

# RAMPUR FERTILIZERS LIMITED

CIN: L15136UP1988PLC010084

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

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Date: 26/02/2024

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014].

Dear Member(s),

Notice is hereby given that pursuant to and in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the rules"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), read with General Circulars no. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022; Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023; and circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023, issued by the Securities and Exchange Board of India ("SEBI Circulars") pursuant to all other applicable laws and regulations, the resolutions appended below are proposed to be passed by the members of the company (as of Cut-off date) through Postal Ballot by way of voting through electronic means ("Remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons and rationale thereof is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. Sanjiv Nigam, Proprietor of Sanjiv Nigam & Associates, Company Secretary in whole time practice (Membership No. FCS 9313, C.P. No. 8458), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9:00 a.m. (IST) on Wednesday, February 28, 2024 and ends at 5:00 p.m. (IST) on Thursday, March 28, 2024. The e-voting module shall be disabled for voting thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote voting.

The results shall be declared on or before Saturday, March 30, 2024 and will communicate the same to The Metropolitan Stock Exchange of India Ltd. ("MSE"), The Calcutta Stock Exchange Limited (CSE), National

Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited, Mas Services Limited (“MAS” or “Registrar and Share Transfer Agent”) and will also be displayed on the Company's website [www.rampurfert.com](http://www.rampurfert.com).

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “Instructions and other information relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 05:00 IST on p.m. (IST) on Thursday, March 28, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars and SEBI Circulars the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be on Thursday, March 28, 2024, viz. last date specified by the Company for e-voting.

**Item no.: 1- Adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013:**

To consider and approve the adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013. In this regard, it is proposed to consider and if thought fit to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, the approval of the members of the Company be and is hereby accorded to adopt new set of Memorandum of Association (“MOA”) of the Company in place of the existing MOA with no change in existing ‘Clause III (A)’ containing the Main Objects sub-clause no. 1 to 7.

**RESOLVED FURTHER THAT** the existing ‘Clause III (B)’ i.e. “Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause no. 1 to 17 be and is hereby stands deleted and replaced by New ‘Clause III (B)’ i.e. “Matters which are necessary for furtherance of the Objects specified in ‘Clause III (A)’ containing the sub-clause no. 1 to 62.

**RESOLVED FURTHER THAT** the existing ‘Clause III (C)’ containing the “Other Objects” sub clause No. 1 to 53 be and is hereby stands deleted in full.

**RESOLVED FURTHER THAT** the existing ‘Clause IV’ i.e. ‘The Liability of the member is limited’ be and is hereby stands deleted and replaced by New ‘Clause IV’ i.e. ‘The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them’.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** Executive Director, Chief Financial Officer or Company Secretary of the Company, be and is hereby authorised severally on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

**Item No.: 2- Adoption of new set of Articles of Association of the Company as per Companies Act, 2013:**

To consider and approve the adoption of new set of Articles of Association of the Company as per Companies Act, 2013. In this regard, it is proposed to consider and if thought fit to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, the new set of Articles of Association (“AOA”), be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of new set of Articles of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** Executive Director, Chief Financial Officer or Company Secretary of the Company, be and is hereby authorised severally on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

BY ORDER OF THE BOARD  
**For Rampur Fertilizers Limited**

Sd/-  
**Rajeev Kumar**  
**(Company Secretary & Compliance Officer)**  
M. No.- F10691

Date: 26.02.2024

Place: Rampur

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. A Copy of Notice is also available on the website of Company at [www.rampurfert.com](http://www.rampurfert.com).
2. In Compliance with the MCA Circulars, the Postal Ballot Notice along with the explanatory statement is being sent through electronic mode to those members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, February 23, 2024.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.rampurfer.com](http://www.rampurfer.com), website of the Stock Exchanges i.e. The Metropolitan Stock Exchange Limited at [www.msei.in](http://www.msei.in) and the Calcutta Stock exchange Ltd. at [www.cse-india.com](http://www.cse-india.com).
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MAS Services Limited. Members may note that pursuant to the MCA Circulars, the Members may update their email address by sending a mail at [rkumar@rampurfert.com](mailto:rkumar@rampurfert.com) or [investor@masserv.com](mailto:investor@masserv.com).
5. In accordance with the provisions of the MCA Circulars, SEBI Circulars, Members can vote only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 23, 2024 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, February 23, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "Instructions and other information relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 05:00 P.M IST on Thursday, March 28, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member.
10. The Scrutinizer will submit his report to the Chairman of the company or to any other person authorized by the chairperson after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any other person duly authorized, on or before Saturday, March 30, 2024 and will also be displayed on the website of

the Company [www.rampurfert.com](http://www.rampurfert.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

11. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Thursday, March 28, 2024 i.e., the last date specified for receipt of votes through the e-voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [rkumar@rampurfert.com](mailto:rkumar@rampurfert.com).
13. Members holding shares in physical form are requested to furnish PAN, Nomination, contact details, Bank A/c details and Specimen signature for their corresponding folio numbers (KYC) by sending an e-mail request along with duly signed Form ISR-1 and other relevant forms send to our RTA i.e. MAS Services Limited.

Based on representations received from the Registrars' Association of India, feedback from investors and to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has done away with the above provisions of para 19.2 of the SEBI master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023.

Accordingly, Member's folios will not be frozen nor would be referred to administering authority on account of non-submission of KYC.

Instructions and other information relating to e-voting are as under: The instructions for e-voting are as follows:

Step 1: Log in to NSDL's e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL's e-voting system.

Details on Step 1 is mentioned below: 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 eVoting 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 110417 then user ID is 110417001***

5. Your password details 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, your 'initial password' is communicated to you on your postal address.

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. 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.

Details on Step 2 is given below: How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cssanjiv.nigam@gmail.com](mailto:cssanjiv.nigam@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), and [rkumar@rampurfert.com](mailto:rkumar@rampurfert.com)
2. 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.
3. 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 or 1800-22-44-30 send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The result of the Postal Ballots will also be displayed at the Company's Registered Office and will be posted, along with the scrutinizer's report on the website of the Company [www.rampurfert.com](http://www.rampurfert.com) besides being communicated to the Stock Exchange on which the shares of the Company are listed.
5. All relevant documents referred in this Notice shall be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to the date of declaration of the result of the postal ballot. The Members seeking to inspect such documents can send an email to [rkumar@rampurfert.com](mailto:rkumar@rampurfert.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT**

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

### **Item no.-1: Adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013:**

The existing Memorandum of Association (MOA) of the Company is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013 (the "new Act"). The object clause and the liability clause of the existing MOU needs to be re-aligned as per Table A of Schedule I of the new Act. Members are requested to note that there is no change in main objects of the Company. MOA is being amended and replaced only to bring the same in line with the new Act. The Board at its meeting held on February 26, 2024 has approved the adoption of new set of Memorandum of Association of the Company. A copy of the proposed set of new MOA of the Company would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection until the last date for receipt of votes through the e-voting process. In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for adoption of new set of Memorandum of Association of the Company.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are in any way concerned or interested (financial or otherwise), in the resolution set out in Item No. 1 of the Notice.

The Board recommends passing of the Resolution set out at Item No. 1 for the approval of the members of the Company by way of a Special Resolution.

### **Item no.-2: Adoption of new Set of Articles of Association of The Company as per Companies Act, 2013:**

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act"). In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The Board at its meeting held on February 26, 2024 has approved the adoption of new set of Articles of Association of the Company. In terms of Section 14 of the Act, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company. A copy of the proposed set of new AOA of the Company would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection until the last date for receipt of votes through the e-voting process.

None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested (financial or otherwise), in the resolution set out in Item No. 2 of the Notice. The Board recommends passing of the resolution set out at Item No. 2 for the approval of the members of the Company by way of a Special Resolution.

By Order of the Board  
**For Rampur Fertilizers Limited**

Sd/-  
**Rajeev Kumar**  
**(Company Secretary & Compliance Officer)**  
M. No.- F10691



Date: 26.02.2024

Place: Rampur