M/s. Patni PK & Co., Chartered Accountants, as Statutory Auditor of the Company.

Special Business

4. Increase in the Remuneration to Shri Gangesh Khaitan, Wholetime Director, w.e.f 1st April 2019 to 31st Dec. 2019.
5. Increase in the remuneration of Shri Anshuman Khaitan, Managing Director, w.e.f. 1st April 2019 to 30th September 2021.
6. Reappoint to Shri Gangesh Khaitan, Wholetime Director, for further period from 1st Jan. 2020 to 31st Dec. 2022 and fix the remuneration.
7. Authorisation to Board for providing Loan/Guarantee/Investment.
8. Ratify the remuneration to be paid to the Cost Auditor, M/s. TYPSTGO & Co.

Signed this _____ day of _____ 2019. Signature of Member _____

Revenue
Stamp

Signature of Proxy holder(s): 1. _____ 2. _____ 3. _____

NOTE: The Form of Proxy duly completed must be deposited at the Registered Office of the Company Judges Bareilly Road, Rampur-244901, UP not later than 48 hours before the time for holding the meeting.