

RAMPUR FERTILIZERS LIMITED

CIN: L15136UP1988PLC010084

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

Phone No. 0595-2352028 | Web.: www.rampurfert.com | E-mail: rkumar@rampurfert.com



Date: 25/09/2024

ISIN: INE671X01012

To
Head- Listing & Compliance
The Calcutta Stock Exchange Ltd.
7 Lyons Range, Dalhousie Murgighata,
B.B.D. Bagh, Kolkata-700001.

To,
Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098, India.

Dear Sir / Madam,

Scrip Code: 10028389 / RAMPURFERT

Sub.: Conclusion of Annual General Meeting as per regulation 44(3) of SEBI (LODR) Regulation 2015.

Pursuant to regulation 44(3) of SEBI (LODR) Regulations, 2015 and Rule 20 of Companies (Management and Administration) Rules, 2014, we would like to inform you that out of all the resolutions placed before the 36th Annual General Meeting was held on Tuesday 24th September, 2024 at 10:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), the resolution nos. 1 to 6 have been passed by the Members with requisite majority, the result of which declared today i.e., 25th September, 2024.

Further the details of said Voting Results with the aforesaid resolutions in the format prescribed under regulation 44 of SEBI (LODR) Regulations, 2015 and Rule 20 of Companies (Management and Administration) Rules, 2014 is provided below:-

| | |
|---|---|
| Date of the AGM | Tuesday 24 th September, 2024 |
| Total number of shareholders on record date (cut-off date for determining the shareholders entitle for E-voting – September 17, 2024) | 35,677 |
| Period of E-voting | Saturday 21 st September, 2024 at 9:00 a.m. to Monday, 23 rd September, 2024 at 5:00 p.m. |
| No. of shareholders present in the meeting either in person or through proxy | N/a |
| No. of shareholders attended the meeting through video-conferencing | 50 (Fifty) |



Details of the Agenda:

| Resolution No.-1 | Adoption of the Audited Standalone Financial Statement for the financial year ended 31 st March, 2024 along with the Auditor's Report, the Director's Report thereon. | | | | | | |
|-----------------------------|--|-------------------------|---|----------------------------|--------------------------|--|--|
| Type | Ordinary Resolution | | | | | | |
| Mode of Voting | Remote e-voting | | | | | | |
| Promoter/Public | No. of Shares held (1) | No. of Votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 28,91,373 | 28,91,373 | 100.00 | 28,91,373 | 0 | 100.00 | 0.00 |
| Public-Others | 20,56,789 | 17,006 | 0.83 | 17,006 | 0 | 100.00 | 0.00 |
| Total | 49,48,162 | 29,08,379 | 58.78 | 29,08,379 | 0 | 100.00 | 0.00 |

| Resolution No.-2 | Adoption of the Audited Consolidated Financial Statement for the financial year ended 31 st march, 2024 along with the Auditor's Report. | | | | | | |
|-----------------------------|---|-------------------------|---|----------------------------|--------------------------|--|--|
| Type | Ordinary Resolution | | | | | | |
| Mode of Voting | Remote e-voting | | | | | | |
| Promoter/Public | No. of Shares held (1) | No. of Votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 28,91,373 | 28,91,373 | 100.00 | 28,91,373 | 0 | 100.00 | 0.00 |
| Public-Others | 20,56,789 | 17,006 | 0.83 | 17,006 | 0 | 100.00 | 0.00 |
| Total | 49,48,162 | 29,08,379 | 58.78 | 29,08,379 | 0 | 100.00 | 0.00 |

| Resolution No.-3 | Re-appointment of Mr. Gangesh Khaitan, (holding Din- 00798110), who retires by rotation and being eligible, offers himself for reappointment. | | | | | | |
|-----------------------------|---|-------------------------|---|----------------------------|--------------------------|--|--|
| Type | Ordinary Resolution | | | | | | |
| Mode of Voting | Remote e-voting | | | | | | |
| Promoter/Public | No. of Shares held (1) | No. of Votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 28,91,373 | 0 | 0.00 | 0 | 0 | 0.00 | 0 |
| Public-Others | 20,56,789 | 17,006 | 0.83 | 16,878 | 128 | 99.25 | 0.75 |
| Total | 49,48,162 | 17,006 | 0.34 | 16,878 | 128 | 99.25 | 0.75 |



| Resolution No.-4 | Re-appointment of Anshuman Khaitan, as Managing Director of the Company. | | | | | | |
|-----------------------------|--|-------------------------|---|----------------------------|--------------------------|--|--|
| Type | Ordinary Resolution | | | | | | |
| Mode of Voting | Remote e-voting | | | | | | |
| Promoter/Public | No. of Shares held (1) | No. of Votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 28,91,373 | 0 | 0.00 | 0 | 0 | 0.00 | 0 |
| Public-Others | 20,56,789 | 17,006 | 0.83 | 16,878 | 128 | 99.25 | 0.75 |
| Total | 49,48,162 | 17,006 | 0.34 | 16,878 | 128 | 99.25 | 0.75 |

| Resolution No.-5 | Remuneration to Mr. Anshuman Khaitan, Managing Director. | | | | | | |
|-----------------------------|--|-------------------------|---|----------------------------|--------------------------|--|--|
| Type | Special Resolution | | | | | | |
| Mode of Voting | Remote e-voting | | | | | | |
| Promoter/Public | No. of Shares held (1) | No. of Votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 28,91,373 | 0 | 0.00 | 0 | 0 | 0.00 | 0 |
| Public-Others | 20,56,789 | 17,006 | 0.83 | 16,878 | 128 | 99.25 | 0.75 |
| Total | 49,48,162 | 17,006 | 0.34 | 16,878 | 128 | 99.25 | 0.75 |

| Resolution No.-6 | Ratification of the remuneration of the M/s. Typsgo & Co., Cost Auditor. | | | | | | |
|-----------------------------|--|-------------------------|---|----------------------------|--------------------------|--|--|
| Type | Ordinary Resolution | | | | | | |
| Mode of Voting | Remote e-voting | | | | | | |
| Promoter/Public | No. of Shares held (1) | No. of Votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 28,91,373 | 28,91,373 | 100.00 | 28,91,373 | 0 | 100.00 | 0.00 |
| Public-Others | 20,56,789 | 17,006 | 0.83 | 16,878 | 128 | 99.25 | 0.75 |
| Total | 49,48,162 | 29,08,379 | 58.78 | 29,08,251 | 128 | 99.99 | 0.01 |

This is for your record.

Thanking you.
Sincerely yours,
For Rampur Fertilizers Ltd.

Rajeev Kumar

Rajeev Kumar
(Company Secretary & Compliance Officer)



Enclosures: (1) Detailed Scrutinizers Report

SANJIV NIGAM & ASSOCIATES

(Company Secretaries)

Reg. Off.- 102 R20 PRATAP COMPLEX VIKAS MARG SHAKARPUR DELHI 110092

MOB:- 9312960621, EMAIL:- cssanjiv.nigam@gmail.com

COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING BEFORE THE AGM & E-VOTING DURING THE AGM FOR RAMPUR FERTILIZERS LTD.

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman,
36th Annual General Meeting of
Rampur Fertilizers Ltd.
(CIN- L15136UP1988PLC010084)
Judges Bareilly Road,
Rampur-244901 (U.P.).

Dear Sir,

Subject: Passing of resolution(s) through electronic voting before the AGM & electronic voting during the 36th Annual General Meeting of Rampur Fertilizers Ltd. ("the Company") Held on Tuesday 24th September 2024 at 10:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The AGM was conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with the circulars issued by the Ministry of Corporate Affairs and SEBI. AGM was convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). Members were allowed to cast their votes electronically instead of poll at the AGM.

I, CS Sanjiv Nigam, Practicing Company Secretary (Holding Membership No. FCS 9313 and Certificate of Practice No. 8458) Prop. of Sanjiv Nigam & Associates, Companies Secretaries, having office at 102, First Floor, R-20, Pratap Complex, Main Vikas Marg, Shakarpur, Delhi-110092 was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting ("AGM") voting process i.e. remote e-voting before the AGM and e-voting during the AGM, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 by the Board of Directors of the Rampur Fertilizers Ltd. at their meeting held on 13th August, 2024 for 36th Annual General Meeting of the Members of the Company held on September 24, 2024 at 10:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The Remote e-Voting facility was kept open from 21st September, 2024 (9:00 A.M.) to 23rd September, 2024 (05:00 P.M.).

The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (ordinary and special business) sought to be transacted in the 36th Annual General Meeting ("AGM") of the Company, which was held on Tuesday, the 24th September, 2024. National Securities Depository Limited had set up e-voting facility on their website, <https://www.evoting.nsdl.com/> The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.

The Notice of Annual General Meeting and instructions for e-voting was sent through email to the shareholders whose email ids are available with the Registrar / Depository. The Notice sent through email form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.

Pursuant to Rule 20(3)(v) of companies (Management and Administration) Amendment Rules, 2015 the company also released an advertisement, which was published more than 21 days before the date of Annual General Meeting in The Pioneer (English edition) and Pioneer (Hindi edition) dated

SANJIV NIGAM & ASSOCIATES

(Company Secretaries)

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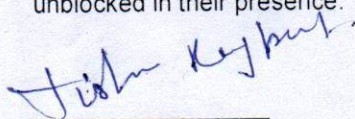
15th August 2024, before dispatching the notice. And The Pioneer News Paper, dated 4th September 2024, Hindi and English edition, after dispatching the notice. The Notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.

The cutoff date (Record date) for proposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was September 17, 2024.

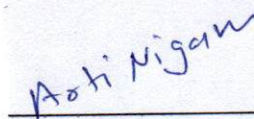
The e-voting (before the AGM) facility was kept open from 21st September, 2024 (09:00 A.M.) to 23rd September, 2024 (05:00 P.M.). At the end of the voting period on 23rd September, 2024 at 5:00 P.M. the voting Portal of the service provider was blocked forthwith.

At the 36rd Annual General Meeting of the Company held on 24th September 2024, the Chairman of the Company had ordered for e-voting to facilitate the members present in the meeting who could not participate in the Remote e-voting before the AGM to record their votes through the e-voting during the AGM.

Thereafter, the Remote e-voting results were unblocked by me after the annual general meeting of the company in the presence of two witnesses, Mr. Tushar Rajput and Ms. Arti Nigam who are not in the employment of the Company. They have signed in below in confirmation of the voting being unblocked in their presence.



(Mr. Tushar Rajput)



(Ms. Arti Nigam)

We observed that 55 Members had cast their votes through remote e-voting (before the AGM). And NIL Members had cast its vote at the time of AGM through remote e-voting. Base on the results, we report that 5 Ordinary and 1 Special Resolutions as set out in Item nos. 1, 2, 3, 4, 5, and 6, of the Notice of the AGM dated 13th August 2024 has been passed with requisite majority.

The consolidated result of the remote e-voting (before the AGM), together with that of the e-voting (at the AGM) is as under:

AGENDA ITEM NO. - 1

ORDINARY RESOLUTION FOR ADOPTION OF THE STANDALONE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2024 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE ALONG WITH THE AUDITOR'S REPORT & THE DIRECTOR'S REPORT THEREON.

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs. 10/- each. | % of valid votes Received |
|--|--------------------------------------|---|---------------------------|
| Total Votes received by electronic mode before the AGM | 55 | 29,08,379 | N/A |
| Total Votes received by electronic mode during the AGM | 0 | 0 | N/A |
| Total number of invalid votes | 0 | 0 | N/A |
| Total number of valid votes | 55 | 29,08,379 | 100.00 |
| Total number of votes against the resolution | 0 | 0 | 0.00 |
| Total number of votes in favour of Resolution | 55 | 29,08,379 | 100.00 |

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Therefore, the Resolution No. 1 has been approved with requisite majority.

AGENDA ITEM NO. – 2

ORDINARY RESOLUTION FOR ADOPTION OF THE CONSOLIDATED AUDITED BALANCE SHEET AS AT 31ST MARCH, 2024 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE ALONG WITH THE AUDITOR'S REPORT THEREON.

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs. 10/- each. | % of valid votes Received |
|--|--------------------------------------|---|---------------------------|
| Total Votes received by electronic mode before the AGM | 55 | 29,08,379 | N/A |
| Total Votes received by electronic mode during the AGM | 0 | 0 | N/A |
| Total number of invalid votes | 0 | 0 | N/A |
| Total number of valid votes | 55 | 29,08,379 | 100.00 |
| Total number of votes against the resolution | 0 | 0 | 0.00 |
| Total number of votes in favour of Resolution | 55 | 29,08,379 | 100.00 |

Therefore, the Resolution No. 2 has been approved with requisite majority.

AGENDA ITEM NO. – 3

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. GANGESN KHAITAN, (HOLDING DIN- 00798110), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs. 10/- each | % of valid votes Received |
|--|--------------------------------------|--|---------------------------|
| Total Votes received by electronic mode before the AGM | 55 | 29,08,379 | N/A |
| Total Votes received by electronic mode during the AGM | 0 | 0 | N/A |
| Total number of invalid votes | 12 | 28,91,373 | N/A |
| Total number of valid votes | 43 | 17,006 | 100.00 |
| Total number of votes against the resolution | 1 | 128 | 0.75 |
| Total number of votes in favour of Resolution | 42 | 16,878 | 99.25 |

Therefore, the Resolution No. 3 has been approved with requisite majority.

AGENDA ITEM NO. – 4

SANJIV NIGAM & ASSOCIATES

(Company Secretaries)

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ORDINARY RESOLUTION FOR REAPPOINTMENT OF MR. ANSHUMAN KHAITAN, AS MANAGING DIRECTOR OF THE COMPANY.

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs. 10/- each | % of valid votes Received |
|--|--------------------------------------|--|---------------------------|
| Total Votes received by electronic mode before the AGM | 55 | 29,08,379 | N/A |
| Total Votes received by electronic mode during the AGM | 0 | 0 | N/A |
| Total number of invalid votes | 12 | 28,91,373 | N/A |
| Total number of valid votes | 43 | 17,006 | 100.00 |
| Total number of votes against the resolution | 1 | 128 | 0.75 |
| Total number of votes in favour of Resolution | 42 | 16,878 | 99.25 |

Therefore, the Resolution No. 4 has been approved with requisite majority.

AGENDA ITEM NO. – 5

SPECIAL RESOLUTION FOR REMUNERATION TO MR. ANSHUMAN KHAITAN, MANAGING DIRECTOR.

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs. 10/- each | % of valid votes Received |
|--|--------------------------------------|--|---------------------------|
| Total Votes received by electronic mode before the AGM | 55 | 29,08,379 | N/A |
| Total Votes received by electronic mode during the AGM | 0 | 0 | N/A |
| Total number of invalid votes | 12 | 28,91,373 | N/A |
| Total number of valid votes | 43 | 17,006 | 100.00 |
| Total number of votes against the resolution | 1 | 128 | 0.75 |
| Total number of votes in favour of Resolution | 42 | 16,878 | 99.25 |

Therefore, the Resolution No. 5 has been approved with requisite majority.

AGENDA ITEM NO. – 6

ORDINARY RESOLUTION FOR RATIFICATION OF THE REMUNERATION OF COST AUDITOR FOR F.Y. 2024-25.

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs. 10/- each | % of valid votes Received |
|---|--------------------------------------|--|---------------------------|
| Total Votes received by electronic mode | 55 | 29,08,379 | N/A |

SANJIV NIGAM & ASSOCIATES

(Company Secretaries)

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| | | | |
|--|----|-----------|--------|
| before the AGM | | | |
| Total Votes received by electronic mode during the AGM | 0 | 0 | N/A |
| Total number of invalid votes | 0 | 0 | N/A |
| Total number of valid votes | 55 | 29,08,379 | 100.00 |
| Total number of votes against the resolution | 1 | 128 | 0.01% |
| Total number of votes in favour of Resolution | 54 | 29,08,251 | 99.99 |

Therefore, the Resolution No. 6 has been approved with requisite majority.

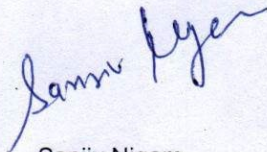
Resolution nos. 1,2,3,4,5, and 6 stand passed under remote e-voting before the AGM and during the AGM with the requisite majority.

I hereby confirm that I maintaining the registers received from the Service Provider, in respect of the votes cast through remote e-voting before the AGM and during the AGM by the shareholders of the Company.

The Register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours Sincerely



Sanjiv Nigam

Scrutinizer

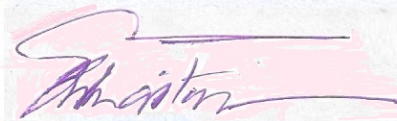
C.P. No. 8458

Proprietor of Sanjiv Nigam & Associates, Company Secretaries,

Date: 24/09/2024

Place: Delhi

UDIN- F009313F001299888



Signed by Shri Gangesh Khaitan
Chairman of the Meeting