

RAMPUR FERTILIZERS LIMITED

CIN: L15136UP1988PLC010084

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

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Date: 03/10/2025

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 37th 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 37th Annual General Meeting held on Thursday 18th September 2025 at 12:00 P.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 37th ANNUAL GENERAL MEETING OF M/S. RAMPUR FERTILIZERS LIMITED HELD ON THURSDAY 18TH DAY OF SEPTEMBER 2025 AT 12:00 P.M., THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), DEEMED TO BE HELD AT REGISTERED OFFICE OF THE COMPANY AT JUDGES BAREILLY ROAD, RAMPUR, UTTAR PRADESH- 244901, INDIA.

DIRECTORS PRESENT:

- | | |
|---------------------------|---|
| 1. Mr. Gangesh Khaitan | : Wholetime Director / Chairman (joined from New Delhi) |
| 2. Mr. Anshuman Khaitan | : Managing Director (joined from Regd. Off. at Rampur) |
| 3. Mr. Pulak Wardhan Jain | : Independent Director, Chairman of Audit Committee, and Nomination & Remuneration Committee. (joined from Delhi) |
| 4. Mrs. Deeksha Rathour | : Independent Director (joined from Noida) |
| 5. Mr. Raghvendra Gupta | : Director cum Chief Financial Officer (joined from Regd. Off. at Rampur) |

OTHERS PRESENT:

- | | |
|---------------------|--|
| 6. Mr. Rajeev Kumar | : Company Secretary & Compliance Officer (joined from Noida) |
| 7. Mr. Pankaj Nigam | : Secretarial Auditor (joined from Ghaziabad) |
| 8. Mr. Sanjiv Nigam | : Scrutiniser (joined from Delhi) |

MEMBERS PRESENT:

43 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 11th August 2025. The remote e-voting was available to the members from 09:00 A.M. on 15th September 2025 to 05:00 P.M on 17th September 2025.

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).


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With the permission of members present at the meeting, the Notice convening the 37th 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 one point 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 corrected an error in the Annual Report. This was due to a clerical error in mapping the Annual Report.

The Chairman stated that, the Annual Report explains the profitability and financial health of the Company. During the year, the Company succeeded in substantially reducing the loss suffered compared to the previous Financial Year 2023-24.

This turnaround in profitability was achieved even though our revenue from operations showed only a marginal decrease year-over-year. The results clearly indicate that the profitability of the Company has notably improved, with losses coming down compared to the prior period.

However, lots of efforts are being taken by the company to improve it 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 22nd September 2025 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.

There was no 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 12:18 P.M.

Result of the e-voting before the AGM and at the AGM on the Ordinary and Special Business at the 37th Annual General Meeting of the Company held on Thursday, 18th September 2025.

Based on the report received from Sanjiv Nigam & Associates, Company Secretaries, Scrutinizer, the Chairman announced the result of voting on 19th September 2025 that **the resolution nos. 1 to 8** for the ordinary and special business respectively as set out in the Notice of 37th Annual General Meeting of the Company **have been passed by the requisite majority.**

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Item/ Agenda No.	Type of Resolution	Votes in favour of the Resolution including e- voting	Votes against the Resolution including e- voting
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	Ordinary/ Special	Nos.	% of votes in favour of resolution	Nos.	% of votes in against the resolution
1.	Ordinary Resolution	29,03,330	99.996%	128	0.004%
2.	Ordinary Resolution	29,03,330	99.996%	128	0.004%
3.	Ordinary Resolution	1,11,721	99.68%	364	0.32%
4.	Special Resolution	1,11,721	99.68%	364	0.32%
5.	Special Resolution	1,11,721	99.68%	364	0.32%
6.	Special Resolution	1,11,721	99.68%	364	0.32%
7.	Special Resolution	29,03,090	99.99%	364	0.01%
8.	Ordinary Resolution	29,03,330	99.996%	128	0.004%

The resolutions for the Ordinary and Special Business as set out in item no. 1 to 8 of the notice of 37th Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 37th Annual General Meeting held on 18th September 2025.

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, 2025 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, 2025 together with the reports of the Auditors thereon be and are hereby approved and adopted."

Item No. 3: Re-appointment of Mr. Anshuman Khaitan (holding DIN 00606546), 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. Anshuman Khaitan (holding DIN: 00606546), who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for re-appointment, be and is hereby re-appointed as Director, liable to retire by rotation."

Special Business:


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Item No. 4: Ratification in the remuneration to Mr. Gangesh Khaitan, Whole Time Director.

Resolution no. 4 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, as recommended by the Nomination & Remuneration Committee and Board of Directors, increment in the remuneration of Mr. Gangesh Khaitan, Wholetime Director, (holding DIN 00798110) be and is hereby ratified to pay a remuneration, Rs. 99,00,000/- (Rupees Ninety Nine Lacs) per annum, in addition to contribution to provident fund, w.e.f. 1st April 2025 upto the remaining term appointment ending on 31st December 2025, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of the profits in any financial year, during the tenure of office of Mr. Gangesh Khaitan as the Wholetime Director, he shall be entitled to receive and be paid such remuneration as minimum remuneration, as stated in the Explanatory Statement, in respect of such financial year(s) in which such inadequacy or loss arises, as permissible under the law subject to the necessary approvals/ ceilings as specified under Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors of the Company 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: Ratification in the Remuneration to Mr. Anshuman Khaitan, Managing Director.

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, as recommended by the Nomination & Remuneration Committee and Board of Directors, increment in the remuneration of Mr. Anshuman Khaitan, Managing Director, (holding DIN 00606546) be and is hereby ratified to pay a remuneration, Rs. 99,00,000/- (Rupees Ninety Nine Lacs) per annum, in addition to contribution to provident fund, w.e.f. 1st April 2025 upto 30th September 2027, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT annual increment may be decided by Nomination & Remuneration Committee / Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing remuneration, without further approval of the Members, during this period, and with liberty 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of the profits in any financial year, during the tenure of office of Mr. Anshuman Khaitan as the Managing Director, he shall be entitled to receive and be paid such remuneration as minimum remuneration, as stated in the Explanatory Statement, in respect of such financial year(s) in which such inadequacy or loss arises, as permissible under the law subject to the necessary approvals/ ceilings as specified under Schedule V of the Companies Act, 2013.

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

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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: Fixing the remuneration to Mr. Gangesh Khaitan, Wholetime Director, for remaining term of his appointment.

Resolution No. 6 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, as recommended by the Nomination & Remuneration Committee / Board, Mr. Gangesh Khaitan, Wholetime Director, (holding DIN 00798110) be and is hereby paid a remuneration, Rs. 99,00,000/- (Rupees Ninety Nine Lacs) per annum, in addition to contribution to provident fund, w.e.f. 1st January 2026 for the remaining term ending on 31st December 2027 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT annual increment may be decided by Nomination & Remuneration Committee / Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing remuneration, without further approval of the Members, during this period, and with liberty 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. Gangesh Khaitan.

RESOLVED FURTHER THAT in the event of loss or inadequacy of the profits in any financial year, during the tenure of office of Mr. Gangesh Khaitan as the Wholetime Director, he shall be entitled to receive and be paid such remuneration as minimum remuneration, as stated in the Explanatory Statement, in respect of such financial year(s) in which such inadequacy or loss arises, as permissible under the law subject to the necessary approvals/ ceilings as specified under Schedule V of the Companies Act, 2013.

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. 7: Fixing the remuneration to Mr. Raghvendra Gupta, Director cum CFO, for next three years.

Resolution No. 7 was passed as a 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) Director (Finance) cum Chief Financial Officer, be and is hereby paid a remuneration Rs. 11,05,000/- (Rupees Eleven Lacs Five Thousands only) per annum, in addition to contribution to provident fund, for the period of 3 years starting from 27th December 2025 to 26th December 2028, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT annual increment may be decided by Nomination & Remuneration Committee / Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing remuneration, without further approval of the Members, during this period, and with liberty to alter and vary the terms and conditions of the said appointment in such manner as


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may be agreed between the Board/ Nomination and Remuneration Committee and Mr. Raghvendra Gupta.

RESOLVED FURTHER THAT in the event of loss or inadequacy of the profits in any financial year, during the tenure of office of Mr. Raghvendra Gupta as the Director cum Chief Financial Officer, he shall be entitled to receive and be paid such remuneration as minimum remuneration, as stated in the Explanatory Statement, in respect of such financial year(s) in which such inadequacy or loss arises, as permissible under the law subject to the necessary approvals/ ceilings as specified under Schedule V of the Companies Act, 2013.

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. 8: Ratify the remuneration to be paid to the Cost Auditor, M/s. Typsgo & Co., Cost Auditors.

Resolution no. 8 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 2025-26, 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 8 were passed with requisite majority through e-voting process.


CHAIRMAN

Place: Rampur

Date of Entry: 03.10.2025

Date of Signing: 03.10.2025

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