

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 34th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY 21ST SEPTEMBER 2022

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 nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 and SEBI/HODDHS/P/CIR/2022/0063 dated May 12, 2020, January 15, 2021 and May 13, 2022, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), 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 21/09/2022 at 1.00 p.m. through VC/OAVM.

Please note that all the communications to the shareholders are being sent in electronic form to their e-mail addresses. In view of this, please ensure to inform any change in your email address to your Depository Participant in case you hold the shares electronically and to M/s Mas Services Limited, the Registrar & Share Transfer Agent of the Company in case you hold the shares in physical form (for this please refer the note number 13 of the notice of AGM). Please read the instructions given in the Notice for voting through the e-voting platform and joining of meeting through VC/OAVM.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

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 Wednesday, 21st September 2022 at 1.00 PM 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
120455		

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

Remote e-Voting start on	Remote e-Voting end on
18/09/2022 at 9:00 AM (IST)	20/09/2022 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: Rampur
Date: 10/08/2022

Encl.: AGM Notice

RAMPUR FERTILIZERS LIMITED

Notice of 34th Annual General Meeting

Notice is hereby given that the 34th Annual General Meeting of the Members of Rampur Fertilizers Ltd. will be held on Wednesday the 21st September '2022 at 1:00 P.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, 2022 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, 2022 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, 2022 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, 2022 together with the reports of the Auditors thereon be and are hereby approved and adopted."

3. 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 in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gangesh Khaitan (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 Director, liable to retire by rotation."

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 Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of Members of the Company be and is hereby accorded to ratify the increase in the remuneration to Mr. Gangesh Khaitan (holding DIN 00798110), Whole time Director of the Company, under the provisions of the Act, to Rs. 98,00,000/- Lacs (Rupees Ninety Eight Lacs) per annum, w.e.f. 1st October, 2021 for the remaining term ending on 31st December 2022, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

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

FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think

necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of Members of the Company be and is hereby accorded to ratify the increment in the remuneration to Mr. Anshuman Khaitan (holding DIN 00606546), Managing Director of the Company, under the provisions of the Act, to Rs. 98,00,000/- (Rupees Ninety Eight Lacs) per annum, w.e.f. 1st October, 2021 for the remaining term ending on 30th September 2024 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing basic salary, and with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to and between the Board/ Nomination and Remuneration Committee and Mr. Anshuman Khaitan.

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

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

6. To consider and, if thought fit to pass with or without modification(s), the following resolution as an **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, as recommended by Nomination and remuneration Committee of the Company, Mr. Gangesh Khaitan (holding DIN 00798110) be and is hereby re-appointed as the Wholtime Director cum Chairman of the Company for a further period of 5 years commencing from 1st January, 2023 till 31st December, 2027.

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 Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as recommended by Nomination and remuneration Committee of the Company, Mr. Gangesh Khaitan, Wholtime Director cum Chairman, (holding DIN 00798110) be and is hereby paid a remuneration Rs. 98,00,000/- (Rupees Ninety Eight Lacs) per annum, for the period of 3 years starting from 1st January 2023 to 31st December 2025, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing basic

salary, and with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Gangesh Khaitan.

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

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

8. 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, as recommended by Nomination and remuneration Committee of the Company, Ms. Deeksha Rathour (Holding DIN : 07985882) be and is hereby reappointed 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 1st February, 2023 till 31st January, 2028, not liable to retire by rotation.

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.”

9. 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 149, 152, 203 (1) (iii) 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), as amended from time to time, as recommended by Nomination and remuneration Committee of the Company, the designation of Mr. Raghvendra Gupta (Holding DIN: 09694135) be and is hereby changed from Chief Financial Officer to ‘Chief Financial Officer cum Executive Director (Finance) of the Company’, liable to retire by rotation, w.e.f. 1st October 2022.

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.”

10. 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 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as recommended by Nomination and remuneration Committee of the Company, Mr. Raghvendra Gupta, (Holding DIN : 09694135) Chief Financial Officer cum Executive Director (Finance), be and is hereby paid a remuneration Rs. 10,00,000/- (Rupees Ten Lacs only) per annum for the period of 3 years starting from 1st October 2022 to 30th September 2025, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with annual increments

as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing basic salary, and with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Raghvendra Gupta.

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Mr. Raghvendra Gupta, the Company shall pay Mr. Raghvendra Gupta, 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.”

11. 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 2022-23, 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. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 , SEBI/HO/CFD/CMD2/ CIR/P/2021/11 and SEBI/HODDHS/P/CIR/2022/0063 dated May 12, 2020, January 15, 2021 and May 13, 2022, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. A statement giving relevant details of the directors seeking appointment/ reappointment under Item No. 6, 8 and 9 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided with the explanatory statement enclosed.
3. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Shri Sanjiv Nigam, Practicing Company Secretary (FCS No. 9313, CP No. 8458) as the Scrutinizer to

scrutinize the voting and remote e-voting process in a fair and transparent manner.

5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to sanjiv.nigam@gmail.com with a copy marked to evoting@nsdl.co.in
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
8. 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.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
10. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at rkumar@rampurfert.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
11. The Registers of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 15, 2022 to Wednesday, September 21, 2022** (both days inclusive) for the purpose of annual closure of books.
12. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
13. In accordance with SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/P/2020/166 dated 7th September 2020 all share transfers shall be carried out compulsorily in the dematerialised form with effect from 1st April 2021. Hence no transfer of shares in physical form are allowed.

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate

- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

14. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA on or after 1st April 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN;
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature.

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details shall be provided to Company/RTA at rkumar@rampurfert.com/investor@masserv.com and send the documents at the address of registered office of the company or RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company at www.rampurfert.com as well as RTA website i.e www.masserv.com.

15. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2021- 22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2021-22 are available on the website of the Company at www.rampurfert.com and on the website of the Stock Exchange i.e. MSEI Limited at www.msei.in and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Pioneer (English edition) and Pioneer (Hindi edition).
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
17. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
19. For receiving all future correspondence (including Annual Report) from the Company electronically–

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2021-2022 and login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at investor@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) with subject line (Register E-mail ID Folio No (Mention Folio No) of Rampur Fertilizers Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

20. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.rampurfert.com, websites of the Stock Exchanges i.e. MSEI Limited at www.msei.in and on the website of NSDL <https://www.evoting.nsdl.com>.

21. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cur-off date for e-voting i.e. **Wednesday, September 14, 2022**, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com
22. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
23. 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.
24. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
25. 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 and gazetted holidays, upto the date of meeting.
26. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 34th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on **Wednesday, September 14, 2022** (end of day), being the cut-off date fixed for determining voting

rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 18, 2022 at 9:00 A.M. and ends on Tuesday, September 20, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday 14 September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday 14 September, 2022.

How do I vote electronically using NSDL e-Voting system?

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” 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 e-Voting service provider – NSDL 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 & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 options available against company name or e-Voting service provider - NSDL 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"> 1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After

	successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 e-Voting service provider-NSDL 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.

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:

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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'?
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. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 7. Now, you will have to click on "Login" button.
 8. 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at 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 investor@masserv.com or 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 investor@masserv.com or 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 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. The same will be replied by the company suitably.

General Instructions

- A. 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.
- B. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- C. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- D. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rampurfert.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the MSEI Limited.

Annexure to Notice:

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

ITEM NO. – 4:

Mr. Gangesh Khaitan, aged 68 years, (DIN:00798110) is a promoter and Wholtime Director of the Company, has over 48 years of experience of industry experience in the field of manufacturing Sulphuric Acid product. He is Director in the Company since 21st September 1997. He has excellent grasp and thorough knowledge and experience of sales and general management of the Business. Further, Mr. Gangesh Khaitan was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have increased the remuneration w.e.f. 1st October, 2021 for the remaining term ending on 31st December 2022 to Rs. 98,00,000/- (Rupees Ninety Eight Lacs) per annum. The remuneration was approved by the Board based on industry standards, responsibilities handled by the Wholtime Director of the Company. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Gangesh Khaitan, Wholtime Director: -

- I. Period: w.e.f. 1st October, 2021 for the remaining term ending on 31st December 2022.
- II. Payment (Basic Salary): Rs. 60,00,000/- (Rupees Sixty Lacs only) per annum.

PERQUISITES & ALLOWANCES:

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

Company, to perquisites like:

- a. Rent-free unfurnished residential accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance.
- 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. Gangesh Khaitan.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in II above for the relevant period.

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

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

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

ITEM NO. – 5:

Mr. Anshuman Khaitan, aged 44 years, (DIN:00606546) is a promoter and Managing Director of the Company, has over 21 years of experience of industry experience in the field of manufacturing Sulphuric Acid product. Mr. Anshuman Khaitan is entrepreneurs and is responsible for managing day-to-day affairs of the Company. Further, Mr. Anshuman Khaitan was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have increased the remuneration w.e.f. 1st October 2021 for the remaining term ending on 30th September 2024 to Rs. 98,00,000/- (Rupees Ninety Eight Lacs) per annum. The remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director of the Company. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Anshuman Khaitan, Managing Director: -

II. Period: w.e.f. 1st October, 2021 for the remaining term ending on 30th September 2024.

II. Payment (Basic Salary): Rs. 60,00,000/- (Rupees Sixty 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.
- 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.

Annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing remuneration, and with liberty to the Board/ Nomination and Remuneration

Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board/ Nomination and Remuneration Committee and Mr. Anshuman Khaitan.

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

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

ITEM NO. – 6:

Mr. Gangesh Khaitan, aged 68 years, (DIN:00798110) is a promoter and Wholetime Director cum Chairman of the Company, has over 48 years of experience of industry experience in the field of manufacturing Sulphuric Acid product. He is Director in the Company since 21st September 1997. He has excellent grasp and thorough knowledge and experience of sales and general management of the Business. Further, Mr. Gangesh Khaitan was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

His current term of appointment as a Wholetime Director of the Company will expire on December 31, 2022. He has excellent grasp and thorough knowledge and experience of general management of business. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Gangesh Khaitan should be available to the Company for a further period of five years with effect from 1st January, 2023. The reappointment as well as payment of remuneration was approved by the Board based on industry standards, responsibilities handled by the Wholetime Director of the Company.

In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on 10th August, 2022, re-appointed him as Wholetime Director cum Chairman of the Company for a further period of five years starting from 1st January 2023 to 31st December 2027.

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

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

ITEM NO. – 7:

Mr. Gangesh Khaitan, Wholetime Director cum Chairman of the Company, shall be continued to be paid the remuneration as was paid in previous term of appointment, i.e. Rs. 98,00,000/- (Rupees Ninety Eight Lacs) per annum for the period of three years w.e.f. 1st January 2023 to 31st December 2025. The remuneration was approved by the Board based on industry standards, responsibilities handled by the Wholetime Director of the Company. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Gangesh Khaitan, Wholetime Director: -

- I. Period of remuneration: 3 Years (i.e. from 01.01.2023 to 31.12.2025)
- II. Payment (Basic Salary): Rs. 60,00,000/- (Rupees Sixty Lacs only) per annum.

PERQUISITES & ALLOWANCES:

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

- a. Rent-free unfurnished residential accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance.
- 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. Gangesh Khaitan.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in II above for the relevant period.

Annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing remuneration, and with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Gangesh Khaitan.

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

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

ITEM NO. - 8

The Board of Directors recommended the name of Ms. Deeksha Rathour, for second term of five years of appointment as Independent Director, pursuant to Section 149(1)(6) of the Companies Act, 2013. Her term of office shall be five consecutive years, i.e. from 1st February, 2023 till 31st January, 2028. Ms. Deeksha Rathour (Holding DIN: 07985882) is chemical engineer and have good knowledge in the field of the business of the Company and have over 8 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 Ms. Deeksha Rathour as an independent Director and also that she fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director.

Ms. Deeksha Rathour does not hold any shares in the Company and is not related with any other Director of the Company.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 8 of the Notice.

ITEM NO. - 9

The Board of Directors recommended the name of Mr. Raghvendra Gupta, for appointment as Director (Finance), pursuant to Section 152 of the Companies Act, 2013 w.e.f. 1st October 2022. He has over 35 years of experience of in the field of accounts and finance. Mr. Raghvendra Gupta is graduate in Science and have much wider knowledge and experience in the business of the Company. He is already Chief Financial Officer in the Company w.e.f. 16th February 2015, and now he will become Chief Financial Officer cum Director (Finance) of the Company, if approved by the members.

The Nomination and Remuneration Committee and the Board considered that his association as Director (Finance), would be of immense benefit to the Company and is desirable to avail the services of Mr. Raghvendra Gupta as a C.F.O. cum Director (Finance) in the Company.

Except Mr. Raghvendra Gupta, 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 ordinary resolution as set out in the item no. 9 of the Notice.

ITEM NO. – 10:

Mr. Raghvendra Gupta, Director C.F.O. cum Director (Finance), shall be continued to be paid the remuneration of Rs. 10,00,000/- (Rupees Ten Lacs only) per annum for a period of three years as per provisions of Section II of Part II of Schedule V of the Companies Act, 2013, i.e. w.e.f. 1st October 2022 to 30th September 2025. The remuneration was approved by the Board based on industry standards, responsibilities handled by the 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. Raghvendra Gupta, Director: -

- I. Period of remuneration: 3 Years (i.e. from 1st October 2022 to 30th September 2025)
- II. Payment (Basic Salary): Rs. 35,000/- (Rupees Thirty Five Thousands only) per annum.

PERQUISITES & ALLOWANCES:

In addition to the Remuneration as stated above Mr. Raghvendra Gupta 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.
- 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. Raghvendra Gupta.

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.

Annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing remuneration, and with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Raghvendra Gupta.

None of the Directors and Key Managerial Personnel of the Company except Mr. Raghvendra Gupta, being an appointee, are interested in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 10 of the Notice.

ITEM NO. – 11:

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 2022-23, 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.11 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	Ms. Deeksha Rathour	Raghvendra Gupta
DIN	00798110	07985882	09694135
Date of Birth	26/09/1953	01/11/1993	22/07/1966

Date of appointment / designation change	01/01/2023	01/02/2023	01/10/2022
Education	Graduate	B.Tech	B. Sc.
Expertise in Specific functional Area	Mr. Gangesh Khaitan, Chairman cum Wholetime Director of the Company, responsible for sales and marketing, has over 48 Years of Experience involved in Managing Business of Companies.	Ms. Deeksha Rathour, is a chemical engineer, and proposed to be appointed as independent director of the Company. She has 8 Years of Experience chemical industry.	Mr. Raghvendra Gupta, C.F.O. cum Director (Finance), responsible for accounts and finance, has over 35 Years of Experience in the field of accounts and finance.
Name of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board (as on 31.03.2022).	NIL	NIL	NIL
Date of first appointment on the Board	21/09/1997	01/02/2018	01/10/2022
Relationship with Directors, Managers & KMP	Mr. Gangesh Khaitan is relative of Mr. Anshuman Khaitan (Managing Director).	Not related	Not related
Number of Equity shares held in the Company.	3,00,632	NIL	NIL

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, 2020	March 31, 2021	March 31, 2022
Total Income	2,370.16	2,189.43	3,326.82
Depreciation	44.55	48.44	57.44
Total Expenses	1,938.51	1,678.62	3,109.80
Net Profit/(Loss) (after tax)	300.61	417.95	183.97
Paid up Capital	494.82	494.82	494.82
Reserves & Surplus	973.36	1,391.31	1,575.28

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

II. Information about the Appointees

	Mr. Gangesh Khaitan	Mr. Anshuman Khaitan	Raghvendra Gupta
Background details	Given in the body of statement	Given in the body of statement	Given in the body of statement
Past Remuneration (Rs. in Lacs)	77.59	65.59	9.05
Recognition or Awards	Outstanding business management personality	Outstanding business management personality	Outstanding business management personality
Job profile and his suitability	As explained above explanatory statement	As explained above explanatory statement	As explained above explanatory statement
Remuneration proposed	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration, he does not have any other pecuniary relationship with the Company.	Apart from receiving managerial remuneration, he does not have any other pecuniary relationship with the Company.	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, the global pandemic COVID-19, 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: Rampur
Date: 10/08/2022

Anshuman Khaitan
(Managing Director)
DIN: 00606546