

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 29TH ANNUAL GENERAL MEETING OF
THE COMPANY TO BE HELD ON 29TH SEPTEMBER 2017**

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 Friday, 29th September 2017 at 9.30 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
107422		

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

Remote e-Voting start on	Remote e-Voting end on
26/09/2017 at 9:00 AM (IST)	28/09/2017 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 : 29/08/2017

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

Notice of 29th Annual General Meeting

Notice is hereby given that the 29th Annual General Meeting of the Members of Rampur Fertilizers Ltd. will be held on Friday the 29th September 2017 at 9:30 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

1. To receive, consider, approve and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Anshuman Khaitan (holding DIN: 00606546), who retires by rotation and being eligible, offers himself for reappointment.
3. 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, (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

4. 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, ('the Act') read with Schedule V to the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, consent of Members of the Company be and is hereby accorded to increase the remuneration of Mr. Anshuman Khaitan, Managing Director of the Company, under the provisions of the Act to Rs. 42,00,000/- (Rupees Forty Two Lacs only) p.a. w.e.f. 1st April, 2016 for the remaining term ending on 30th September 2018.

RESOLVED FURTHER THAT Rs. 42,00,000/- (Rupees Forty Two Lacs only) p.a. may be paid and allowed as a remuneration during the currency of tenure of his office as Managing Director, notwithstanding the absence or inadequacy of profits in any accounting year as long as the remuneration is within the prescribed limits under Section II of Part II of Schedule V of the Companies Act, 2013.

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.”

5. 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 Sections 196, 197 and 203 read with Schedule V & as per Articles of Association of the company & all other applicable provisions of the Companies Act, 2013, the approval of members of the Company be and are hereby accorded to change designation of Mr. Gangesh Khaitan from non-executive Director cum Chairman to Whole Time Director cum Chairman of the Company, for three years, with retrospective effect from 1st January, 2017 to 31st December 2019.

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 the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

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 the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, (‘the Act’) read with Schedule V to the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, consent of Members of the Company be and is hereby accorded to fix the remuneration of Mr. Gangesh Khaitan, proposed Whole Time Director of the Company, under the provisions of the Act to Rs. 42,00,000/- (Rupees Forty Two Lacs only) p.a. for a period of three years w.e.f. 1st January, 2017 to 31st December 2019.

RESOLVED FURTHER THAT Rs. 42,00,000 p.a. may be paid and allowed as a minimum remuneration during the currency of tenure of his office as Whole Time Director, notwithstanding the absence or inadequacy of profits in any accounting year as long as the remuneration is within the prescribed limits under Section II of Part II of Schedule V of the Companies Act, 2013.

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 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, 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 2017-18, 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 M/s. TYPSTGO & Co., Cost Accountants (FRN 000067) who was appointed as Cost Auditor as per the provisions of Section 148 of the Companies Act, 2013 to conducted the Cost Audit for the Financial Year 2017-18 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 Saturday 23rd September 2017 to Thursday 28th September 2017 (both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card 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 of the Company- M/s Mas Services Ltd. T-34, IInd Floor, Okhla IInd 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. 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.
7. 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.
8. 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.

9. Kindly bring your copies of the Annual Report to the meeting.
10. Members may get their shares demat 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.
11. 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 2017 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 2017 including Attendance Slip and Proxy Form are being sent by the permitted mode.
12. 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 22nd September 2017 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 26th September 2017 and ends at 05:00 P.M on 28th September 2017.

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.nsdl.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 29th 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 22nd September 2017 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.nsdl.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 22nd September 2017.
- 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. 22nd September 2017, 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.nsdl.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.
13. 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.
14. 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: Rampur
Date: 04/08/2017

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

Annexure to Notice:

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

ITEM NO. – 4:

The Nomination and Remuneration Committee, in its meeting held on October 18, 2016 recommended and the Board of Directors, in its meeting held on October 18, 2016, approved the payment of remuneration of Rs. 42,00,000/- (Rupees Forty Two Lacs only) per annum to Mr. Anshuman Khaitan (holding DIN 00606546), as Managing Director of the Company with effect from April 1, 2016, for remaining term ending on 30th September 2018, subject to the approval of the shareholders in the General Meeting. Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice. Mr. Anshuman Khaitan is the Promoter of the Company. He has led the Company's foray into organized business in manufacturing of sulphuric acid. His efforts also brought the Company in the areas of Brand of sulphuric acid. The appointment as well as payment of remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director of the Company. However, the managerial remuneration paid/payable needs to be approved for the remaining term ending on 30th September 2018. The details of Mr. Anshuman Khaitan in pursuance of the provisions of the Listing Agreement are mentioned in Annexure. Approval of the shareholders is sought for ratification of remuneration paid/remuneration payable for the remaining period of existing appointment commencing from April 1, 2016, to Mr. Anshuman Khaitan as Managing Director of the Company. Mr. Anshuman Khaitan and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Anshuman Khaitan under the resolution. With his vast experience in company's business area, the Board of Directors considered it to be desirable to approve ratification and approval of remuneration payable to him for his current tenure of appointment as Managing Director. None of the Directors except Mr. Anshuman Khaitan himself and Mr. Gangesh Khaitan, as a relative of Mr. Anshuman Khaitan, is concerned or interested in the resolution. No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution. The

Board of Director recommends the relevant resolution for your consideration and approval as a Special Resolution as set out in the item no. 4 of the Notice.

ITEM NO. – 5:

In accordance with recommendation from Nomination and Remuneration committee and Board of Directors, designation of Mr. Gangesh Khaitan to be change from non-executive Director cum Chairman to Whole Time Director cum Chairman of the Company with effect from 1st January, 2017 to 31st December 2019. Mr. Gangesh Khaitan, aged 63 years, (DIN:00798110) is a promoter and Director of the Company, has over 43 years of experience involved in sales and managing business of Companies. Mr. Gangesh Khaitan is an entrepreneurs. He is Director in the Company since 21st September 1997. He has excellent grasp and thorough knowledge and experience of sales and general management. The details of Mr. Gangesh Khaitan in pursuance of the provisions of the Listing Agreement/Regulations are mentioned in Annexure. 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. None of the Directors except Mr. Gangesh Khaitan himself and Mr. Anshuman Khaitan, as a relative of Mr. Gangesh Khaitan, is concerned or interested in the resolution. No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution. The Board of Director recommends the relevant resolution for your consideration and approval as an Ordinary Resolution as set out in the item no. 5 of the Notice.

ITEM NO. – 6:

The Nomination and Remuneration Committee, in its meeting held on 30th January 2017 recommended and the Board of Directors, in its meeting held on 30th January 2017, approved the payment of remuneration of Rs. 42,00,000/- (Rupees forty two lacs only) per annum to Mr. Gangesh Khaitan (holding DIN 00798110), as Whole Time Director of the Company, for three years, with effect from 1st January, 2017 to 31st December 2019, subject to the approval of the shareholders in the General Meeting. Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice. Mr. Gangesh Khaitan, aged 63 years, (DIN:00798110) is a promoter and Director of the Company, has over 43 years of experience involved in sales and managing business of Companies. Mr. Gangesh Khaitan is first generation entrepreneurs. He is Director in the Company since 21st September 1997. He has excellent grasp and thorough knowledge and experience of sales and general management. However, the managerial remuneration paid/payable needs to be approved with effect from 1st January, 2017. Approval of the shareholders is sought for ratification of remuneration paid/remuneration payable in future, to Mr. Gangesh Khaitan as Whole Time Director of the Company. Mr. Gangesh Khaitan and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Gangesh Khaitan under the resolution. With his vast experience in company's business area, the Board of Directors considered it to be desirable to approve ratification and approval of remuneration payable to him as Director. None of the Directors except Mr. Gangesh Khaitan himself and Mr. Anshuman Khaitan, as a relative of Mr. Gangesh Khaitan, is concerned or interested in the resolution. No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution. The Board of Director recommends the relevant resolution for your consideration and approval as a Special Resolution as set out in the item no. 6 of the Notice.

ITEM NO. – 7:

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 2017-18, at a remuneration of Rs.20,000/- plus Service tax, travel and actual out-of-pocket expenses. M/s. TYPSTGO & Co., have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. 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.7 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. Gangesh Khaitan	Mr. Anshuman Khaitan
DIN	00798110	00606546
Date of Birth	26/09/1953	13/04/1978
Date of designation change	30/09/2017	-
Education	Graduate	Graduate

Expertise in Specific functional Area	Mr. Gangesh Khaitan, Chairman cum Director of the Company, responsible for sales and marketing, has over 43 Years of Experience involved in Managing Business of Companies.	Mr. Anshuman Khaitan, Managing Director of the Company is entrepreneurs and responsible for managing day to day affairs of the Company. He has over 15 Years of Experience in Sulphuric Acid Business.
Name of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board (as on 31.03.2017)	NIL	NIL
Date of first appointment on the Board	21/09/1997	30/09/2006
Relationship with Directors, Managers & KMP	Mr. Gangesh Khaitan is relative of Mr. Anshuman Khaitan (Managing Director).	Mr. Anshuman Khaitan is relative of Mr. Gangesh Khaitan.
Number of Equity shares held in the Company.	632	30,184

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, 2014	March 31, 2015	March 31, 2016
Total Income	1007.43	1728.85	1363.54
Depreciation	41.54	95.97	63.75
Total Expenses	1007.81	1781.73	1417.97
Net Profit/(Loss) (after tax)	4.24	(31.03)	(42.02)
Paid up Capital	367.14	367.14	367.14
Reserves & Surplus	71.13	43.00	0.97

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

I. Information about the Appointees

	Mr. Gangesh Khaitan	Mr. Anshuman Khaitan
Background details	Given in the body of statement	Given in the body of statement
Past Remuneration (Rs. in Lacs)	NIL	Rs. 8.553
Recognition and 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
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.

Comparative remuneration profile with respect to industry, size of company, profile of the position and person:

During last decade, the Indian economy has seen increased spending on consumer goods and other various products, consequently intermediary products too increased viz. sulphuric acid. This had led to give rise to the organised industry in order to meet the consumer demand and business competition. The size of the sulphuric acid and fertilizer industry in India has increased manifold during the past several years reaching to multi millions in terms of sales and revenues. With increased size and turnover, it is also imperative for any company to have highly experienced persons having specialized knowledge and skills to understand and project the market trend and many relevant indicators for better market. Mr. Gangesh Khaitan, and Mr. Anshuman Khaitan have proved their expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organisations of the similar type, size and nature in the industry.

II. 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.

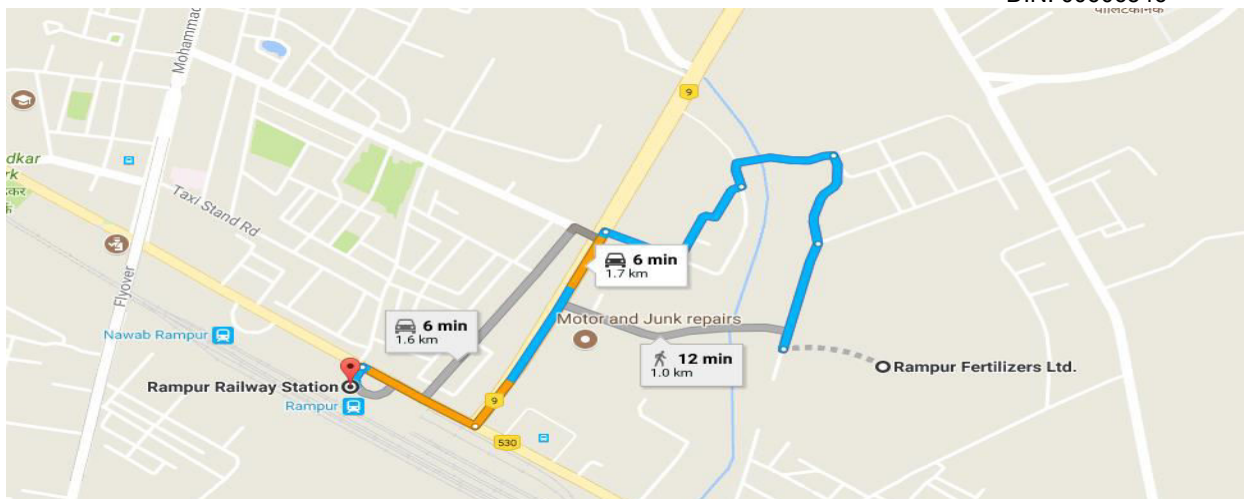
III. Disclosures:

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: 04/08/2017

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



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 **29TH ANNUAL GENERAL MEETING** of the Company held on Friday, the 29th September 2017 at 9.30 a.m. at Judges Bareilly Road, Rampur-244901.

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

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

<i>Folio No.</i>	
<i>DP ID No.</i>	
<i>Client ID No.</i>	
<i>Name of Member(s)</i>	
<i>Registered Address</i>	

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 **29TH ANNUAL GENERAL MEETING** of the Company held on Friday, the 29th September 2017 at 9:30 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 31/03/2017.
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. Approval of remuneration of Mr. Anshuman Khaitan (DIN-00606546), Managing Director of the Company for the remaining term ending on 30th Sept. 2018.
5. Change in designation of Mr. Gangesh Khaitan (DIN-00798110), from Non-executive Director cum chairman to Whole Time Director cum chairman.
6. Approval of remuneration of Mr. Gangesh Khaitan (DIN-00798110), Whole Time Director of the Company for the period of three years ending on 31st December 2019.
7. Ratify the remuneration to be paid to the Cost Auditor, M/s. TYPSTGO & Co.

Signed this _____ day of _____ 2017. Signature of Member _____

Revenue Stamp

Signature of Proxyholder(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.