

# 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 33<sup>rd</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SUNDAY 26<sup>TH</sup> SEPTEMBER 2021

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, and Circular no. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time) 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 26/09/2021 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, 26th September 2021 at 11.30 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
116738		

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

Remote e-Voting start on	Remote e-Voting end on
23/09/2021 at 9:00 AM (IST)	25/09/2021 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of AGM before exercising your vote and for attending AGM through VC / OAVM.

By Order of the Board  
For, Rampur Fertilizers Limited

Rajeev Kumar  
Company Secretary & Compliance officer

Place: New Delhi  
Date: 31/08/2021

Encl.: AGM Notice/ Annual Report

## RAMPUR FERTILIZERS LIMITED

### Notice of 33<sup>rd</sup> Annual General Meeting

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of Rampur Fertilizers Ltd. will be held on Sunday the 26<sup>th</sup> September '2021 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 financial statement of the Company for the financial year ended on March 31, 2021 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 Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon be and are hereby approved and adopted."

2. To consider and adopt the audited consolidated financial statement of the Company for the financial year ended on March 31, 2021 and the reports of the 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 Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Auditors thereon be and are hereby approved and adopted."

3. To appoint a Director in place of Mr. Anshuman Khaitan (holding DIN: 00606546), 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** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anshuman Khaitan (holding DIN 00606546), 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 Director, liable to retire by rotation."

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 provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the Company hereby appoint M/s. Thakur Bhuwanesh & Associates (Firm Registration No. 019690N) as Statutory Auditors of the Company to hold office from the conclusion of this 33<sup>rd</sup> Annual General Meeting till the conclusion of its 38<sup>th</sup> Annual General Meeting, at a remuneration to be determined 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.

**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."

#### Special Business

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 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, Mr. Anshuman Khaitan (holding DIN 00606546) be and is hereby re-appointed as the Managing Director of the Company for a further period of 3 years commencing from October 1, 2021 till September 30, 2024.

**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, Mr. Anshuman Khaitan, Managing Director, (holding DIN 00606546) be and is hereby paid a remuneration Rs. 48 Lacs (Rupees Forty Eight Lacs) per annum, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, 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.”

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 sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder (including any statutory modification(s) or reenactment thereof), read with Schedule IV to the Act, as amended from time to time, Mr. Pulak Wardhan Jain (Holding DIN : 02726535) be and is hereby appointed as an Independent Non-Executive Director of the Company pursuant to section 149 of the Act to hold office for the second term of five consecutive years for a term commencing from September 30, 2021 till September 29, 2026.

**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.”

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, 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 2021-22, 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. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

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 rkumar@rampurfert.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 20th September, 2021 to 26th September, 2021 (both days inclusive).  
b) The remote e-voting period commences on Thursday, September 23, 2021 (09:00 am) and ends on Saturday, September 25, 2021 (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 19, 2021, may cast their vote by remote e-voting.
7. 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 35744 shareholders, out of which 349 shareholders holding 62.18% of the share capital are in dematerialised form and the balance 35397 shareholders holding 37.82% of the capital are in physical form. Two shareholders are common in Demat & Physical.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2021, the Annual Report including audited financial statements for the financial year 2020-21 including notice of 33<sup>rd</sup> 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.

<b>Physical Holding</b>	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.
<b>Demat Holding</b>	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

The notice calling the AGM has been uploaded on the website of the Company at <https://www.rampurfert.com>.

15. 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.
16. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
17. 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.
18. 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.
19. **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.
20. **INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on</li> </ol>

	options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Rakesh Mehta at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of 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) by email to [rkumar@rampurfert.com](mailto:rkumar@rampurfert.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [rkumar@rampurfert.com](mailto:rkumar@rampurfert.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.



2. Only those Members/ shareholders, who will be present in the EGM/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-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [rkumar@rampurfert.com](mailto:rkumar@rampurfert.com). The same will be replied by the company suitably.

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**Annexure to Notice:**

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

**ITEM NO. -4**

The term of appointment of M/s. Patni PK & Co., Chartered Accountants, New Delhi, Statutory Auditors, is being expiring in the ensuing Annual General Meeting. Therefore now the Board proposes that M/s. Thakur Bhuwanesh & Associates, Chartered Accountants, Patna, be appointed as the Statutory Auditors of the Company to fill the vacancy. M/s. Thakur Bhuwanesh & Associates have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors or their relatives, in any way, concerned or interested in the said resolution.

**ITEM NO. – 5:**

Mr. Anshuman Khaitan, aged 43 years, (DIN:00606546) is a promoter and Managing Director of the Company, has over 20 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.

His current term of appointment as a Managing Director of the Company will expire on September 30, 2021. He has excellent grasp thorough knowledge, experience of general management and his knowledge of various aspects relating to the Company's affairs and long business experience. The Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Anshuman Khaitan should be available to the Company for a further period of three years with effect from 1st October, 2021.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting

held on 9<sup>th</sup> August, 2021, re-appointed him as Managing Director of the Company for a further period of three years with effect from 1st October, 2021.

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 ordinary resolution as set out in the item no. 5 of the Notice.

**ITEM NO. – 6:**

Mr. Anshuman Khaitan, Managing Director of the Company, shall be continued to be paid the remuneration as was paid in previous term of appointment, i.e. Rs. 48,00,000/- (Rupees Forty Eight Lacs only) per annum, w.e.f. 1<sup>st</sup> October 2021 for the term ending on 30<sup>th</sup> September 2024. 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: -

I. Period: 3 Years (i.e. from 01.10.2021 to 30.09.2024)

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. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- c. 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 (c) 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. 6 of the Notice.

**ITEM NO. - 7**

The Board of Directors recommended the name of Mr. Pulak Wardhan Jain, for second term of five years of appointment as Independent Director, pursuant to Section 149(1)(6) of the Companies Act, 2013. His term of office shall be five consecutive years, i.e. from 30 September 2021 to 29 September 2026. Mr. Pulak Wardhan Jain is commerce graduate and have good knowledge in the field of the business of the Company and have over 40 years of experience.

The Board considers that his continued association would be of immense benefit to the Company and is desirable to continuously avail the services of Mr. Pulak Wardhan Jain as an independent Director and also that he fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director.

Except Mr. Pulak Wardhan Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 7 of the Notice.

**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 2021-22, 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.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:

<b>Name of the Director</b>	Mr. Anshuman Khaitan	Mr. Pulak Wardhan Jain
DIN	00606546	002726535
Date of Birth	13/04/1978	03/12/1952
Date of appointment / designation change	01/10/2021	30/09/2021
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 20 Years of Experience in Sulphuric Acid Business.	Mr. Pulak Wardhan Jain is commerce graduate and have good knowledge in the field of the business of the Company, and proposed to be appointed as independent director of the Company. He has over 20 Years of Experience.
Name of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board (as on 31.03.2018).	NIL	NIL
Date of first appointment on the Board	30/09/2006	30/09/2016
Relationship with Directors, Managers & KMP	Mr. Anshuman Khaitan is relative of Mr. Gangesh Khaitan (Wholetime Director).	Not related
Number of Equity shares held in the Company.	4,44,184	42

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, 2019	March 31, 2020	March 31, 2021
Total Income	2,843.79	2,370.16	2,189.43
Depreciation	51.51	44.55	48.44
Total Expenses	2,273.20	1,938.51	1,678.62
Net Profit/(Loss) (after tax)	441.02	300.61	417.95
Paid up Capital	494.82	494.82	494.82

Reserves & Surplus	672.75	973.36	1,391.31
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**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

	<b>Mr. Anshuman Khaitan</b>
Background details	Given in the body of statement
Past Remuneration (Rs. in Lacs)	Rs. 48 plus allowances and perquisites
Recognition or Awards	Outstanding business management personality
Job profile and his suitability	As explained above explanatory statement
Remuneration proposed	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.
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.

## 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: 09/08/2021

Anshuman Khaitan  
(Managing Director)  
DIN: 00606546