

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: info@rampurfert.com

ANNEXURE TO THE NOTICE FOR THE 32nd ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SUNDAY 27TH SEPTEMBER 2020

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:

In view of the continuing Covid-19 Pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 & circular dated April, 13th 2020) permitted the holding of AGM through Video Conference (VC) or Other Audio-Visual Means (OAVM). In compliance with these Circulars and the relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the upcoming AGM of the Company will be held on 27/09/2020 at 11.30 a.m. through VC/OAVM.

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 Sunday, 27th September 2020 at 11.30 AM and at any adjournment thereof.

The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN	USER - ID	PASSWORD
200827019		

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

Remote e-Voting start on	Remote e-Voting end on
24/09/2020 at 9:00 AM (IST)	26/09/2020 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

Sd/-
Anshuman Khaitan
Managing Director
DIN: 00606546

Place: New Delhi
Date: 27/08/2020

Encl.: AGM Notice/ Annual Report

Notice of 32nd Annual General Meeting

Notice is hereby given that the 32nd Annual General Meeting of the Members of Rampur Fertilizers Ltd. will be held on Sunday the 27th September '2020 at 11:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:-

Ordinary Business

1. To consider and adopt the audited standalone and consolidated financial statement of the Company for the financial year ended on March 31, 2020 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the following Statements and Reports be and are hereby approved and adopted:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 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, 2020 together with the reports of the Auditors thereon."

2. To appoint a Director in place of Mr. Gangesh Khaitan (holding DIN: 00798110), who retires by rotation and being eligible, offers himself for reappointment, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT Mr. Gangesh Khaitan, Wholetime Director of the Company (holding DIN 00798110) who retires by rotation at this Annual General Meeting of the Company being eligible, offered himself for re-appointment, be and is hereby re-appointed as Wholetime Director of the Company."

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, 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

4. 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 2020-21, 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. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available
3. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sanjiv.nigam@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
6. a) The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2020 to 27th September, 2020 (both days inclusive).
b) The remote e-voting period commences on Thursday, September 24, 2020 (09:00 am) and ends on Saturday, September 26, 2020 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2020, may cast their vote by remote e-voting.
7. Shareholders of the Company are informed that pursuant to the provisions of the Companies Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the 'Investor Education & Protection Fund (IEPF)' constituted by the Central Govt.
8. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number. In case share are in demat form members are requested to update their bank detail with their depository participant. **The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.**
The equity share capital of the company is held by 35742 shareholders, out of which 332 shareholders holding 62.17% of the share capital are in dematerialised form and the balance 35422 shareholders holding 37.83% of the capital are in physical form. Two shareholders are common in Demat & Physical.
9. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
10. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to President (Finance) & CFO, atleast one week before the meeting.
11. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
12. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Sundays, upto the date of meeting.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
14. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2019-20 including notice of 32nd AGM is being sent only through electronic mode to those Members whose email ids are registered with Company / Depository for communication purpose, and Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically, you may register your email id in following manner.

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
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Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.
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The notice calling the AGM has been uploaded on the website of the Company at <https://www.rampurfert.com/Announcements-Annual-Report.html>.

16. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to the notice.
17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
18. In case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
19. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for Remote e-voting in Note No. 20. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Poll available during the AGM. If Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
20. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Rampur Fertilizers Limited.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiii) After selecting the resolution on which you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to info@masserv.com
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your USERID as informed in e-mail..

In the "last name" field - Enter your Name

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement: Windows 7, 8 or 10, with I3, and Microphone, speaker, Internet speed minimum 700 kbps and Date and time of computer should be current date and time.

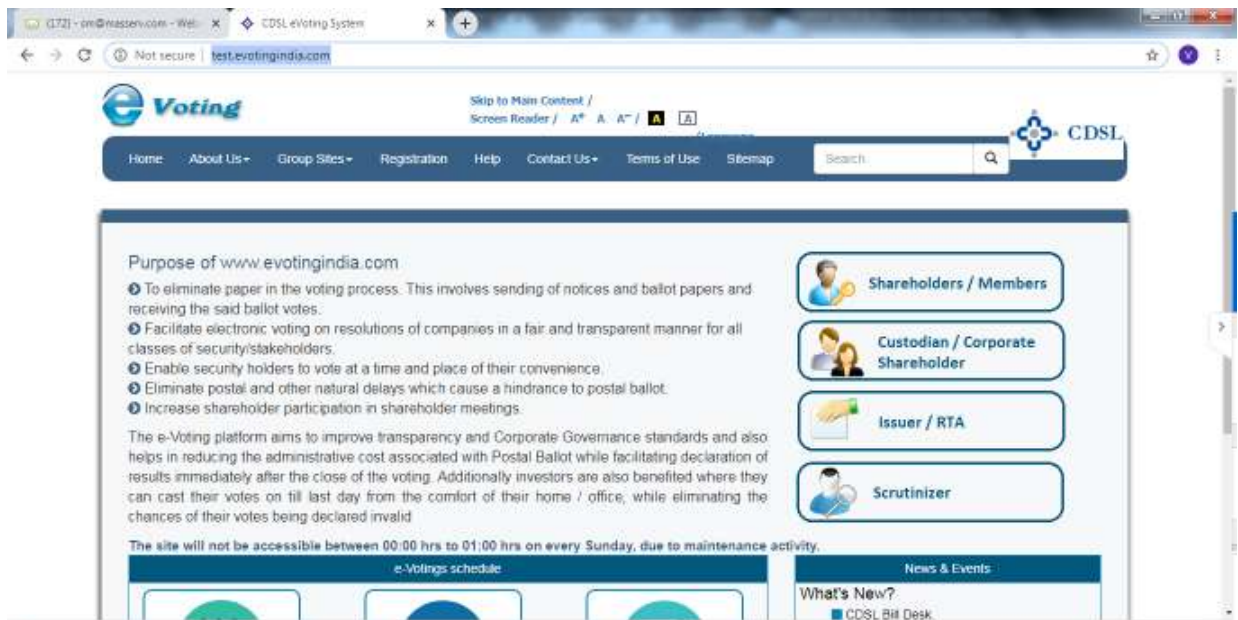
PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

- ✓ Please download webex application from play store

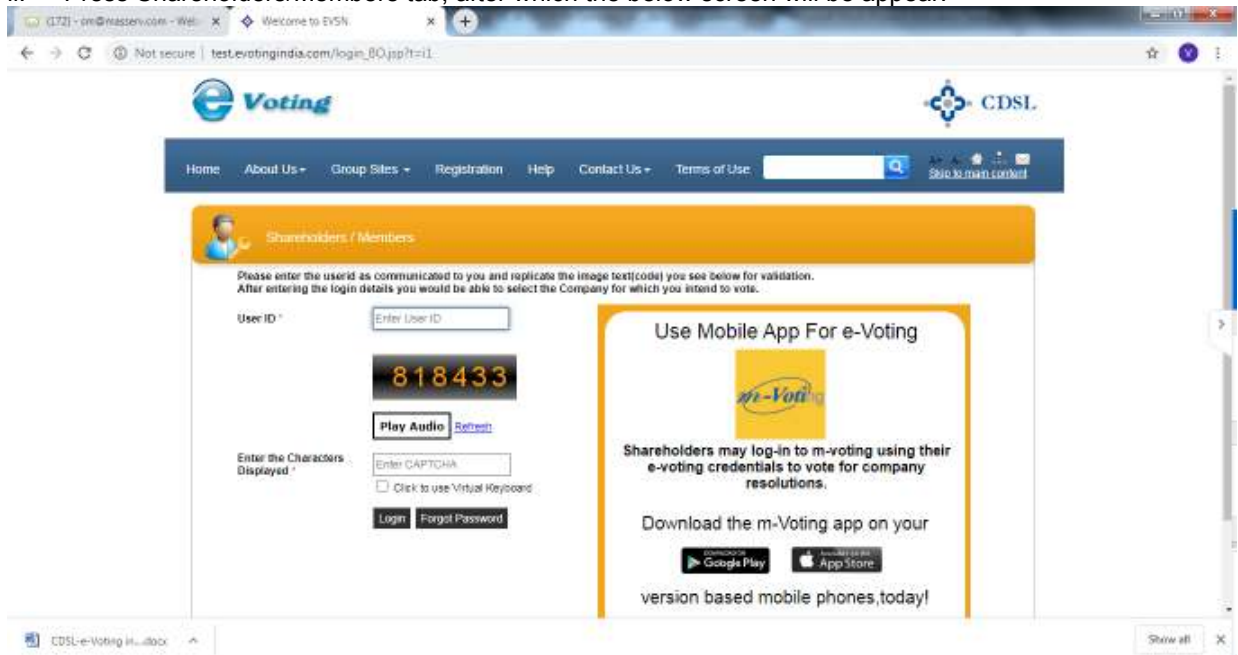
NOTE: It is advisable to login before hand at e-voting system as explained in e-voting instructions above, to be familiar with the procedure, so that you do not face any trouble while logging-in during the AGM.

PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

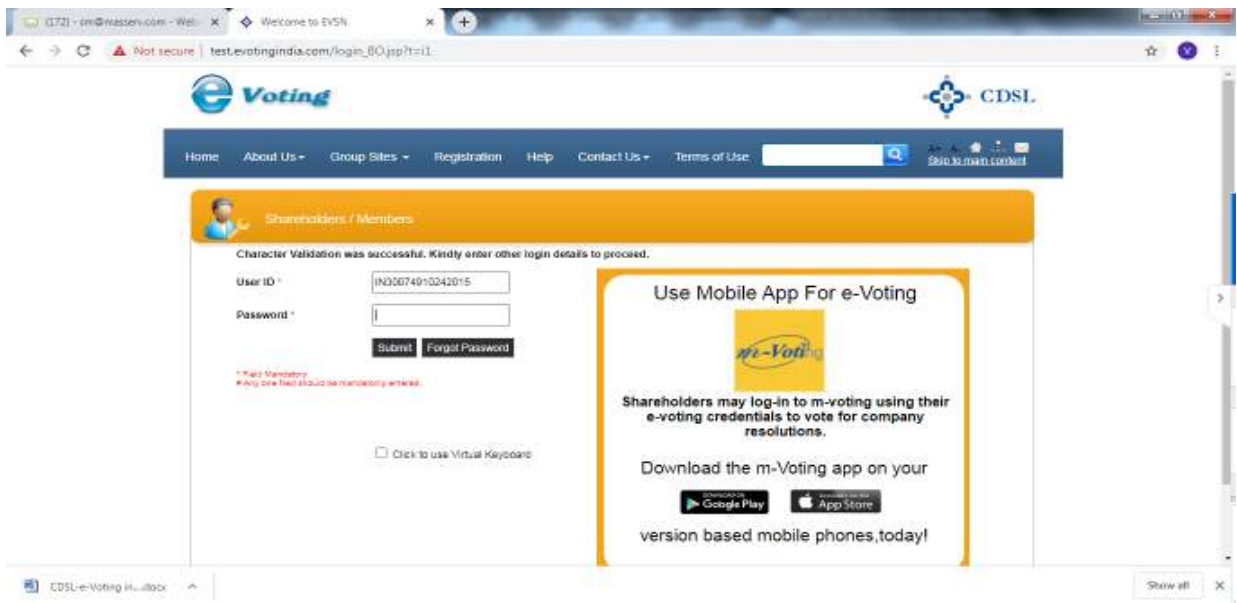
- i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>. Below screen will be appear.



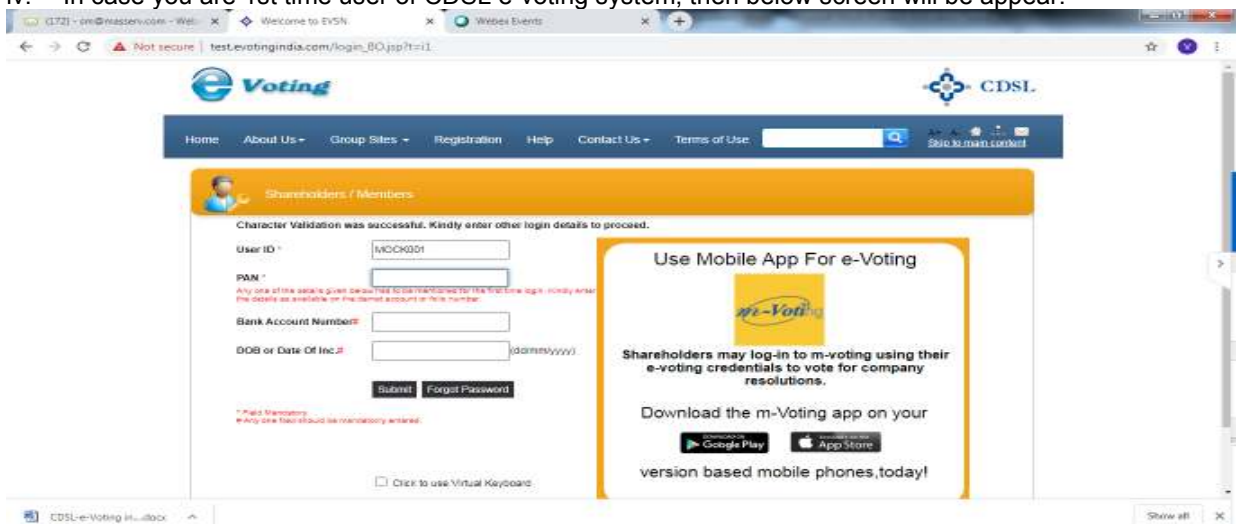
ii. Press Shareholders/Members tab, after which the below screen will be appear.



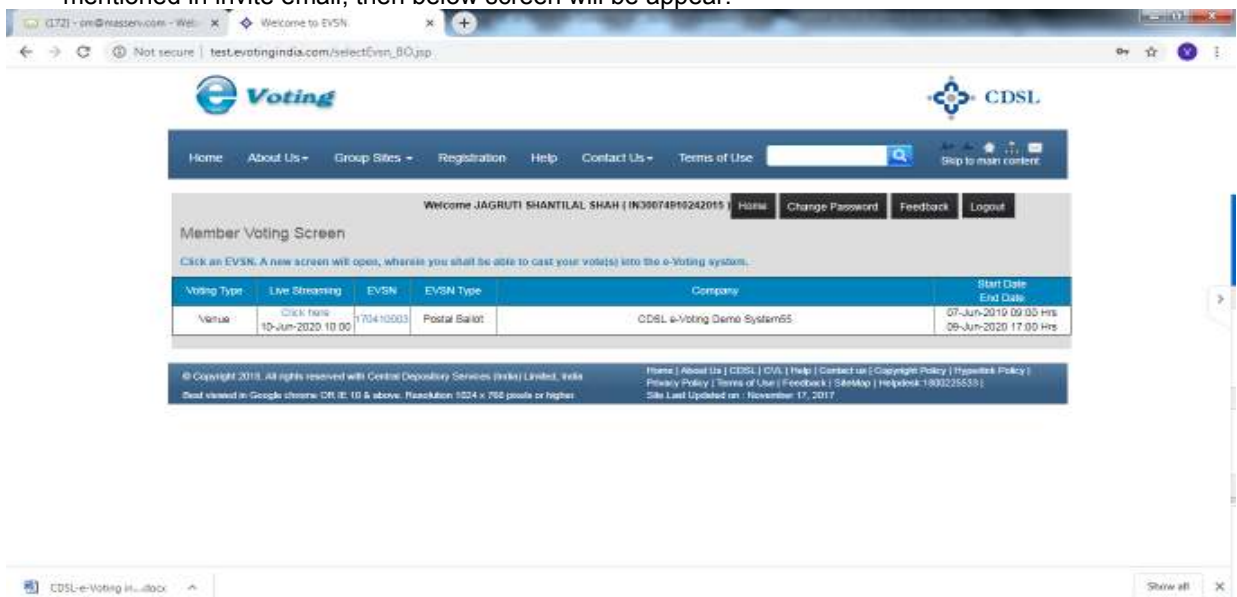
iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above. Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



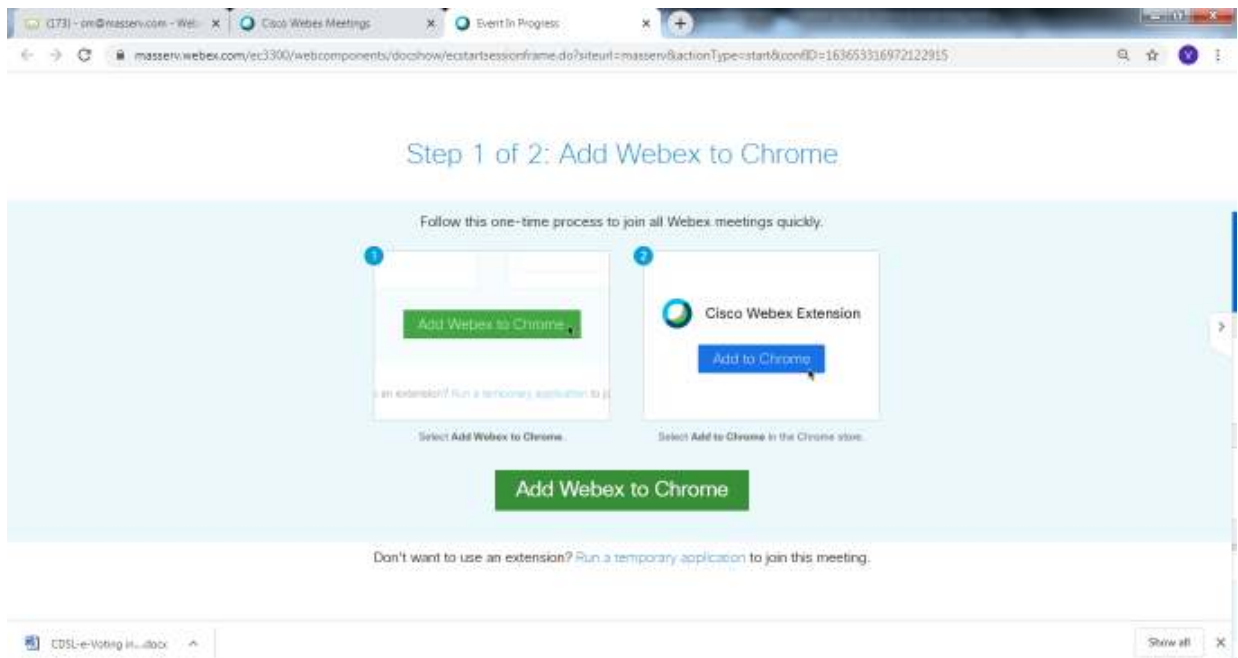
iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.



v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.



vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column. E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



- viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

Annexure to Notice:

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

ITEM NO. – 4:

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 2020-21, 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. 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.4 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
DIN	00798110
Date of Birth	26/09/1953
Date of designation change	-
Education	Graduate
Expertise in Specific functional Area	Mr. Gangesh Khaitan, Chairman cum Wholetime Director of the Company, responsible for sales and marketing, has over 46 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 31.03.2020).	NIL
Date of first appointment on the Board	21/09/1997
Relationship with Directors, Managers & KMP	Mr. Gangesh Khaitan is relative of Mr. Anshuman Khaitan (Managing Director).
Number of Equity shares held in the Company.	3,00,632

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

Place: New Delhi

Date: 20/08/2020

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