

# 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](http://www.rampurfert.com) | E-mail: [info@rampurfert.com](mailto:info@rampurfert.com)

---



Date: 30/09/2024

**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.: Submission of copy of Proceeding of 36<sup>th</sup> Annual General Meeting, under regulation 30 of SEBI (LODR) Regulations, 2015.**

We are pleased to enclose herewith copy of the Minutes of the proceedings of the 36<sup>th</sup> Annual General Meeting held on Tuesday 24<sup>th</sup> September 2024 at 10:30 A.M., under regulation 30 of SEBI (LODR) Regulations, 2015.

Please take it on your records.

Thanking you.

Sincerely yours,

**For Rampur Fertilizers Ltd.**

**Rajeev Kumar**  
(Company Secretary & Compliance Officer)

**Enclosures:**

i) Copy of Minutes of AGM.



**MINUTES OF THE PROCEEDINGS OF 36<sup>th</sup> ANNUAL GENERAL MEETING OF M/S. RAMPUR FERTILIZERS LIMITED HELD ON TUESDAY 24<sup>TH</sup> DAY OF SEPTEMBER 2024 AT 10:30 A.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM").**

**DIRECTORS PRESENT:**

- |                           |   |
|---------------------------|---|
| 1. Mr. Gangesh Khaitan    | : Wholetime Director / Chairman   |
| 2. Mr. Anshuman Khaitan   | : Managing Director   |
| 3. Mr. Pulak Wardhan Jain | : Independent Director, Chairman of Audit Committee, and Nomination & Remuneration Committee. |
| 4. Ms. Deeksha Rathour    | : Independent Director  |
| 5. Mr. Raghvendra Gupta   | : Director cum Chief Financial Officer  |

**OTHERS PRESENT:**

- |                        |  |
|------------------------|--|
| 1. Mr. Rajeev Kumar    | : Company Secretary & Compliance Officer |
| 2. Mr. Dilip Kr. Singh | : Statutory Auditor                      |
| 3. Mr. Rashid Mustafa  | : Cost Auditor                           |
| 4. Mr. Sanjiv Nigam    | : Scrutiniser                            |

**Member Attendance:**

50 Members attended the meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The Company Secretary informed that in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI), the AGM was conducted through VC / OAVM, as was held in the last few years. He described the rules to the shareholders for question and answer session in the meeting.

The Board Members, Committee Members and invitees introduced themselves and confirmed from where they are joining.

After ascertaining the requisite quorum for the meeting was present and the meeting was validly constituted, the Chairman called the meeting to an order.

Company Secretary stated that in compliance with the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company had engaged NSDL as the Authorized Agency to provide remote e-voting facility to the members to cast their votes, through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM, for resolutions as mentioned in the AGM notice dated 13<sup>th</sup> August 2024. The remote e-voting was available to the members from 09:00 A.M. on 21<sup>st</sup> September 2024 to 05:00 P.M. on 23<sup>rd</sup> September 2024.

The Chairman informed the members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting.

The Company has appointed Mr. Sanjiv Nigam of M/s. Sanjiv Nigam & Associates, Company Secretaries as scrutinizer to scrutinize the remote e-voting held prior and e-voting during the AGM in a fair and transparent manner.

The Chairman informed to the Members that The Statutory Registers as required by the Companies Act, 2013 will be available for the Shareholders to view at Rampur or on request. The interested Shareholders are requested to Contact – Company Secretary Mr. Rajeev Kumar.

With the permission of members present at the meeting, the Notice convening the 36<sup>th</sup> Annual General Meeting of the Company, as circulated to the Shareholders of the Company was taken as read.

The Chairman informed that there are no qualifications, observations or comments on the financial transactions or matters in the Auditors report to the members, which have any adverse effect on the functioning of the Company but the auditors' have drawn our attention to few points

CHAIRMAN'S  
INITIALS

in Emphasis of Matter. We acknowledge these remarks and would like to explain that we have taken the necessary actions to address the issue and to prevent similar instances in the near future. There were no qualifications, observations or comments in the Secretarial Audit Report.

The Chairman stated that, the Annual Report explains the profitability and financial health of the Company. During the year, the Company suffered a Loss after Tax of Rs. (167.08) Lacs, as compared to Rs. (338.20) Lacs during Financial Year 2022-23, a significant decrease of 50.60%. The revenue from Operations during the year under review stood at Rs. 2,240.00 Lacs as compared to Rs. 3,230.03 Lacs during FY 2022-23, a decrease of 30.65%.

Factors for significant decrease in profitability are: rate of raw material high while rate of finished product down due to market competition. Low demand in the market resultant low rate of finished goods, therefore the company could not perform well in the year. However, lots of efforts are being taken by the company to improve from the present situation of the business.

The Company Secretary explained in detail the procedure for exercising the votes through e-voting at the AGM by members who have not casted before the AGM.

The Chairman stated that result of voting on each resolution shall be determined by adding the e-votes at the AGM in favour of or against a resolution with the e - votes casted before the AGM by the members in favour of or against the respective resolution. He declared that on receipt of Scrutiniser's report on e-voting before the AGM and e-voting during the AGM, the result of the voting shall be declared on or before the 26<sup>th</sup> September 2024 and the same would be intimated to Stock Exchanges and will be uploaded on the website of the Company and NSDL.

During the meeting, Chairman invited the members who wanted to ask any questions on the working of the Company.

Mr. R. Rajesh, a shareholder, wrote his question in question & answer box, i.e. the Shares of the Company are not listed in BSE or NSE, and asked for regd. Office contact number as well.

Mr. Rajeev Kumar, Company Secretary, replied his question that now share of the Company is listed at the Metropolitan Stock Exchange and The Calcutta Stock Exchange, and it may be list at BSE/NSE in future. Further you may write me email, your other questions, at rkumar@rampurfert.com we will reply you the same.

There was no other shareholder asked any question.

The Chairman concluded the meeting with vote of thanks to all the shareholders for their cooperation and sparing their time for attending the meeting at 10:52 A.M.

**Result of the e-voting before the AGM and at the AGM on the Ordinary and Special Business at the 36<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 24<sup>th</sup> September 2024.**

Based on the report received from Sanjiv Nigam & Associates, Company Secretaries, Scrutinizer, the Chairman announced the result of voting on 25<sup>th</sup> September 2024 that **the resolution nos. 1 to 6** for the ordinary and special business respectively as set out in the Notice of 36<sup>th</sup> Annual General Meeting of the Company **have been passed by the requisite majority.**

Item/ Agenda No.	Type of Resolution Ordinary/ Special	Votes in favour of the Resolution including e-voting		Votes against the Resolution including e-voting	
		Nos.	% of votes in favour of resolution	Nos.	% of votes in against the resolution
1.	Ordinary Resolution	29,08,379	100.00%	0.00	0.00%
2.	Ordinary Resolution	29,08,379	100.00%	0.00	0.00%
3.	Ordinary Resolution	16,878	99.25%	128	0.75%
4.	Ordinary Resolution	16,878	99.25%	128	0.75%

CHAIRMAN'S  
INITIALS

# MINUTE BOOK

5.	Special Resolution	16,878	99.25%	128	0.75%
6.	Ordinary Resolution	29,08,251	99.99%	128	0.01%

The resolutions for the Ordinary and Special Business as set out in item no. 1 to 6 of the notice of 36<sup>th</sup> Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 36<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September 2024.

## **Ordinary Business:**

### **Item No. 1: Adoption of Audited Standalone Financial Statements & together with the reports of the Board of Directors and Auditors thereon.**

Resolution No. 1 was passed as an Ordinary Resolution.

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon be and are hereby approved and adopted."

### **Item No. 2: Adoption of Audited Consolidated Financial Statements with Audit Report.**

Resolution No. 2 was passed as an Ordinary Resolution.

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Auditors thereon be and are hereby approved and adopted."

### **Item No. 3: Re-appointment of Mr. Gangesh Khaitan (holding DIN 00798110), who retires by rotation.**

Resolution no. 3 was passed as an 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:**

### **Item No. 4: Reappointment of Mr. Anshuman Khaitan, Managing Director.**

Resolution no. 4 was passed as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Anshuman Khaitan (holding DIN 00606546) be and is hereby re-appointed as the Managing Director of the Company for a further period of 5 years commencing from October 1, 2024 till September 30, 2029.

**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."

### **Item No. 5: Remuneration to Mr. Anshuman Khaitan, Managing Director.**

CHAIRMAN'S  
INITIALS

# MINUTE BOOK

Resolution No. 5 was passed as a Special Resolution.

**"RESOLVED THAT** pursuant to Section 196, 197, 198 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), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Anshuman Khaitan, Managing Director, (holding DIN 00606546) be and is hereby paid a remuneration, Basic Salary Rs. 60,00,000/- (Rupees Sixty Lacs) per annum, plus other Allowance(s) and perquisite(s) not exceeding the amount of basic salary, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, for the period of 3 years starting from 1<sup>st</sup> October 2024 to 30<sup>th</sup> September 2027, with annual increments (if any) as may be decided by Board of Directors of the Company/ Nomination and Remuneration Committee, 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. 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."

**Item No. 6: Ratify the remuneration to be paid to the Cost Auditor, M/s. Typsgo & Co., Cost Auditors.**

Resolution no. 6 was passed 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. TYPSGO & 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 2024-25, 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."

**Resolution nos. 1 to 6 were passed with requisite majority through e-voting process.**

Date: 30/09/2024

Place: Rampur

  
Chairman

CHAIRMAN'S  
INITIALS