

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



Date: 27/08/2026

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.– Annual Report - Regulation 34 of SEBI (LODR) Regulation 2015.

Please find enclosed copy of Annual Report for Financial Year 2025-26, along with Notice of AGM, the same being send to the Shareholders of the Company and will be approved by the Members of the Company in Annual General Meeting to be held on Wednesday 30th day of September 2026 at 12:00 P.M. through Video Conferencing / Other Audio Visual Means and acknowledge the same.

Thanking you,

Sincerely yours

For Rampur Fertilizers Ltd.

Nidhi Gupta



Nidhi Gupta
(Company Secretary and Compliance Officer)

Encl.: Copy of Annual Report for 2025-26.

RAMPUR FERTILIZERS LIMITED



Annual Report
2025-2026

**Shareholders Information****Board of Directors:**

Anshuman Khaitan	- Managing Director
Gangesh Khaitan	- Whole Time Director
Raghvendra Gupta	- Director (Executive)
Pulak Wardhan Jain	- Independent/ Non-Executive Director
Prachi Gupta	- Independent/ Non-Executive Director
Nisha	- Independent/ Non-Executive Director

Chief Financial Officer:

Raghvendra Gupta

Company Secretary & Compliance Officer:

Nidhi Gupta

Regd. Office & Works:

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

Phone: 0595-2352028, 4050054; Fax: 0595-2352030

E-mail: info@rampurfert.com, Web: www.rampurfert.com**CIN :** L15136UP1988PLC010084**ISIN :** INE671X01012**Statutory Auditors:**

M/s. APT and Co LLP, (Chartered Accountants)

601, 6th Floor, Krishna Apra Plaza,

Sector 18, Noida, UP - 201301.

Email: dilipsinghca@gmail.com

(Resigned w.e.f 13/08/2026)

M/s. MARK SAN & Co

K-Block, Chaudhary Building,

Connaught Circus, New Delhi - 110001

Email: dilipsinghca@gmail.com

(Appointed w.e.f 24/08/2026)

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Registrar & Share Transfer Agent:

M/s Mas Services Ltd.

T-34, IInd Floor, Okhla Ind. Area,

Phase II, New Delhi - 110 020

Phone No.: +91-11-2638 7281, 82, 83,

E-mail: investor@masserv.com, Web: www.masserv.com**Bankers:**

ICICI Bank

Shares Listed at:-

1. The Metropolitan Stock Exchange of India Ltd., Mumbai (MSE)
2. The Calcutta Stock Exchange Ltd., Kolkata (CSE)

**Notice of 38th Annual General Meeting**

Notice is hereby given that the 38th Annual General Meeting of the Members of Rampur Fertilizers Ltd. will be held on Wednesday, the 30th September 2026 at 12:00 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, 2026 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, 2026 together with the reports of the Board of Directors and Auditors thereon be and are hereby approved and adopted."

2. To appoint a Director in place of Mr. Raghvendra Gupta (holding DIN: 09694135), 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. Raghvendra Gupta (holding DIN: 09694135), 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."

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

"RESOLVED THAT pursuant to provisions of Section 139(8), 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the Company hereby ratify the appointment of M/s. MARK SAN & Co, Chartered Accountants (Firm Registration No. 008315N) as Statutory Auditors of the Company, by the Board of Directors in their meeting w.e.f. 24th August 2026 up to the date of this AGM, at a remuneration to the extent / within the limit of remuneration as paid in previous year in addition to out of pocket expenses as may be incurred by them during the course of the Audit, as casual vacancy occurred due to resignation of previous Statutory Auditor, M/s. APT & Co. LLP on 13th August 2026.

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."

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

"RESOLVED THAT pursuant to provisions of Section 139(1), 139(8), 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the Company hereby appoint M/s. MARK SAN & Co, Chartered Accountants (Firm Registration No. 008315N) as Statutory Auditors of the Company to hold office from the conclusion of this 38th Annual General Meeting till the conclusion of its 43rd Annual General Meeting, at a remuneration to the extent / within the limit of remuneration as paid in previous year in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

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."

Special Business

5. To approve revision in the remuneration and payment of performance-linked commission/exgratia payable to Mr. Anshuman Khaitan, Managing Director of the Company.

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

"RESOLVED THAT in the partial modifications of the earlier resolutions passed in this regard by the members of the Company at the 37th Annual General Meeting held on 18th September, 2025 and pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and such other approvals and permissions, as may be required and as recommended by the Nomination & Remuneration Committee and as approved by the Board of Directors, consent of the members be and is hereby accorded for the



revision of remuneration payable to Mr. Anshuman Khaitan (DIN: 00606546), Managing Director with effect from 1st April, 2026 till 31st March, 2029 as follows:

- **Payment (Basic Salary):** Revision in the Basic salary of Mr. Anshuman Khaitan, Managing Director of the Company from Rs. 66,00,000/- (Rupees Sixty Six Lacs Only) per annum to Rs. 1,20,00,000/- (Rupees One Crore Twenty Lacs only) per annum w.e.f. from 1st October, 2026.
- **Rent-free unfurnished residential accommodation:** In case no accommodation is provided by the Company, he shall be entitled to a revised House Rent Allowance (HRA) from existing Rs. 33,00,000/- (Rupees Thirty Three Lacs Only) per annum to Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum, with effect from 1st October, 2026.
- **Commission/Exgratia:**
 - i) Payment of a performance-linked commission/exgratia of Rs. 98,78,636/- (Rupees Ninety-Eight Lacs Seventy Eight Thousand Six Hundred Thirty Six only) to Mr. Anshuman Khaitan, Managing Director of the Company for the Financial Year 2025–26, which is in addition to the remuneration of Rs. 99,00,000/- (Rupees Ninety Nine Lacs only) which was already approved and paid/payable for the Financial Year 2025–26 at the 37th Annual General Meeting held on 18th September, 2025.
 - ii) Payment of commission/exgratia on sales calculated at the rate of Rs. 300/- (Rupees Three Hundred only) to Rs. 600/- (Rupees Six Hundred only) per metric tonne of product to be sold during the financial year 2026-27 and onwards, subject to a maximum cap of 40,000 metric tonnes per annum (i.e., maximum annual commission capped at ₹2,40,00,000/- Rupees Two Crore Forty Lacs Rupees only) per annum.
- Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits as per Income-tax Rules, 1962 / other applicable Statutory Rules.

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 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 approve revision in the remuneration payable to Mr. Gangesh Khaitan, Whole Time Director, for the remaining term.

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

“**RESOLVED THAT** in the partial modifications of the earlier resolutions passed in this regard by the members of the Company at the 37th Annual General Meeting held on 18th September, 2025 and pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and such other approvals and permissions, as may be required and as recommended by the Nomination & Remuneration Committee and as approved by the Board of Directors, consent of the members be and is hereby accorded for the revision of remuneration payable to Mr. Gangesh Khaitan, Whole Time Director, (holding DIN 00798110) to Rs. Zero (NIL) w.e.f. 1st October 2026 up to 31st December 2027, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to sign the requisite forms / documents and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. To appoint Mrs. Prachi Gupta (DIN: 11238675) as Non-Executive Independent Director.

To consider and if thought fit to pass with or without modifications the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mrs.



Prachi Gupta (DIN: 11238675) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. May 23, 2026, who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from May 23, 2026 till May 22, 2031.”

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to sign the requisite forms / documents and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this resolution.”

8. To appoint Mrs. Nisha (DIN: 11845122), as **Non-Executive Independent Director**.

To consider and if thought fit to pass with or without modifications the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mrs. Nisha (DIN: 11845122) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. August 24, 2026, who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from August 24, 2026 till August 23, 2031.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to sign the requisite forms / documents and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this resolution.”

9. **To ratify the remuneration payable to the Cost Auditors for the financial year 2026-27.**

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 2026-27, 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. Ministry of Corporate Affairs (“MCA”) has vide its General Circular No.20/2020 dated 5th May 2020 read with latest General Circular No. 03/2025 dated 22nd September 2025, allowed companies whose Annual General Meeting (“AGM”) are due in the year 2026, to conduct their AGM on or before 30th September 2026, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (“MCA Circulars”). The Securities and Exchange Board of India (“SEBI”) also issued Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated 5th June 2025 and subsequent circulars issued in this regard (“SEBI Circulars”). In compliance with these Circulars, provisions of the Act and SEBI Listing Regulations, the 38th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
3. 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.
4. The Board of Directors has appointed Mr. Shubham Garg, Practicing Company Secretary (ACS No. 70420, CP No. 27186) 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 shubhamgarg231293@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 24, 2026 to Wednesday, September 30, 2026 (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 compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2025-26 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 2025-26 are available on the website of the Company at www.rampurfert.com and on the website of the Stock Exchanges i.e. MSEI Limited at www.msei.in and CSE Limited at www.cse-india.com 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 Financial Express (English) and Jansatta (Hindi edition).
- Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available is being sent to those Members whose e-mail address is not registered with the Company / Share Transfer Agent / Depository Participants / Depositories.
14. 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.
 15. 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 2025-2026 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.

16. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Wednesday, September 23, 2026, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com.
17. 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.
18. 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.
19. 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.
20. 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, up to the date of meeting.



21. 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 38th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Wednesday, September 23, 2026 (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 27, 2026 at 9:00 A.M. and ends on Tuesday, September 29, 2026 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 23 September, 2026, 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 23 September, 2026.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	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	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.



Type of shareholders	Login Method
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?

- 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, 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.

- 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*****



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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'?
 - (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, 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 AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 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 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 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 MSE and CSE.

Annexure to Notice:

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

ITEM NO.-3:

M/s. A P T & Co LLP, Chartered Accountants (Firm Registration No. 014621C/N500088), have tendered their resignation as Statutory Auditors dated 13.08.2026 citing reasons that due to pre-occupation in other assignments, this has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended the ratification of appointment of M/s. MARK SAN & Co, Chartered Accountants (Firm Registration No. 008315N) as the Statutory Auditors of the Company, w.e.f. 24th August 2026 up to the date of this AGM, to fill the casual vacancy caused by the resignation of M/s A P T & Co. LLP, Accordingly, shareholders' approval by way of ordinary resolution is sought. M/s. A P T & Co. LLP, Chartered Accountants, retiring auditor shall not be re-appointed. M/s. MARK SAN & Co, Chartered Accountants (Firm Registration No. 008315N), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013. The Board of Directors of the Company recommends the passing of the resolution in Item No. 03 of the notice as **an ordinary resolution**.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their



shareholding in the Company are concerned or interested in the said resolution.

ITEM NO. – 4:

Based on the recommendation of Audit Committee, the Board of Directors of the Company has proposed the appointment of M/s. MARK SAN & Co, Chartered Accountants (Firm Registration No. 008315N) as the Statutory Auditors of the Company, from the conclusion of this 38th Annual General Meeting till the conclusion of its 43rd Annual General Meeting, at a remuneration to the extent / within the limit as paid in previous year in addition to out of pocket expenses as may be incurred by them during the course of the Audit, shareholders' approval by way of ordinary resolution is sought. M/s. A P T & Co. LLP, Chartered Accountants, retiring auditor shall not be re-appointed.

M/s. MARK SAN & Co, Chartered Accountants (Firm Registration No. 008315N), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013, the Chartered Accountants Act, 1949, and all applicable rules and regulations. Furthermore, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, they have confirmed that they hold a valid peer review certificate issued by the Peer Review Board of ICAI.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 04 of the notice as **an ordinary resolution**.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Disclosure under regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Category of the Auditor:	Auditor's Firm	
Name of Auditor or Auditor's Firm:	M/s. MARK SAN & Co	
ICAI Firm Registration No.:	008315N	
Number of Financial Year(s) to which appointment relates:	Five Financials' years	
Period of account for which appointed:	From 2026-27 to 2030-31	
Date of appointment made by Board of Directors:	24th August, 2026	
Proposed fees payable to proposed Statutory Auditor for the FY 2026-27:	Rs. 1,65,000/-	
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:	There is no material change in the fee payable to M/s MARK SAN & Co vis-a vis the fees paid to the previous auditors.	
Basis of recommendation and Auditor Credentials:	The recommendations are based on the fulfilment of the eligibility criteria prescribed by the Act, with regard to the full –time partners, audit experience of the firms, capability, independence assessment, and audit experience.	
	Brief Profile of Statutory Auditors	
	Date of establishment	01.01.1988
	Registration and Empanelment	The Institute of Chartered Accountants of India Bank Branch Auditors' Panel
		K-Block, Chaudhry Building, Connaught Circus, New Delhi 110001
	Registered Office	10
	Number of Partners	01
	Number of qualified staff	03
	Number of trainees	23
	Number of other employees	37
	Total number of partners and staff	Total Number – 11
	Number and Location of Offices	• {Delhi - (6 office including head office), • Patna, • Jaipur, • Lucknow, Bahadurgarh, • Rachi

ITEM NO. – 5:

In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors, in their respective meetings held on 24th August 2026, have revised the remuneration payable to Mr. Anshuman Khaitan, Managing Director. The remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director of the Company, as set out in the resolution being Item No. 5 of the accompanying Notice for the period of 3 years commencing from 1st April, 2026 till 31st March, 2029.

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.

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.

Annual increments (if any) 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, without further approval of Members during the period approved, 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.

The Company is complying with the provisions of section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel not exceeding the limits as specified under Schedule V, subject to the following:

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.

The proposed revision in the remuneration as set out in the resolution is well in conformity with the relevant provisions of the Companies Act, 2013, read with schedule V to the said Act and hence approval of Central Government is not required for the revision of remuneration.

Other details are enclosed as Annexure-I.

None of the Directors and Key Managerial Personnel of the Company except Mr. Anshuman Khaitan, being an appointee, and Mr. Gangesh Khaitan, Wholtime 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:

In terms of the provisions of the Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors, in their respective meetings held on 24th August 2026, have revised the remuneration payable to Mr. Gangesh Khaitan, Whole Time Director, w.e.f. 1st October, 2026 for the term ending on 31st December 2027 as follows:

I. Period: w.e.f. 1st October, 2026 for the term ending on 31st December 2027.

II. Payment (Basic Salary): NIL

III. Rent-free unfurnished residential accommodation: NIL

IV. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits as per Income-tax Rules, 1962 / other applicable Statutory Rules: NIL

The proposed revision has been made at the request of Mr. Gangesh Khaitan and is considered to be in the best interests of the Company. The Board is of the view that the continued services of Mr. Gangesh Khaitan as Whole-Time Director will be beneficial to the Company and accordingly recommends the resolution for approval of the Members.

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 is related to Mr. Gangesh Khaitan, is interested in the resolution.

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

ITEM NO. – 7:

Mrs. Prachi Gupta (DIN: 11238675) was appointed as an Additional Director under the category of Independent Director as per the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, on the Board of the Company with effect from May 23, 2026. She holds office as an Independent Director of the Company up to the conclusion of the ensuing annual general meeting.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience, the association of Mrs. Prachi Gupta would be beneficial to the Company.

Accordingly, it is proposed to appoint Mrs. Prachi Gupta as an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and provisions of the SEBI (LODR) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as specified therein.

Mrs. Prachi Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as an Independent Director.

The Company has also received declaration from Mrs. Prachi Gupta that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mrs. Prachi Gupta fulfils the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Additional information in respect of Mrs. Prachi Gupta, pursuant to Regulation 36 of the Listing Regulations and the Secretarial



Standard on General Meetings (SS-2), is given at Annexure-II to this Notice.

Except Mrs. Prachi Gupta, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

ITEM NO. – 8:

Mrs. Nisha (DIN: 11845122) was appointed as an Additional Director under the category of Independent Director as per the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, on the Board of the Company with effect from August 24, 2026. She holds office as an Independent Director of the Company up to the conclusion of the ensuing annual general meeting.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience, the association of Mrs. Nisha would be beneficial to the Company.

Accordingly, it is proposed to appoint Mrs. Nisha as an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and provisions of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as specified therein.

Mrs. Nisha is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as an Independent Director.

The Company has also received declaration from Mrs. Nisha that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mrs. Nisha fulfils the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Additional information in respect of Mrs. Nisha, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure-II to this Notice.

Except Mrs. Nisha, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

ITEM NO. – 9:

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 2026-27, at a remuneration of Rs. 20,000/- plus GST, travel and actual out-of-pocket expenses. M/s TYPSTGO & Co. have conducted the audit of the cost records of the Company for the previous year also 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. 9 of the Notice for your Approval as ordinary resolution.

ANNEXURE-I

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. 1n Lacs)

Particular	For the year/period ended		
	March 31, 2024	March 31, 2025	March 31, 2026
Total Income	2,240.00	2,199.77	5,606.04
Depreciation	94.21	83.41	84.82
Total Expenses	2,406.88	2,220.44	5,025.56



(Rs. 1n Lacs)

Particular	For the year/period ended		
	March 31, 2024	March 31, 2025	March 31, 2026
Net Profit/(Loss) (after tax)	(176.19)	(57.99)	571.03
Paid up Capital	494.82	494.82	494.82
Reserves & Surplus	1,053.56	995.57	1566.60

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

Name of Director	Mr. Anshuman Khaitan
Background details	Given in the body of statement
Past Remuneration (Rs. in Lacs)	99.00 plus contribution to P.F.
Recognition or Awards	Outstanding business management personality
Job profile and his suitability	As explained above explanatory statement
Remuneration proposed	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.
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.

III. Other information:

1. Reasons of loss or inadequate profits:

Due to various impediment in the industry such as routine plant maintenance turnarounds and aggressive market competition from lower-cost import alternatives, fluctuation in consumer demand, high rate of raw material & finished product rate down due to market competition 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:

- The remuneration package of all the managerial persons are given in the respective resolutions.
- Additional information is given in Corporate Governance report.

ANNEXURE-II

Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 issued by Institute of Company Secretaries of India ("ICSI")

Name of Director(s)	Mrs. Prachi (DIN: 11238675), Item No. 7	Mrs. Nisha (DIN: 11845122), Item No. 8
Brief Resume of the Director & Qualification	Mrs. Prachi Gupta is a Company Secretary by Profession having immerse knowledge and experience in dealing with matters relating to Company Law, Securities Law, Due Diligence, Listing and Capital Market Transaction and Strategic Planning and also serves as an Independent Director on the boards of Three companies, bringing expertise in corporate governance, regulatory compliance, and strategic decision-making.	With over 7 years of experience in the areas of Accounting, Income Tax, and GST, she has established a strong track record in financial management, compliance, and regulatory oversight. Holding a Bachelor of Commerce (B. Com) degree, she possesses extensive knowledge of accounting principles, taxation laws.
Age	28 years	31 years



Name of Director(s)	Mrs. Prachi (DIN: 11238675), Item No. 7	Mrs. Nisha (DIN: 11845122), Item No. 8
Experience and nature of his Expertise in Specific functional areas	Mrs. Prachi Gupta is a Company Secretary by Profession having immerse knowledge and experience in dealing with matters relating to Company Law, Securities Law, Due Diligence, Listing and Capital Market Transaction and Strategic Planning and also serves as an Independent Director on the boards of two companies, bringing expertise in corporate governance, regulatory compliance, and strategic decision-making.	Professional expertise encompasses financial reporting, tax compliance, and governance-related matters, enabling her to provide valuable insights and contribute to the achievement of sustainable business objectives.
Disclosure of relationship between Directors interse/ relationship with other Directors, Manager and other key managerial personnel of the Company	Not related to any Director, Manager and other Key Managerial Personnel of the Company.	Not related to any Director, Manager and other Key Managerial Personnel of the Company.
Date of First Appointment on the Board	23rd May, 2026	24th August, 2026
Name of entities in which persons hold Directorship of the Board	Stellaris Specialities India Limited Velnik India Limited Q&T Foods Limited	Elitecon International Limited
Name of Listed entities in which persons also holds Directorship of the Board and the memberships of Committees of the Board along with listed entities from which the person has resigned in the past three years	Q&T Foods Limited (Member of Nomination and Remuneration Committee and Chairperson of Audit Committee and SRC)	NIL
Shareholding in the company including shareholding as a beneficial owner	NIL	NIL
Terms and conditions of reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as Non-Executive Independent Director, not liable to retire by rotation.	Appointment as Non-Executive Independent Director, not liable to retire by rotation.
Number of meetings of the Board attended during the Year (01.04.2025 to 31.03.2026)	NIL	NIL
Chairman / member of Committees of other Boards	Q&T Foods Limited (Member of Nomination and Remuneration Committee and Chairperson of Audit Committee and Stakeholders Relationship Committee) Velnik India Limited (Chairperson of Audit Committee and Nomination and Remuneration Committee) Stellaris Specialities India Limited (Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee).	NIL
Chairman / member of Committee of Rampur Fertilizer Limited	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee

Place : Rampur
Dated : 24/08/2026

By order of the Board of Directors
For Rampur Fertilizers Ltd.

Anshuman Khaitan
Managing Director
DIN : 00606546


RAMPUR FERTILIZERS LIMITED
CIN: L15136UP1988PLC010084
Registered Office: Judges Bareilly Road, Rampur-244901 (U.P.)
Phone No. 0595-4050054, 2352028 | email: rkumar@rampurfert.com | Web.: www.rampurfert.com
BOARD OF DIRECTORS REPORT
To the Members,

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2026.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

The performance during the period ended 31st March, 2026 has been as under

(Rs. 1n Lacs)

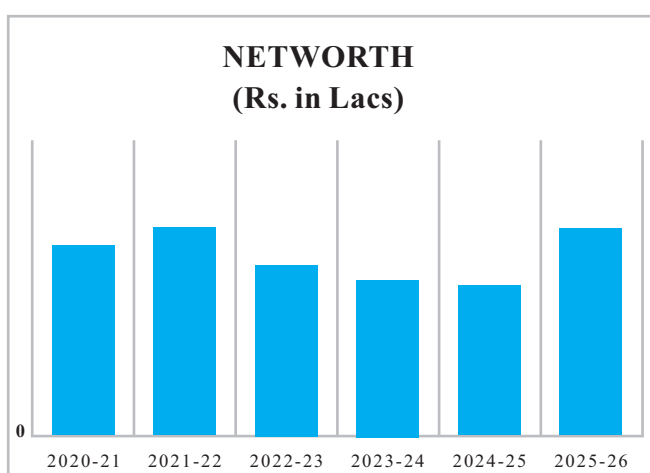
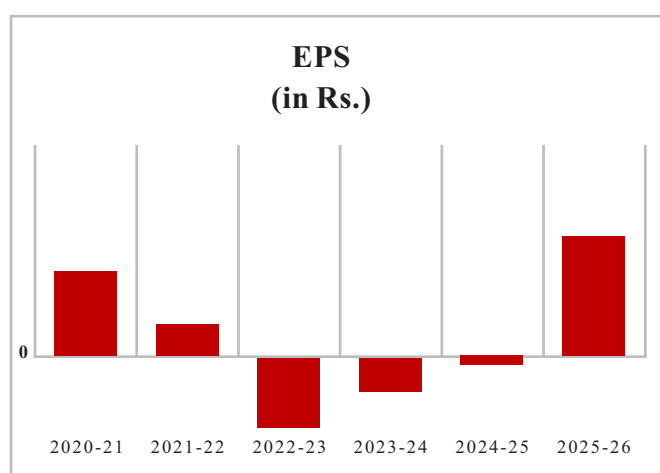
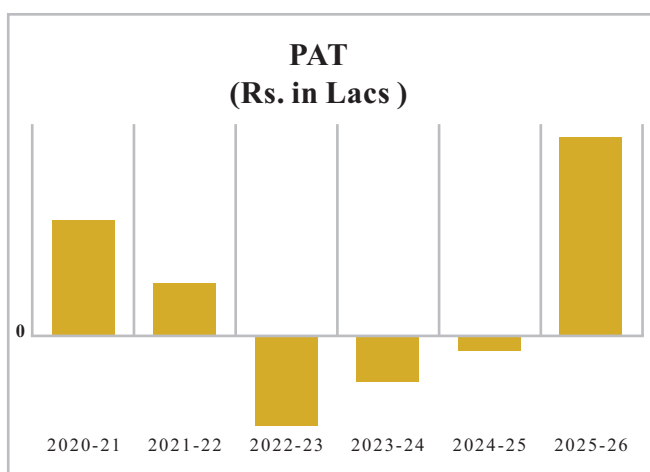
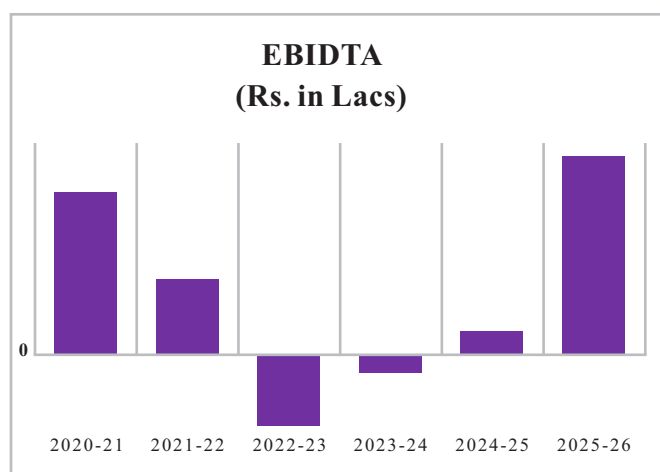
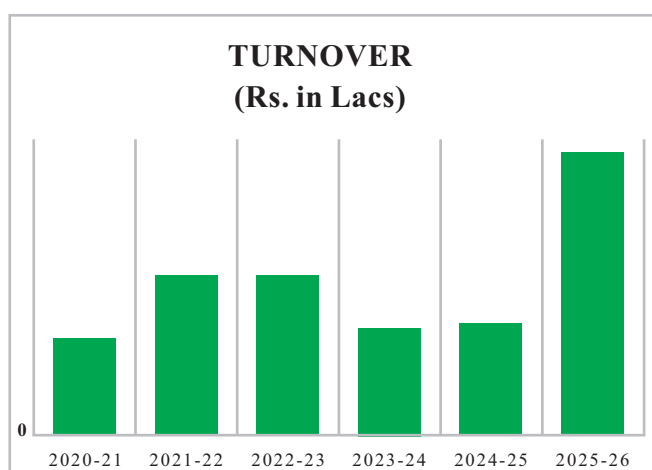
Particulars	Year ending 31 st March 2026	Year ending 31 st March 2025	Year ending 31 st March 2026	Year ending 31 st March 2025
	Standalone		Consolidated	
Total Income	5,606.04	2,199.77	-	2,199.77
EBIDTA	682.08	73.24	-	73.24
Less: Interest	16.77	10.51	-	10.51
Less: Depreciation	84.83	83.41	-	83.41
Profit before Exceptional items and Tax	580.48	(20.68)	-	(20.68)
Exceptional items	-	-	-	-
Profit/Loss Before Tax	580.48	(20.68)	-	(20.68)
Less: Tax Expenses	0.86	(9.60)	-	(9.60)
Profit/Loss for the period	581.34	(30.27)	-	(30.27)
Add: Profit from associate companies	-	-	-	(52.43)
Total Profit for the period	581.34	(30.27)	-	(82.71)
Add.: Other Comprehensive Income	(10.31)	(27.72)	-	(27.72)
Total Comprehensive Income for the Period	571.03	(57.99)	-	(110.43)
Appropriations:			-	
- General Reserves	0.00	0.00	-	0.00
Balance Carried Forward to Balance Sheet	571.03	(57.99)	-	(110.43)
Earnings Per Share (Basic / Diluted) (Face Value of Share Rs.10/- each) (in Rs.)	11.75	(0.61)	-	(1.67)

BUSINESS PERFORMANCE AND OUTLOOK

During the year under review, the Company achieved a remarkable financial turnaround, your Company earned Net Profit after Tax of Rs. 581.34 Lacs, as compared to Net Loss of Rs. (30.27) Lacs during FY 2024-25, a significant increase of 2,020.52% in the profit earned. The Total Revenue during the year under review stood at Rs. 5606.04 Lacs as compared to Rs. 2,199.77 Lacs during FY 2024-25, an increase of 154.85% in the total revenue.

This substantial growth reflects the strategic efforts undertaken by management to optimize business operations and enhance financial strength. While overall performance remains closely tied to production and market dynamics—such as raw material availability, turbine efficiency, power reliability, and product price volatility—the Company successfully navigated these factors during the year. Furthermore, the Chemical Industry continued to play a crucial role in delivering high-value, quality fertilizers, industrial chemicals, and detergent products across key user industries.

The financial data, standalone, is shown in the chart below:



CHANGE IN THE NATURE OF BUSINESS

There is no Change in the nature of the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT;

There is no such material change and commitment.



CONSOLIDATED FINANCIAL STATEMENTS

The Company ceased to have any subsidiary, associate or joint venture as of March 31, 2026. Consequently, consolidated financial statements are not required to be prepared under the applicable provisions of the Companies Act, 2013 and Indian Accounting Standards for FY 2025-26.

DIVIDEND

The Board of Directors has not recommended any dividend for the current financial year as the profits are conserved to fund the future plans of the Company.

TRANSFER TO RESERVE

The Board does not recommend to transfer any amount to the reserve.

SHARE CAPITAL

The paid-up Equity Share Capital as on March 31, 2026 was Rs. 4,94,81,620.00. During the year under review the company has not issued any shares or any convertible instruments.

Net Worth

The Company's standalone net worth as on 31 March 2026 was Rs. 2,061.41 Lacs as compared to Rs. 1,490.38 Lacs as on 31 March 2025.

BOARD MEETINGS:

The information of meetings of the Board of Directors is given in Corporate Governance Report, forming a part of this Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Company has an appropriate mix of executive and Independent Directors to maintain its independence and separate its functions of governance and management. As on 31st March, 2026 the Board comprised of 5 (Five) members, consisting of 1 (One) Managing Director, 2 (Two) Executive Directors, 2 (Two) Independent Directors and none of the directors are disqualified under Section 164 of the Companies Act 2013.

In the opinion of the Board, the Independent Directors appointed during the year possess requisite integrity, expertise, experience and proficiency.

During the period under review, the following changes took place:

1. Mr. Rajeev Kumar has tendered resignation from the post of Company Secretary & Compliance Officer of the Company with effect from 15th April, 2026.
2. Mrs. Nidhi Gupta has been appointed as the Company Secretary & Compliance Officer of the Company with effect from 16th April, 2026.
3. Mrs. Deeksha Rathour has tendered resignation from the post of Independent Director of the Company with effect from 23rd May, 2026.
4. Mrs. Prachi Gupta has been appointed as the Independent Director of the Company with effect from 23rd May, 2026.
5. Mrs. Nisha has been appointed as the Independent Director of the Company with effect from 24th August, 2026.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Raghvendra Gupta will retire by rotation at the ensuing annual general meeting and is eligible, offers himself for re-appointment. A resolution seeking approval from the members for the re-appointment of Mr. Raghvendra Gupta as director of the Company shall be placed before the members of the Company at the ensuing annual general meeting of the Company.

KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 2(51) read with Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the KMP's of the Company as on the date of this report are as below: -

S. No.	Name	Category
1.	Mr. Anshuman Khaitan	Managing Director
2.	Mr. Gangesh Khaitan	Whole Time Director
3.	Mr. Raghvendra Gupta	Director Cum Chief Financial Officer
4.	Mrs. Nidhi Gupta	Company Secretary & Compliance Officer (Appointed w.e.f. 16th April 2026)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received a declaration from Mr. Pulak Wardhan Jain and Mrs. Deeksha Rathour, Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

During the financial year 2026-27 Mrs. Prachi Gupta and Mrs. Nisha has been appointed as Non-executive Independent Director, Company has received a declaration to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of



Section 149 of the Companies Act, 2013

AUDIT COMMITTEE AND OTHER BOARD COMMITTEES

The details pertaining to the composition of the Audit Committee and other Board Committees and their roles, terms of reference etc. are included in the Corporate Governance Report which forms part of this Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

During the year, the Company's shareholding in A K Buildmart Private Limited was reduced from 48.40% to 2.85% pursuant to the further issuance of shares by A K Buildmart Private Limited. Consequently, A K Buildmart Private Limited ceased to be an associate of the Company with effect from 27th March 2026.

As at 31st March 2026, the Company does not have any subsidiary, associate, or joint venture.

ANNUAL RETURN:

Pursuant to Sub-section 3(a) of Section 134 and Sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the copy of the Annual Return of the Company in Form MGT-7 is uploaded on website of the Company and can be accessed at <https://rampurfert.com/announcements-annual-report/#> hence the detailed form MGT-9 is not providing in the report.

STATUTORY AUDITORS:

M/s. A P T & Co. LLP, Chartered Accountants (Firm Registration No. 014621C/N500088), resigned from the office of Statutory Auditors of the Company with effect from August 13th, 2026, after auditing and signing the Annual Financial Statements and the Independent Auditor's Report for the Financial Year ended March 31, 2026, and Limited review audit of standalone unaudited financial statements of the Company for the quarter ended June 30, 2026.

Pursuant to Section 139(8) of the Companies Act, 2013, read with applicable rules, and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 24th, 2026 appointed M/s. M A R K S A N & Co, Chartered Accountants (Firm Registration No. 008315N), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation.

Pursuant to the provisions of Section 139(8) of the Act, an appointment made by the Board to fill a casual vacancy arising due to resignation requires approval by the Shareholders within three (3) months from the date of recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and the Board of Directors, the appointment of M/s. M A R K S A N & Co, Chartered Accountants (Firm Registration No. 008315N), to fill the casual vacancy, as well as their appointment as Statutory Auditors for a full term of five (5) consecutive years—to hold office from the conclusion of the upcoming Annual General Meeting (AGM) until the conclusion of the AGM to be held in the year 2030-31 is placed before the Shareholders for approval at the ensuing AGM.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, no instance of fraud has been reported by any of the Auditors of the Company under Section 143(12) of the Companies Act, 2013 to the Audit Committee/ Board of Directors or to the Central Government. Therefore, no detail is required to



be disclosed under Section 134(3) (ca) of the Companies Act 2013.

INTERNAL AUDITOR

M/s GAAAP & Co., Chartered Accountants, Rampur (FRN- 024901C), is Internal Auditors of the Company, appointed by the Board, and their report is reviewed by the Audit Committee from time to time.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 134 (3)(f) & Section 204 of the Companies Act 2013, Secretarial audit report as provided by M/s. Pankaj Nigam & Associates (COP-7979), Practicing Company Secretaries is annexed to this Report as “Annexure-I”.

COST AUDITOR

The Board of Directors of the company have appointed M/s TYPSTGO & Co., Cost Accountants (FRN000067), as cost auditor of the company.

MAINTENANCE OF COST RECORDS

Company has maintained the books of accounts pursuant to the rules made by the central government for the maintenance of cost records under section 148(1) of the Companies Act, 2013.

COMMENTS ON AUDIT OBSERVATIONS:

There are no reservations, qualifications or adverse remarks or disclaimers in the Independent Auditor’s Report but the auditors’ have drawn our attention to one point in Emphasis of Matter. We acknowledge these remark 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.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

Information required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given in “Annexure-II” to this report.

DETAILS RELATING TO DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec. 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the period under review there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the Company’s operations in future.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment.

The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

INSURANCE:

The properties and assets of your Company are adequately insured.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Your Directors draw attention of the members to Note on Accounts 3(a) to the Balance Sheet and Profit & Loss Account which sets out Loans, Guarantee or investments.

RISK MANAGEMENT POLICY:

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well-structured risk management process.

CORPORATE SOCIAL RESPONSIBILITY POLICY:

In accordance with the provision of Section 135(9) of the Companies Act, 2013, if the amount to be spent by a company under sub-section (5) does not exceed Rs. 50 lakhs, the requirement for constitution of CSR Committee shall not be applicable. The functions of such Committee shall be discharged by the Board of Directors of the Company. However, the Company has adopted the Corporate Social Responsibility Policy.

During the F.Y. 2025-26, the Company achieved a net profit exceeding Rs. 5 Crore, attracting the applicability of Corporate Social Responsibility (CSR) provisions under Section 135 of the Companies Act, 2013. Accordingly, the Company is required to spend at least 2% of its average net profits made during the three immediately preceding financial years toward prescribed CSR activities. The Board is initiating necessary steps to formulate the required CSR framework and ensure full compliance and expenditure on or before March 31, 2027.

INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

There was no incident of sexual harassment reported and pending for investigation during the financial year 2025-26. For protection



against sexual harassment, Company has formed an internal complaints committee to which employees can write their complaints. The Company has a Prevention of Sexual Harassment Policy which has laid down a process for dealing with such issues. The Company has complied with provisions relating to the constitution of Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

A senior woman employee is the presiding officer of the ICC, with women comprising half of its total membership.

- number of complaints of sexual harassment received in the year - Nil
- number of complaints disposed of during the year - Nil
- number of cases pending for more than ninety days – Nil

RELATED PARTY TRANSACTIONS:

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions, and/or under section 188 of the Companies Act 2013.

Your Directors draw attention of the members to Note on Accounts 20 to the Balance Sheet and Profit & Loss Account which sets out related party disclosures and Form AOC-2 does not form part of this report.

BOARD EVALUATION

Pursuant to the provision of the Companies Act, 2013 and SEBI (LODR) 2015, the Board has carried out an annual evaluation of its own performance. The Directors expressed their satisfaction with the evaluation process.

NOMINATION AND REMUNERATION POLICY

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, has approved a policy for selection, appointment & remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management employees of the Company. The said policy is enclosed as a part of this report as "Annexure-III" and also available at website of the Company, <https://rampurfert.com/policies/>.

REMUNERATION OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) AND PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors / Key Managerial Personnel (KMP) and Employees of the Company is furnished hereunder:

- the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;
- the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Sl. No.	Name	Category	Ratio/Times per Median of Employee remuneration	% Increase in remuneration*
1.	Mr. Anshuman Khaitan	Managing Director	36.13	0.00
2.	Mr. Gangesh Khaitan	Whole Time Director	36.13	0.00
3.	Mr. Raghvendra Gupta	Director cum Chief Financial Officer	4.07	8.00
4.	Mr. Rajeev Kumar	Company Secretary	3.83	7.39

*The Independent Directors are paid only sitting fees for attending meeting of the Board of Directors.

- The percentage increase in the median remuneration of the employees in the financial year, 5.12%.
- The number of permanent employees on the rolls of Company: Thirty five.
- Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and Justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. None
- The remuneration paid to the Directors / Key Managerial Personnel (KMP) is in accordance with the remuneration policy of the Company.
- There was no employee of the Company, employed throughout the financial year with salary above Rs. 1.02 Crore per annum or employed in part of the financial year with an average salary above Rs. 8.50 Lakh per month.

LISTING WITH STOCK EXCHANGES:

The shares of the Company are listed on The Calcutta Stock Exchange Limited (CSE) and The Metropolitan Stock Exchange of India Ltd. (MSE), Mumbai. The Company confirms that it has paid the Annual Listing Fees for the year 2026-2027 to The Stock Exchange where the Company's Shares are listed.

CORPORATE GOVERNANCE:

The Company is having Paid-up Share Capital of Rs. 49,481,620/- and Net Worth Rs. 206,141,766/- as per audited balance sheet of Year ended on 31st March 2026.



Accordingly, the Company falls within the limit of exemption criteria under regulation 15 (2A) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and thus the compliance with the corporate governance provisions as specified in Schedule V shall not apply to the Company.

Therefore, as per Schedule-V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 a separate section of Corporate Governance together with certificate of practicing Company Secretary confirming compliance with the requirements of corporate governance is not providing in the Annual Report.

COMPLIANCE OF SECRETARIAL STANDARDS

During the year under review, your Company has duly complied with the applicable Secretarial Standards on Meetings of Board of Directors and General Meetings issued by the Institute of Company Secretaries of India.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Management Discussion and Analysis Report is enclosed as a part of this report in Annexure- IV.

INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

PARTICULARS OF EMPLOYEES:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the improved performance of the Company

EMPLOYEE RELATIONS:

Rampur Fertilizers Ltd. aims at adopting the best practices for accomplishing competitive advantage through people and building profits by putting people first. It endeavors to devise strategies to attract the best talent and to ensure their retention by building trust and encouraging loyalty in them. We believe that to build a sound and growing business in a difficult and complex industry, employees are vital to the Company. Their skills, knowledge, ideas and enthusiasm drive our business. We have also achieved this by giving them development and advancement opportunities along-with competitive compensations and benefits that appropriately reward performance. Pay revisions and other benefits are also designed in such a way to compensate for good performance of the employees of the company.

ACKNOWLEDGMENTS & APPRECIATIONS

The Board places on record its appreciation for the continued co-operation and support extended to the Company by the Banks, Stock Exchanges. The Board wishes to express its grateful appreciation for the assistance and co-operation received from vendors, customers, banks, financial institutions, Central and State Government bodies, auditors, legal advisors, consultants, dealers, retailers and other business associates. The Board deeply acknowledges the trust and confidence placed by the consumers of the Company and, above all, the shareholders.

The Board of Directors would particularly like to place on record its appreciation for the dedicated efforts of the employees at all levels.

Place : Rampur
Dated : 24/08/2026

Anshuman Khaitan
Managing Director
DIN : 00606546

Gangesh Khaitan
Whole Time Director
DIN : 00798110

*By order of the Board of Directors
For Rampur Fertilizers Ltd.*

Annexure-I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2026

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
RAMPUR FERTILIZERS LIMITED
JUDGES BAREILLY ROAD RAMPUR,
UTTAR PRADESH-244901, INDIA

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RAMPUR FERTILIZERS LIMITED (CIN: L15136UP1988PLC010084)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory



compliances and expressing my Opinion thereon.

Based on our verification of the company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

- (I) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(No such incident occurred during the current reporting year)**
 - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(No such incident occurred during the current reporting year)**
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(No such incident occurred during the current reporting year)**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(No such incident occurred during the current reporting year)**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(No such incident occurred during the current reporting year)**
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(company has not brought back any securities during the current reporting year)**
- (vi) Other applicable laws like Factories Act, 1948, the payments of Gratuity Act, 1972, Employees Provident Funds and Miscellaneous Provisions (Amendment) Act, 2012 etc.

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India. **(The provisions of the notified Secretarial Standards have been complied with the company during the audit period).**
 - b) The (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Calcutta Stock Exchange (CSE) and Metropolitan Stock Exchange Limited (MSE). **(The Company has complied with the listing obligation disclosure requirements (Regulations) 2015 entered into by the Company with Stock Exchange(s) during the financial year).**
- 1) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the company;

- 1) The Electricity Act, 2003 and the regulations framed there under.
- 2) Environment Laws
- 3) Labour Laws

We further report that, the compliance by the Company of applicable financial laws, like Direct & Indirect Tax laws, has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Auditor and other designated professionals.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out by majority as recorded in the minutes of the meetings of the



Board of Directors or Committee of the Board, as the case may be.

We further report that, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period under review, apart from the instances mentioned hereunder; there were no specific events having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.

Place: Ghaziabad
Date: 28/07/2026

For PANKAJ NIGAM & ASSOCIATES
Company Secretaries

Sd/-
(Pankaj Kumar Nigam)
M. No. FCS-7343
COP No. 7979
UDIN: F007343H000955070

Encl.: Annexure

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE A'

To,
The Members,
RAMPUR FRTILIZERS LIMITED
Judges Bareilly Road Rampur,
Uttar Pradesh-244901, India

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company; my responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Ghaziabad
Date: 28/07/2026

For PANKAJ NIGAM & ASSOCIATES
Company Secretaries

Sd/-
(Pankaj Kumar Nigam)
M. No. FCS-7343
COP No. 7979
UDIN: F007343H000955070

Annexure-II

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO ETC.:

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A) Conservation of Energy: a. The steps taken or impact on conservation of energy b. The steps taken by the company for utilizing alternate sources of energy c. The capital investment on energy conservation equipments;	Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques. NIL NIL
(B) Waste management and monitoring	Company makes its full endeavours to manage the waste and monitor it to prevent waste and air pollution. Slurry disposal and water recycling is outsourced.



(C) Technology absorption: a. The effort made towards technology absorption b. The benefits derived like product improvement, cost reduction, product development or import substitution in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) i. The detail of technology imported ii. The year of import; iii. Whether the technology been fully absorbed iv. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof c. The expenditure incurred on Research and Development.	NIL
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EXPENDITURE ON R & D

Company has not incurred any expenditure on R & D

FOREIGN EXCHANGE EARNING AND OUTGO

Particulars	Year ended (31.03.2026)	Year ended (31.03.2025)
Foreign exchange earned in terms of actual inflows	NIL	NIL
Foreign exchange outgo in terms of actual outflows (Rs. in lacs)	20.62	18.56

Annexure-III
NOMINATION AND REMUNERATION POLICY

1. PREAMBLE:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company, this policy on nomination and remuneration of Directors, KMP and Senior Management has been formulated by the Nomination and Remuneration Committee ("NRC / Committee") and approved by the Board of Directors of the Company in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and regulation of SEBI (LODR) Regulation, 2015.

2. OBJECTIVE:

The Objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP and Senior Management. The Key Objectives of the Committee would be:

- 2.1 To guide the Board in relation to appointment and removal of Directors, KMP and Senior Management.
- 2.2 Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors, KMP and Senior Management.
- 2.3 Formulation of criteria for evaluation of Independent Director and the Board.
- 2.4 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 2.5 To recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management.
- 2.6 To provide to KMP and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 2.7 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 2.8 To develop a succession plan for the Board and to regularly review the plan.
- 2.9 To assist the Board in fulfilling responsibilities.
- 2.10 To Implement and monitor policies and processes regarding principles of Corporate Governance.

3. DEFINITIONS:

"Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

"Board" means Board of Directors of the Company.

"Directors" mean Directors of the Company both executive and non-executive.

"Key Managerial Personnel (KMP)" means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. such other officer as may be prescribed.

"Senior Management" means the personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR



MANAGEMENT:

A. Appointment Criteria and Qualifications

- (I) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- (II) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- (III) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

B. Term / Tenure

(I) Managing Director / Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

(II) Independent Director:

- a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- b) No Independent Director shall hold office for more than two consecutive terms of up to maximum of five years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- c) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

C. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

D. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

E. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

5. REMUNERATION TO DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / SENIOR MANAGEMENT PERSONNEL:

The Committee to recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management Personnel of the Company.

- a) The Remuneration / Compensation / Commission etc. to be paid to Managing Director, Whole-time / Executive Director, Non-Executive Director / Independent Directors, KMP shall be governed as per applicable provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- b) The Non-Executive / Independent Director may receive remuneration by way of sitting fee for attending the meeting of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- c) The remuneration payable to Senior Management Personnel shall be governed by the Company's HR Policy.

6. DUTIES IN RELATION TO NOMINATION MATTERS:

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the guidelines provided under the Companies Act, 2013;
- c) Identifying and recommending Directors who are to be put forward for retirement by rotation;
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

- f) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- g) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- h) Delegating any of its powers to one or more members of the Committee;
- i) Recommend any necessary changes to the Board; and
- j) Considering any other matters, as may be requested by the Board.

7. DUTIES IN RELATION TO REMUNERATION MATTERS:

The duties of the Committee in relation to remuneration matters include:

- a) Considering and determining the remuneration based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- b) Approving the remuneration of the Senior Management including KMP of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) Delegating any of its powers to one or more members of the Committee.
- d) Considering any other matters as may be requested by the Board.

Annexure - IV

MANAGEMENT DISCUSSION AND ANALYSIS - 1

Industry Structure and Development

Rampur Fertilizers Ltd. manufactures sulphuric acid having its Plants Situated at Judges Bareilly Road, Rampur, Uttar Pradesh 244901, India. and it is widely used in almost all industries, viz. Fertilizers, Power, Chemical, Petroleum, Detergent etc. Sulphuric Acid production is mostly concentrated in the states of Rajasthan, Gujarat, Uttar Pradesh, Delhi, Haryana, Punjab and Madhya Pradesh. However, in India, many industries manufacture it and use it as an intermediary product for production of their other products. Sulphuric acid is a by-product of Zinc and copper smelting processes and the largest producers of Zinc namely Vedanta enterprises and Birla Copper are in Rajasthan and Gujarat which has led to the mass production of Sulphuric Acid.

Your Company is engaged in manufacturing of commercial grade Sulphuric Acid, purity 98.4% which is used by other industries. The Company has Sulphuric Acid production capacity of 33,000 MT and during the year under review, it has made production 35,172 MT (it was in last year 29,357 MT), i.e. it has worked at 106.58% of installed capacity and it has made turnover of Rs. 5,573.84 Lakh (It was Rs. 2,173.51 Lakh in last year), the turnover has increased by 156.44% in comparison to previous year, as it depends on performance of turbine and other market conditions. However, management is making efforts to more grow the profit in future.

Opportunity

The Dyes & Intermediates market is experiencing rapid growth due to increased demand from existing and emerging end-user sectors. These include textiles, construction, clean energy, personal care, home care, automobiles and consumer durables. India's capability in low-cost manufacturing, availability of technically trained manpower, better price realization globally and strong presence in market are the key growth drivers. Your company is a manufacturer of sulphuric acid (intermediary product/chemical) in India which is a growth market. This offers regular opportunities & helps company to cater to market needs very effectively. The rise in per capita income has driven the development of premium consumption categories.

Threats

The studies indicate that the demand and supply of Sulphuric Acid both have drastically increased. The reasons which affect the demand and supply of Sulphuric Acid in the country are explained here:

- Increase of Acid production as a byproduct of metal production. Because there is an exponential growth of metal production hence the production of acid has increased drastically and grown the consumption.
- Disturbance in oil prices. The basic raw material for acid production is Sulfur which is a by-product of petroleum. Any disturbance in oil prices leads to a change in the raw material prices thereby disturbing the production pattern of sulfur.
- In case of less rainfall the fertilizer industry is badly affected thereby affecting the usage of acid adversely.
- Changes in the tax laws, Government policies, and regulatory requirements might affect the company's business.
- The cost of electricity for Chemical Industry has been ongoing bone of contention for decades, and at times of high oil prices, the cost of feedstocks can put the industry at a huge disadvantage.
- Compliance issues with the environmental norms and regulations.
- Other Sulphuric Acid Producing organisations.

Performance of the Company

Performance of the Company during last five years as follows:



Year	Turnover (Rs. in Lacs)	Increase in %
2020-22	3152	65.00%
2022-23	3133	-0.60%
2023-24	2079	-33.63%
2024-25	2173	4.52%
2025-26	5573	156.44%

Business performance of the company is directly related with demand in the market and also with production constraints viz. supply of raw material, performance of turbine, power, etc. Presently during the year under review, turnover have increased by 156.44% comparison to last year. However, lots of efforts are being taken by the company to more improve the business and we hope our turnover would more grow in the future.

Competition

Competition in the market has intensified and forced the players to adopt aggressive marketing strategy and promotional campaigns to capture and protect their market shares. The Company has the plans to penetrate better into market, especially through the customer retention and business development in the regions which have not been tapped.

The Company sells its products through a well-established network, which are supported by the Company's strong marketing force. The Company has developed a well-defined Trade Relationship Management Policy.

Risk and Concerns

The risk management function is integral to the company and its objectives include ensuring that critical risk is identified continuously, monitored and managed effectively in order to protect the company's business.

Risk impact

Recent National meltdown in Industry might impede consumer goods market thereby affecting the production of Fertilizers, Washing Powder, etc. adversely affecting the Company's business and earnings.

Risk mitigation

Over the last several decades, the Sulphuric Acid industry has been greatly modernized to meet national standards. Sulphuric Acid processed in India have been used in large scale by the large fertilizers companies has immensely helped in revival of the Sulphuric Acid industry in India as the Fertilizer and Detergent sector has gained considerable momentum in the year under review.

Risk measurement

The Company's share in the premium quality Sulphuric Acid industry is likely to increase considerably as management hoped demand of sulphuric acid will be increased in the market and as processing plant of the company is at Rampur in Uttar Pradesh, this very near to Delhi, National Capital.

Internal Control Systems & their adequate

The Company has state of Sulphuric Acid processing plant at Rampur in Uttar Pradesh, which are comparable to the best in the Country, equipped with requisite machinery. A strict 100% inspection system is adopted. The Company maintains best quality standards to meet the ever changing expectations of buyers wide, be it in terms of product quality.

The Company is concentrating on continual improvement through implementation of total productive maintenance activities, thereby achieving optimum productivity and reduced costs.

The scope and authority of the Corporate Audit department is designed in a manner that the Audit Plan is focused on the following objectives:

- Review of the identification and management of Risks
- All operational and related activities are performed efficiently and effectively.
- Significant financial, managerial and operating information is relevant, accurate and reliable and is provided timely.
- Resources are acquired economically, used efficiently and safeguarded adequately.
- Employees' actions are in accordance with the Company's policies, procedures, Code of Conduct and applicable laws and regulations.
- Significant legislative and regulatory provisions impacting the organization are recognized and addressed appropriately.
- Opportunities identified during audits for improving management control, business targets and profit- ability, process efficiency and the organization's image are communicated to the appropriate level of management.
- Shareholders' and other Stakeholders' wealth and welfare are preserved, protected and enhanced.

Statutory Compliance

On obtaining confirmation from the various units/departments of the Company of having complied with all the statutory requirements, a declaration regarding compliance with the provisions of the various statutes is made by the Managing Director at Board Meeting. The Compliance Officer for prevention of insider trading ensures compliance with the Company's Guidelines on Insider Trading.

Contingent Liabilities

Details of contingent liabilities are given in the Notes on Balance Sheet and Profit and Loss Account.

Human Resources

Your Company firmly believes that employees are the most valuable assets and key players of business success and sustained growth. Various employee benefits, recreational and team building efforts are made to enhance employee skills, motivation as also to foster



team spirit. Industrial relations were cordial throughout the year. The Company has 35 employees on the roll as on year ended 31st March, 2026.

Shareholder value commitment and philosophy

The Company expects to protect and enhance shareholder value through several initiatives. The comprehensive nature of the Company's financial and business disclosures reflect its increasing transparency.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

By order of the Board of Directors
For Rampur Fertilizers Ltd.

Date: 24th August, 2026
Place: Rampur

Anshuman Khaitan
Managing Director
DIN No. : 00606546

Gangesh Khaitan
Wholetime Director
DIN No. 00798110

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Corporate Governance

The Company is committed to good Corporate Governance, which to us means protection of shareholders' rights, enhancement of shareholder value and equitable treatment of all other stakeholders such as customers, suppliers and employees. The Company is committed to reporting financial information transparently, objectively and accurately. A judicious mix of empowerment based on trust and accountability forms the foundation of our management philosophy.

For implementing the Corporate Governance practices, the Company has a well-defined policy framework consisting of the following:-

- Code of conduct and Ethics for Board of Directors and Senior Management personnel;
- Code of conduct for prohibition of insider trading.
- Committee of the Board viz., Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee.

2. Board of Directors

(a) Composition of Board of Directors as on 31st March, 2026 and other details are as under:

Name of Director	DIN	Designation	Status
Mr. Anshuman Khaitan	00606546	Managing Director	Promoter, Executive & Non-Independent
Mr. Gangesh Khaitan	00798110	Whole Time Director	Promoter, Executive & Non-Independent
Mr. Raghvendra Gupta	09694135	Director	Executive & Non-Independent
Mr. Pulak Wardhan Jain	02726335	Director	Independent Non Executive
Ms. Deeksha Rathour	07985882	Director	Independent Non Executive (Resigned w.e.f. 23rd May 2026)

The Directors bring to the Board wide range of experience and skills.

(b) **Attendance of Directors at Board Meetings, Annual General Meeting and Extra Ordinary General Meeting and details of other Directorship and Membership/Chairmanship of Committee of each Director in various Companies.**



Name of Director	Attendance Particulars			No. of Outside Directorship held			
	Board Meeting	Attendance at		Directorship	Name of the other Listed Company and category of directorship	Committee	
		AGM	EGM			Membership of public Limited Company	Chairman-ship of Listed Company
Mr. Anshuman Khaitan	4	Yes	-	2	-	-	-
Mr. Gangesh Khaitan	4	Yes	-	1	-	-	-
Mr. Raghvendra Gupta	4	Yes	-	-	-	-	-
Mrs. Deeksha Rathour	4	Yes	-	-	-	-	-
Mr. Pulak Wardhan Jain	4	Yes	-	-	-	-	-

(c) Board Committees

The Board has constituted three committees consisting members of the Board. Details of the Committees and other related information are provided hereunder:

Name of Director	Name of Committee		
	Audit	Remuneration	Stakeholders Relationship
Mr. Anshuman Khaitan,	No	No	No
Mr. Gangesh Khaitan	No	Yes	No
Mr. Raghvendra Gupta	Yes	No	Yes
Ms. Deeksha Rathour	Yes	Yes	Yes
Mr. Pulak Wardan Jain	Yes	Yes	Yes

(d) Details of Board Meetings

Four Board Meetings were held during the year, as per the minimum requirement of four meetings. The dates on which meetings were held are 30.05.2025, 11.08.2025, 14.11.2025, and 13.02.2026 in respect of these meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

(e) Disclosure of relationships between directors inter-se

Mr. Gangesh Khaitan, Whole Time Director of the company is related to Mr. Anshuman Khaitan, Managing Director.

(f) Number of shares and convertible instruments held by non- executive directors;

As of March 31, 2026, none of the Non-Executive Directors of the Company held any shares or convertible instruments.

Independent Director

As stipulated under Section 149 read with Schedule IV of the Companies Act, 2013 pertaining to the Code for Independent Directors and Regulation 25(3) of the Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on 13th February, 2026.

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions of Independent Directors and also the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) read with Para C of Schedule V of the Listing Regulations.

3. Audit Committee

Keeping in view the provisions of section 177 of the Companies Act, 2013 and the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the terms of reference of the Audit Committee include the following:

Statutory audit, internal audit, reporting and other aspects:

- The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial information.
- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- Reviewing the Management Discussion & Analysis of financial and operational performance.
- Reviewing with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- Review the adequacy and effectiveness of the company's system and internal control.
- Evaluation of internal financial controls and risk management systems.
- To review the functioning of the Whistle Blower mechanism.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Discussion with internal auditors of any significant findings and follow up there on.
- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
- To grant approval for related party transactions which are in the ordinary course of business and on an arms length pricing basis and to review and approve such transactions subject to the approval of the Board.



Composition of Audit Committee and attendance of each Director during the meetings held in financial year 2025-26 are given below:

Name of Director	Designation	Nature of Directorship	Attendance
Mr. Pulak Wardhan Jain	Chairman	Independent Non Executive	4
Ms. Deeksha Rathour	Member	Independent Non Executive	4
Mr. Raghvendra Gupta	Member	Executive	4

All the members of the Audit Committee are financially literate.

The Audit committee met four times during the year on 30.05.2025, 11.08.2025, 14.11.2025, and 13.02.2026.

4. Nomination and Remuneration Committee:

The terms of reference of the committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

The details of the composition of the Remuneration Committee are as under:

Name of Director	Designation	Nature of Directorship	Attendance
Mr. Pulak Wardhan Jain	Chairman	Independent Non Executive	2
Ms. Deeksha Rathour	Member	Independent Non Executive	2
Mr. Gangesh Khaitan	Member	Executive	2

No. of Meetings held during the year:

During the year the Committee had 2 meetings i.e. on 11.08.2025 and 13.02.2026.

Remuneration to Directors

The remuneration paid to Directors for the year ended 31st March 2026 is as follows:-

Non-Executive/Independent Directors:

Name of Director	Designation	Relationship with other Directors if any	Sitting fees (in Rs.)	Commission	Total (in Rs.)
Mr. Pulak Wardhan Jain	Non Executive Independent	-	20,000	-	20,000
Ms. Deeksha Rathour	Non Executive Independent	-	20,000	-	20,000

Executive Director, Managing Director and Whole Time Director:

(Rs. in Lakhs)

Name of Director	Designation	Relationship with other Directors if any	Salary & Allowances	Commission	Perquisites and other benefit	Total
Mr. Anshuman Khaitan	Managing Director	Relative of Mr. Gangesh Khaitan	90.00	0.00	7.20	97.20
Mr. Gangesh Khaitan	Whole Time Director	Relative of Mr. Anshuman Khaitan	90.00	0.00	7.20	97.20
Mr. Raghvendra Gupta	Director cum CFO	Not related	10.14	0.00	0.96	11.10

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee performs following functions:

- Transfer/Transmission of shares
- Issue of Duplicate Share Certificates.
- Review of Share dematerialization and rematerialization.
- Monitoring the expeditious Redressal of Investor Grievances.
- Monitoring the performance of company's Registrar & Transfer Agent.
- All other matters related to the shares.

The Committee comprises of the following persons:

Name of Director	Designation	Nature of Directorship	Attendance
Mr. Pulak Wardhan Jain	Chairman	Independent Non Executive	6
Ms. Deeksha Rathour	Member	Independent Non Executive	6
Mr. Gangesh Khaitan	Member	Executive	6



The Meetings of the committee were held on 14.04.2025, 21.04.2025, 11.08.2025, 10.11.2025, 17.11.2025, and 13.02.2026.

Mr. Rajeev Kumar, the Company Secretary & Compliance Officer of the Company is nominated for this purpose. He looks into the investors' grievances and supervises and co-ordinates with M/s MAS Services Limited, Registrar & Transfer Agent of the Company for redressal of investor's grievances. Every quarter the Company publishes the status of the complaint received and their respective redressal.

The shares are compulsorily traded in demat mode which effects automatically through NSDL/CDSL. The approval of the Company is required for transfer/transmission/name change/duplicate of shares which are in physical mode. As on 31st March 2026 no share transfer request was pending. All the share transfers and other requirement have been completed during the year in the stipulated time period.

During the year, the Company received 1 (One) complaint from the investors and the same has been resolved during the same quarter. The Committee expressed satisfaction with the Company's performance in dealing with the investor grievances.

INDEPENDENT DIRECTORS' MEETING:

During the year under review, the Independent Directors met on 13.02.2026 inter alia to discuss:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

Disclosures

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. In accordance with requirement of Companies Act as well as listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance.

Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

a) Compliance Officer

Mr. Rajeev Kumar, Company Secretary, is the Compliance Officer of the Company. However Mr. Rajeev Kumar has tendered resignation from the post of Company Secretary & Compliance Officer of the Company with effect from 15th April, 2026 and Mrs. Nidhi Gupta has been appointed as the Company Secretary & Compliance Officer of the Company with effect from 16th April, 2026.

7. General Body Meeting

A. Annual General Meetings

Location, date and time of the Annual General Meeting held during the preceding three years are as follow:

Year	Location	Date	Time
2022-23	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	22 nd September 2023	1:00 P.M.
2023-24	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	24 th September 2024	10:30 A.M.
2024-25	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	18 th September 2025	12:00 P.M.

POSTAL BALLOT:

During the year, there was no resolution was passed through Postal Ballot.

B. Extra Ordinary General Meetings:

During the year under review, the Company has not conducted any Extra Ordinary General Meeting.

8. CEO/CFO Certification: Certification of matters stated in Regulation 17(8) of the Listing Regulations is not applicable to the Company after keeping in view the exemption provided under reg. 15(2) of SEBI (LODR) Reg. 2015.

**9. Means of Communication**

- The Quarterly Un-audited Financial Results and Annual Financial Results are published in national newspapers, i.e. Pioneer Newspaper, Hindi/English.
- SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES.
- The Company has its own web site <http://www.rampurfert.com> where other information about the Company is available.
- The Company keeps on updating its website to provide comprehensive relevant information. The Company believes that all the stakeholders should have access to adequate information about the Company and in today's electronics age website is the best media for such dissemination of information. All information, which could have a material bearing on the share prices, is released at the earliest.
- The Company has not made any formal presentations to the institutional investors or to the analysts during the year.

10. General Shareholders Information:**(a) Annual General Meeting:****Date:** Wednesday, 30th September, 2026**Time:** 12:00 P.M.**Venue:** Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").**(b) Financial Calendar**

-Financial Year	: 1st April to 31st March
-Financial Reporting for first Quarter Result	: 1st/2nd Week of August,
-Financial Reporting for second Quarter Result	: 1st/2nd Week of November
-Financial Reporting for third Quarter Result	: 1st/2nd Week of February
-Financial Reporting for fourth Quarter Result	: 4th Week of May.
-Annual General Meeting for the year ending March 31, 2026	: September 2026.

- Book Closure Period:** Thursday, 24th September 2026 to Wednesday, 30th September, 2026 (Both days inclusive) for the purpose of AGM.

- Stock Exchange:** The equity shares of the Company are listed with following Stock Exchange:

S.No.	Location	Trading symbol / Script code	Demat ISIN NO. in NSDL/ CDSL for Equity Shares
1	Metropolitan Stock Exchange of India Ltd., Mumbai (MSE)	RAMPURFERT	INE671X01012
2	Calcutta Stock Exchange Ltd., Kolkata (CSE)	10028389	

(e) Market Price Data

The Pr. Close price at MSE is Rs. 11.95.

Monthly high and low price is not available.

- Dematerialisation of Shares:** The Company has signed a tripartite agreement with NSDL, CDSL to provide for the trading of the shares in dematerialised form.

- Registrar & Share Transfer Agents:** MAS Services Limited, T-34, IIInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, Phone No.:+91-11-26387281, 82, 83, Fax no.:+91-11-26387384, E-mail: investor@masserv.com, Web: www.masserv.com

- Share Transfer system:** The Company's Shares are traded at the Stock Exchanges in demat mode.

(i) Shareholding Pattern as on 31.03.2026

S.No.	Type of Shareholders	No. of Shareholders	No. of Shares%
1	Promoter Group (Directors & their relatives, Group Companies)	11	58.43
2	Financial Institutions / Banks	19	2.98
3	Body Corporates	217	3.00
4	NRI's/Others	1826	2.92
5	General Public	33609	32.67
	Total	35682	100.00%

(j) Distribution of Shareholding (As on 31-03-2026)

RAMPUR FERTILIZERS LTD.					
Distribution schedule as on 31/03/2026					
Nominal value of each share - Rs. 10/-					
No of sh holders	% To total	Shareholding of nominal value of Rs	No of share	Amount in Rs.	% to total
35510	99.517	1 TO 5000	1613665	16136650	32.611
95	0.266	5001 TO 10000	65346	653460	1.320



RAMPUR FERTILIZERS LTD.					
Distribution schedule as on 31/03/2026					
Nominal value of each share - Rs. 10/-					
No of sh holders	% To total	Shareholding of nominal value of Rs	No of share	Amount in Rs.	% to total
40	0.112	10001 TO 20000	55426	554260	1.120
8	0.022	20001 TO 30000	18210	182100	0.368
5	0.014	30001 TO 40000	17661	176610	0.356
4	0.011	40001 TO 50000	18206	182060	0.367
5	0.014	50001 TO 100000	37693	376930	0.761
15	0.042	100001 AND ABOVE	3121955	31219550	63.093
35682	100	TOTAL	4948162	49481620	100.000
Total Share Holders In NSDL		534	TOTAL SHARES IN NSDL		3091631
Total Share Holders In CDSL		197	TOTAL SHARES IN CDSL		15315
Total Share Holders In PHY		34988	TOTAL SHARES IN PHY		1841216
TOTAL SHARE HOLDERS		35719	TOTAL SHARES		4948162
37 Shareholders are common in Demat & Pyhsical					

(k) Office/Plant Locations:

Registered & Corporate Office: Judges Bareilly Road, Rampur-244901 U.P. Tele: 0595-4050054, 2352028, Email: info@rampurfert.com, Website: <http://www.rampurfert.com>

Plant Locations: Rampur Fertilizers Ltd., Judges Bareilly Road, Rampur-244901 U.P.

(l) Address for Investors' Correspondence: For any assistance regarding share transfer, transmissions, change of address, non-receipt of dividend or any other query relating to shares, please write to: MAS Services Limited, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, Phone No.: +91-11-26387281, 82, 83, Fax no.: +91-11-26387384, E-mail: investor@masserv.com, Web: www.masserv.com

The shareholders may address their communications / suggestions/ grievances/ queries to:

Mrs. Nidhi Gupta, Company Secretary and Compliance Officer Rampur Fertilizers Ltd., Judges Bareilly Road, Rampur-244901 U.P. Tele: 0595-4050054, 2352028, Email: rkumar@rampurfert.com.

(m) Credit Rating: The Company has neither applied nor obtained credit rating during the year.**(n) Details of Non-Compliance**

There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority.

(o) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

- number of complaints filed during the financial year : NIL
- number of complaints disposed of during the financial year : NIL
- number of complaints pending as on end of the financial year : NIL

(p) Disclosure about Directors being appointed/ re-appointed: The brief resume and other information required to be disclosed under this section is provided in the Notice of the Annual General Meeting.**(q) Management Discussion & Analysis Report :** Management Discussion and Analysis Report is set out as separate section of the Board's Report which forms part of the Annual Report.**(r) The provisions of Regulations 12, 13, and 17 to 27 and para C, D and E of Schedule V and Clause (b) to (i) of sub regulation 2 of Regulation 46 of the Listing Regulations, with regard to Corporate Governance, are not applicable to the Company under regulation 15 (2) of SEBI (LODR) Reg. 2015.****NON-MANDATORY REQUIREMENTS**

- Chairman of the Board:** The Company has an executive Chairman and the re-imbursement of expenses to executive Chairman Nil.
- Remuneration Committee:** A remuneration committee comprising one executive and two independent Directors is functioning in the Company.
- Shareholder Rights:** The financial performance of the Company is well published.
- Audit Qualifications:** The Auditors Report does not contain any qualifications to the accounts.

For & On behalf of the Board of
Rampur Fertilizers Limited
Sd/-

Anshuman Khaitan
Managing Director
DIN No. : 00606546

Date: 24th August, 2026

Place: Rampur

**Independent Auditor's Report****THE MEMBERS OF
RAMPUR FERTILIZERS LIMITED
Report on the Audit of Ind AS Standalone Financial Statements****Opinion**

We have audited the accompanying Ind AS Standalone financial statements of **RAMPUR FERTILIZERS LIMITED** ("the Company"), which comprise the Standalone Balance Sheet as at **31/03/2026**, the Standalone Statement of Profit and Loss, (including Other Comprehensive Income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to the following matters in the Notes to the financial statements:

The company has not followed the requirements of Ind AS 109 Financial Instruments with respect to the classification of financial instruments, and impairment thereof. Due to this, we are unable to comment on the correctness of financial instruments as recognised and presented in the financial statements. We are also unable to ascertain the financial impact of such non-compliance of Ind AS 109 due to lack of information provided to us by the management.

The Company's shareholding in A K Buildmart Private Limited from 48.40% to 2.85% during the year pursuant to further issuance of equity shares by A K Buildmart Private Limited. Consequently, the Company ceased to have significant influence over A K Buildmart Private Limited with effect from 27 March 2026 and the retained investment has been reclassified and remeasured in accordance with applicable Indian Accounting Standards. The resultant impact arising therefrom has been recognized in the Statement of Profit and Loss during the year.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current financial year. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Revenue Recognition**Key audit matter description**

There are significant accounting judgements in estimating revenue to be recognised on contracts with customers, including estimation of costs to complete. The Group recognizes revenue when performance obligation is fulfilled once the customer obtains the control over asset. The recognition of revenue is therefore dependent on estimates in relation to total estimated costs of each such contract. Significant judgements are involved in determining the expected losses, when such losses become probable based on the expected total contract cost. Cost contingencies are included in these estimates to take into account specific risks of uncertainties or disputed claims against the Group, arising within each contract. These contingencies are reviewed by the Management on a regular basis throughout the life of the contract and adjusted where appropriate. The revenue on contracts may also include variable consideration (variations and claims). Variable consideration is recognised when the recovery of such consideration is highly probable.

Principal Audit Procedures

Our audit procedures related to the (1) identification of distinct performance obligations and fulfilment thereof, (2) evaluation of the process for estimation of costs to complete, (3) evaluation of implications of change orders on costs estimates of costs to complete and revenue, and (4) evaluation of any variable consideration included the following:

- We tested the effectiveness of controls relating to the (a) evaluation of performance obligations and identification of those that are distinct; (b) estimation of costs to complete each of the performance obligations including the contingencies in respect thereof, as work progresses and the impact thereon as a consequence of change orders; (c) the impact of change orders on the transaction price of the related contracts; and (d) evaluation of the impact of variable consideration on the transaction price.
- We selected a sample of contracts with customers and performed the following procedures:
 1. Obtained and read contract documents for each selection, change orders, and other documents that were part of the agreement;
 2. Identified significant terms and deliverables in the contract to assess management's conclusions regarding the (i) identification of distinct performance obligations; (ii) changes to costs to complete as work progresses and as a consequence of change orders; (iii) the impact of change orders on the transaction price; and (iv) the evaluation of the adjustment to the transaction price on account of variable consideration;
 3. Compared costs incurred with Group's estimates of costs incurred to date to identify significant variations and

evaluated whether those variations have been considered appropriately in estimating the remaining costs to complete the contract; and

4. Tested the estimate for consistency with the status of delivery of milestones and customer acceptance to identify possible delays in achieving milestones, which require changes in estimated costs or efforts to complete the remaining performance obligation.

Impairment of non-financial assets

Key audit matter description

As per the requirements of Ind AS 36, the Group assesses at the end of every reporting period, whether there is any indication that cash generating unit (CGU) may be impaired. If any such indication exists, the Group estimates the recoverable amount of the CGU. The determination of recoverable amount being value-in-use involves significant estimates, assumptions and judgements of the long-term financial projections. During the year, the Group has evaluated its impairment assessment with respect to the identified CGU. Impairment of assets is a key audit matter considering the significance of the carrying value, estimations and the significant judgement involved in impairment assessment.

Principal Audit Procedures

Our audit procedures related to forecasts of future traffic, revenue, free cash flows generated, selection of the method for estimating recoverable value and discount rate for the entity included the following:

- We tested the effectiveness of controls over forecasts of future revenue, free cash flows and selection of the discount rate;
- We evaluated the reasons for variation between the management's previous estimate of revenue and cash flow forecasts and obtained our understanding of the manner in which revised forecasts were obtained;
- We evaluated the reasonableness of the methodology and discount rate by testing the source information underlying the determination of the discount rate and mathematical accuracy of the calculations; and
- We performed a sensitivity analysis on the discount rate to assess the extent of change in discount rate that would be required for the CGU to be impaired

Revenue Recognition

The Company's revenue from operations has increased significantly during the current year by approximately 150% as compared to the previous year. Considering the materiality of revenue transactions and the presumed risk of fraud in revenue recognition under auditing standards, revenue recognition was considered to be a Key Audit Matter. The risk primarily relates to the occurrence of revenue transactions, appropriateness of cut-off procedures, and recognition of revenue in the correct accounting period.

Our audit procedures included, among others, evaluation of the design and operating effectiveness of internal controls relating to revenue recognition, testing of sales transactions on a sample basis with supporting documents such as invoices, dispatch documents and customer acknowledgements, performing year-end cut-off testing, and analytical review procedures to assess the reasonableness of the significant increase in revenue during the year.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the Standalone financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information, compare with the financial statements of the joint operations, subsidiaries, joint ventures and associates audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the joint operations, subsidiaries, joint ventures and associates, is traced from their financial statements audited by the other auditors.

If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Standalone financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Standalone financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Standalone financial statements.
 - (d) In our opinion, the aforesaid Standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Company as on March 31, 2026 taken on record by the Board of Directors of the Company, none of the directors of the companies, is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us,



the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company have following litigation which would impact its financial position;

S. No.	Party	Pending at	Amount
1	K C Sharma	Labour Court, Allahabad	Rs. 15 Lacs Approx
2	U V Singh	Labour Court, Allahabad	Rs. 15 Lacs Approx

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to Investor Education and Protection Fund by the Company.
- iv. a) The Managements has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The Managements has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company, from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- v. No dividend was declared or paid during the year by the company.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. (Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention).

Place: Noida
Date: 23/05/2026

For A P T & Co LLP
Chartered Accountants
Firm Reg. No: 014621C/N500088

Dilip Kumar Singh
Partner
M. No: 523877
UDIN: 26523877FFPOXO9251

ANNEXIRE A REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026
RAMPUR FERTILIZERS LIMITED (THE COMPANY)

- i In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The company does not have intangible assets;
- b) All the assets of the company were physically verified by the management at reasonable intervals. We have been informed that no material discrepancies have been noticed on such physical verification.
- c) According to the information & explanations given to us and on the basis of our examination of records of the company, the title deeds of the immovable properties are held in the name of company.
- d) The Company has not revalued its Property, Plant and Equipment (Including of use assets) and intangible assets during the period.



- e) No proceeding has been initiated during the period or are pending against the company as at March 31, 2026 for holding any benami property under the benami transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. a) The Inventory has been physically verified during the year by the management except for inventories in transit aggregating to Rs.42,68,377/- as on 31st March, 2026. In our opinion, the frequency of verification, coverage and procedure of such verification is reasonable and appropriate. No Material discrepancies were noticed on verification between physical stock and book records.
- b) The Company has not been sanctioned working capital limits in excess of Rs. 5 Crore. In aggregate, at any points of time during the period. From banks or Financial institutions on the basis of security of current assets and hence Reporting under clause 3(ii)(b) of the order is not applicable.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company has not provided any guarantee or security or granted any secured loans or secured or unsecured advances in the nature of loans, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, paragraph 3 (iii)(a), (b), (c), (d), (e) & (f) are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of Act. Accordingly, provisions of stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public and consequently, the directives issued by the Reserve Bank of India and the provisions of the Section 73 and 76 or other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the company. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, in respect of its manufactured goods and services provided by it and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- vii. In respect of statutory dues;
 - a) According to the records of the Company, the Company is regular in depositing with appropriate authorities statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess, GST and other statutory dues wherever applicable to it. No amounts, payable in respect of the Statutory dues as mentioned above were outstanding as at March 31, 2026 for a period of more than six months from the date they became payable.
 - b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Custom Duty, Cess and Excise Duty which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- ix. (a) According to the information and explanations given to us, the company has not defaulted in repayment of loan or borrowing to a financial institution, bank, government or due to debenture holders.
- (b) The Company has not declared willful defaulter by any bank or financial institution or other lender.
- (c) The Company has not applied for any term loans for the purpose for which the loans were obtained.
- (d) On overall examination of the financial statements of the company, funds raised on short term basis have not been utilized for long term purpose.
- (e) On overall examination of the financial statements of the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has no raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) The Company did not raised any money by way of initial public offer/further public offer (including debt instruments) and term loan during the years or any debt instrument during the year. Accordingly, the paragraph 3(x) (a) of the order is not applicable.
- (b) The Company has not made preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, the paragraph 3(x) (b) of the order is not applicable.
- xi. (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company.
- (b) we have not come across of any instance of material fraud by the Company during the course of audit of the standalone financial statement for the year ended March 31, 2026, accordingly the provisions stated in paragraph xi0(b) of the Order is not applicable to the Company.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while



- determining the nature, timing and extent of audit procedures.
- xii. In our opinion and according to the information & explanations given to us, the company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order are not applicable to the company:
 - xiii. According to the information and explanations given to us and based on our examination of the records of the company, all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 Where applicable and details of such transactions have been disclosed in the financial statements as required by applicable accounting standards.
 - xiv. (a) The Company has an adequate internal audit system commensurate with the size and nature of its business.
(b) We have Considered the Internal Audit reports issued by internal auditors during our audit.
 - xv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
 - xvi. a) In our opinion, Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi)(a) of the Order are not applicable to the Company.
b) Accordingly to the information and explanations give to us and based on our examination of the record of the company, the company has not conducted any non-banking financial or housing finance activities without a valid certificate of registration (CoR) from the reserve bank of india as per the Reserve Bank of India Act,1934. Accordingly, this clause of order is not applicable.
c) In our opinion and accordingly to the information and explanations given to us, the company is not a core investment company, Accordingly this clause 3(xvi)© of the Order is not applicable.
d) The Company had one associate namely A K Buildmarts Private Limited till 27 March 2026, pursuant to dilution of its shareholding from 48.40% to 2.85% due to further issue of shares by the said entity. Consequently, the said company ceased to be an associate from 27 March 2026.
Based on the information and explanations provided to us, neither the Company nor the aforesaid entity is required to be registered as a Core Investment Company (CIC) under the regulations of the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)© of the Companies (Auditor's Report) Order, 2020 is not applicable.
 - xvii. The company has not incurred any cash losses in the financial year.
 - xviii. During the financial year, there has been no change in the Statutory Auditor of the Company. The existing auditor has continued to hold office in accordance with the provisions of the Companies Act, 2013.
 - xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
 - xx. According to the information and expiations given to us, provisions of Section 135 of the Act are applicable to the company. The Company has not made any contributions during the year and there are no unspent amounts which are required to be transferred to the special account as on the date of our audit report. Accordingly, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the company.
 - xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

Place: Noida
Date: 23/05/2026

For A P T & Co LLP
Chartered Accountants
Firm Reg. No: 014621C/N500088

Dilip Kumar Singh
Partner
M. No: 523877
UDIN: 26523877FFPOXO9251

Annexure B to the Independent Auditor's Report

Referred to in Paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date on the Financial Statements of **RAMPUR FERTILIZERS LIMITED**

Report on the internal financial controls over financial reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **RAMPUR FERTILIZERS LIMITED** ("the



Company”) as at March 31, 2026, which is based on criteria established in internal control- Integrated framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria) in conjunction with our audit of the Ind AS standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting with reference to the financial statement.

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting with reference to the financial statement.

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations give to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Noida
Date: 23/05/2026

For A P T & Co LLP
Chartered Accountants
ICAI Firm Regn No. : 014621C/N500088

Dilip Kumar Singh
Partner
M. No: 523877
UDIN: 26523877FFPOXO9251



RAMPUR FERTILIZERS LIMITED
CIN : L15136UP1988PLC010084
Standalone Balance Sheet as at 31st March 2026

(Rs. in Hundred)

	Particulars	Note No.	As at 31st March 2026	As at 31st March 2025
I.	ASSETS			
(1)	Non-current assets			
	(a) Property, Plant & Equipment	2	810,772.21	782,616.97
	(b) Capital Work in Progress			
	(c) Financial Assets			
	i. Investments	3(a)	302,246.71	254,790.46
	ii. Trade Receivables	5(a)	-	-
	iii. Loans	3(b)	-	-
	iv. Other Financial Assets	3(c)	17,616.65	193,510.38
	(d) Deferred tax Asset (Net)		-	-
	Total Non-Current Assets		1,130,635.57	1,230,917.81
(2)	Current assets			
	(a) Inventories	4	992,716.40	324,266.98
	(b) Financial Assets			
	i. Trade receivables	5(a)	79,465.32	117,877.15
	ii. Cash and cash equivalents	5(b)	94,788.65	69,310.66
	iii. Current Tax Assets (Net)	5(c)	66,753.39	4,109.59
	iv. Other Current Assets	5(d)	241,561.81	99,393.74
	Total Current Assets		1,475,285.57	614,958.13
	TOTAL ASSETS		2,605,921.14	1,845,875.94
II.	EQUITY AND LIABILITIES			
(1)	EQUITY			
	(a) Equity Share Capital	6	494,816.20	494,816.20
	(b) Other Equity			
	i. Reserves and Surplus	7	1,566,601.46	995,566.88
	Total Equity		2,061,417.66	1,490,383.08
(2)	Non-current liabilities			
	(a) Financial Liabilities			
	i. Borrowings	8	275,368.02	165,379.40
	ii. Trade Payables			
	(A) total outstanding dues of micro enterprises and small enterprises.		-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises	10(a)	8,119.56	8,119.56
	(b) Provisions	9	78,420.30	87,379.97
	(c) Deferred tax liabilities (Net)		6,402.38	7,263.00
	Total Non-current Liabilities		368,310.26	268,141.93
(3)	Current Liabilities			
	(a) Financial Liabilities			
	i. Trade Payables	10(a)		
	(A) total outstanding dues of micro enterprises and small enterprises.		-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		121,317.11	30,442.88
	ii. Other current liabilities	10(b)	34,834.38	38,638.94
	iii. Short Term Provisions	10(c)	20,041.73	18,269.11
	Total Current Liabilities		176,193.22	87,350.93
	Total Liabilities		544,503.48	355,492.86
	TOTAL EQUITY AND LIABILITIES		2,605,921.14	1,845,875.94

Notes referred above form an integral part of the Balance Sheet.

As per our separate report of even date attached.

Place : Noida
Dated : 23/05/2026

For APT & COLLP
Chartered Accountants
Firm Registration No. 014621C/N500088

Dilip Kumar Singh
(Partner)
M. No. 523877

Nidhi Gupta
Company Secretary
ACS - A68881

Raghvendra Gupta
Director cum CFO
DIN: 09694135

Anshuman Khaitan
Managing Director
DIN : 00606546

Gangesh Khaitan
Whole Time Director
DIN : 00798110



RAMPUR FERTILIZERS LIMITED
CIN : L15136UP1988PLC010084
Standalone Statement of Profit and Loss for the year ended on 31st March 2026

(Rs. in Hundred)

	Particulars	Note No.		As at 31st March 2026		As at 31st March 2025
I.	Revenue from operations	12		5,573,841.43		2,173,509.24
II.	Other Income	13		32,197.06		26,258.77
III.	Total Income (I + II)			5,606,038.49		2,199,768.01
IV.	Expenses :					
	Cost of materials consumed	14		4,188,927.65		1,514,120.35
	Changes in inventories	15		(95,823.73)		(45,618.16)
	Employee Benefits Expenses	16		444,941.47		368,186.90
	CSR Expenses			-		-
	Finance cost	17		16,770.72		10,512.01
	Depreciation and amortization expense	2		84,825.80		83,409.73
	Other expenses	18		385,915.95		289,832.79
	Total Expenses			5,025,557.86		2,220,443.61
V.	Profit before Exceptional items and Tax (III - IV)			580,480.63		(20,675.60)
VI.	Exceptional items (net) (expenses) / income			-		-
VII.	Profit before tax (V - VI)			580,480.63		(20,675.60)
VIII.	Tax Expense			860.62		(9,598.00)
	(1) Earlier Year IT		-	-	-	-
	(2) Current Tax		-	-	-	-
	(3) Deferred tax		860.62	(9,598.00)		
IX.	Profit for the period (VII - VIII)			581,341.25		(30,273.60)
X.	Other Comprehensive Income					
	(I) Items that will not be reclassified to Profit & Loss	13(a)	(10,306.67)	(27,720.59)		
	(II) Income Tax Effect		-	-		
	Total other comprehensive income / (loss) (net of tax)			(10,306.67)		(27,720.59)
XI.	Total Comprehensive Income for the Period (IX+X) comprising profit(loss) and other comprehensive income for the period			571,034.58		(57,994.18)
XII.	Earning per equity share					
	(1) Basic			11.75		(0.61)
	(2) Diluted			11.75		(0.61)

Notes referred above form an integral part of the Profit and loss statement.
As per our separate report of even date attached.

Place : Noida
Dated : 23/05/2026

For APT & COLLP
Chartered Accountants
Firm Registration No. 014621C/N500088

Dilip Kumar Singh
(Partner)
M. No. 523877

Nidhi Gupta
Company Secretary
ACS - A68881

Raghvendra Gupta
Director cum CFO
DIN: 09694135

Anshuman Khaitan
Managing Director
DIN : 00606546

Gangesh Khaitan
Whole Time Director
DIN : 00798110


RAMPUR FERTILIZERS LIMITED
CIN : L15136UP1988PLC010084
STANDALONE STATEMENT OF CASH FLOW FOR THE PERIOD ENDED ON 31ST MARCH 2026
(Amount in Hundred)

<i>Particulars</i>		<i>Current Year</i>	<i>Previous Year</i>
Cash Flow from Operating activities			
Net Profit before Tax & extra ordinary items		570,173.96	(48,396.18)
Adjustment for			
Depreciation		84,825.80	83,409.73
Loss/(Profit) on sale of Fixed Assets		-	1,905.65
Loss/(Profit) on sale of Investments		-	-
Interest Expenses		16,770.72	10,512.01
Long Term Provision		(8,959.67)	33,728.23
Interest Received		(5,230.97)	(4,737.30)
Operating Profit Before working capital change		657,579.84	76,422.14
Adjustment for change in			
Inventories		(668,449.42)	(80,123.27)
Current Tax Assets (Net)		(62,643.80)	976.50
Other Current Assets		(142,168.07)	(78,713.84)
Trade and other receivables		38,411.83	(49,906.79)
Trade Payable		90,874.23	11,147.34
Other current liabilities		(3,804.56)	(2,855.29)
Short Term Provisions		1,772.62	841.13
Trade and other receivables		-	-
Trade Payable		-	-
Cash generated from operating activities		(88,427.33)	(122,212.09)
Income Tax(Paid)/Refund		-	-
Net cash flow from operating activities (A)		(88,427.33)	(122,212.09)
Cash flow from investing activities			
Interest received		5,230.97	4,737.30
Investments		(47,456.25)	(86,954.28)
Purchase of Investments		-	-
Purchase of fixed assets		(112,981.04)	(2,661.46)
Sale of Fixed Assets (Capital work-in-progress)		-	14,000.00
Other Financial Assets		175,893.73	170,948.91
Loans and Advances		-	-
Net cash flow from investing activities (B)		20,687.41	100,070.47
Cash Flow from financing activities			
Increase(Decrease) in long term borrowing		109,988.62	162,551.65
Interest paid		(16,770.72)	(10,512.01)
Net cash flow from financing activities (C)		93,217.90	152,039.64
Net Increase/(decrease) in cash and cash equivalents (A+B+C)		25,477.98	129,898.02
Cash and Cash equivalents at the beginning of the year		69,310.66	(60,587.36)
Cash and Cash equivalents at the end of year		94,788.65	69,310.66

- The company has followed indirect method while preparing the cash flow statement as per IND AS-7 issued by ICAI notified under Companies (Indian Accounting Standards) Rules, 2015.
- There were no non-cash changes in relation to liabilities arising from financing activities during financial years.
- Cash & Cash Equivalents comprise**

	<i>Current Year</i>	<i>Previous Year</i>
Cash in Hand	2,143.94	3,679.24
Balance with Banks	98,316.79	66,761.58
Imprest Account	(5,672.08)	(1,130.16)
	94,788.65	69,310.66

Place : Noida
Dated : 23/05/2026

For APT & CO LLP
Chartered Accountants
Firm Registration No. 014621C/N500088

Dilip Kumar Singh
(Partner)
M. No. 523877

Nidhi Gupta
Company Secretary
ACS - A68881

Raghvendra Gupta
Director cum CFO
DIN: 09694135

Anshuman Khaitan
Managing Director
DIN : 00606546

Gangesh Khaitan
Whole Time Director
DIN : 00798110


STANDALONE STATEMENT OF CHANGES IN EQUITY AS ON 31ST MARCH, 2026
A. Equity Share Capital
For the year ended 31st March, 2025
(Amount in Hundred)

	Balance at the end of the reporting period i.e. 1st April, 2024	Changes in equity share capital during the year 2024-25	Balance at the end of the reporting period i.e. 31st March, 2025
Amount of Share Capital	494,816.20	-	494,816.20
No of Shares	4,948,162	-	4,948,162

For the year ended 31st March, 2026
(Amount in Hundred)

	Balance at the end of the reporting period i.e. 1st April, 2025	Changes in equity share capital during the year 2025-26	Balance at the end of the reporting period i.e. 31st March, 2026
Amount of Share Capital	494,816.20	-	494,816.20
No of Shares	4,948,162	-	4,948,162

B. Other Equity
For the year ended 31st March, 2025

Particulars	Reserves and Surplus				
	Retained Earnings	Securities Premium	General Reserve	Capital Reserve	Total
Balance as at 01.04.2024	422,870.64	551,256.15	243,120.00	12,499.62	1,229,746.41
<i>Profit/ (Loss) for the year</i>	(30,273.60)	-	-	-	(30,273.60)
<i>Other Comprehensive Income</i>	(27,720.59)	-	-	-	(27,720.59)
Balance as at 31.03.2025	364,876.46	551,256.15	243,120.00	12,499.62	1,171,752.23

For the year ended 31st March, 2026

Particulars	Reserves and Surplus				
	Retained Earnings	Securities Premium	General Reserve	Capital Reserve	Total
Balance as at 01.04.2025	364,876.46	551,256.15	243,120.00	12,499.62	1,171,752.23
<i>Profit/ (Loss) for the year</i>	581,341.25	-	-	-	581,341.25
<i>Other Comprehensive Income</i>	(10,306.67)	-	-	-	(10,306.67)
Balance as at 31.03.2026	935,911.04	551,256.15	243,120.00	12,499.62	1,742,786.81

The accompanying notes form an integral part of the Financial Statements
As per our report of even date
For and on behalf of the Board
Place : Noida
Dated : 23/05/2026
For APT & COLLP
Chartered Accountants
Firm Registration No. 014621C/N500088
Dilip Kumar Singh
(Partner)
M. No. 523877
Nidhi Gupta
 Company Secretary
 ACS - A68881

Raghendra Gupta
 Director cum CFO
 DIN: 09694135

Anshuman Khaitan
 Managing Director
 DIN : 00606546

Gangesh Khaitan
 Whole Time Director
 DIN : 00798110

**NOTE 1 : MATERIAL ACCOUNTING POLICY INFORMATION****Company Overview**

RAMPUR FERTILIZERS LIMIED is a Public Limited Company having CIN: L15136UP1988PLC010084 firm having its registered office at Judges Bareilly road, Rampur, Uttar Pradesh, 244901. The Company was registered under the Goods and Serivces Tax under the State Uttar Pradesh with Registration No 09AABCR1778C1ZF. The Company was engated in the business of Manufacturing of Sulphuric Acid. These Standalone financial statements were approved by the Board of Directors and authorised for issue on 23rd May, 2026.

A. Basis of Preparation of Financial Statements**(i) Compliance with Ind AS**

These Standalone Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act 2013 (the Act)[Companies (Indian Accounting Standard) Rules 2015] and other relevant provisions of the Act.

(ii) Historical Cost Convention

The Standalone Financial Statements have been prepared on a historical cost basis, except for the following :

- a) certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value

New and amended Ind AS that are effective for the current year

On 31 March 2023, the Ministry of Corporate Affairs notified Companies (Indian Accounting Standards) Amendment Rules, 2023 amending the Companies (Indian Accounting Standards) Rules, 2015. The amendments come into force with effect from 1 April 2023, i.e., Financial Year 2023-24

- a. Amendments to Ind AS 1 Presentation of Financial Statements: These amendments require the companies to disclose in their financial statements ‘material accounting policies’ as against the erstwhile requirement to disclose ‘significant accounting policies’. The word ‘significant’ is substituted by ‘material’. Accounting policy information is material if, when considered together with other information included in company’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.
- b. Amendments to Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors—Definition of Accounting Estimates: The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. The definition of a change in accounting estimates was deleted.

B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

C. Property, Plant and Equipment

Property, Plant, & Equipment are stated at cost net of recoverable taxes , less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Property, Plant, & Equipment are capitalised.

D. Depreciation and Amortisation

Cost of leasehold land is amortised over the period of lease.

Depreciation has been provided as per the useful life specified in the schedule II of the Companies Act, 2013.

Residual value of the asset has been fixed by the management at 5% of the original cost of the asset and any shortfall in this account will be adjusted from retained earnings

E. Financial Instruments**(I) Financial Assets****i) Initial Recognition and Measurement**

All Financial Assets are initially recognized at fair value except for Trade Receivables which are accounted at transaction cost. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at Fair Value Through Profit or Loss, are adjusted to the fair value on initial recognition. Purchase and sale of Financial Assets are recognised using trade date accounting.

(II) Subsequent Measurement**i) Financial Assets measured at Amortised Cost (AC)**

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial Assets measured at Fair Value Through Profit or Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL.

Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under IndAS 109 – Financial Instruments

**iv) Investment in Associates**

The Company has accounted for its investments in associates at cost.

v) Other Equity Investments:

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'. However dividend on such Equity Investment are recognised in the Statement of Profit and Loss when the Company has rights to received is established.

F. Inventories

Items of inventories are measured at cost, comprising cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, process chemicals, stores and spares, packing materials, trading and other products are determined on cost basis.

G. Revenue Recognition

Revenue is measured based on the consideration (i.e., the transaction price) to which the company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The company recognises revenue when it transfers control of a product or service to a customer. The company considers the terms of the contract and its customary business practices to determine the transaction price. The nature, timing and amount of consideration promised by a customer affect the estimate of the transaction price.

Interest income is recognized basing on the effective interest method.

Dividends, are recognized at the time the right to receive is established

H. Employee Benefits

- Short-term employee benefits are recognised as an expense at the undiscounted amount in the Profit and Loss account of the year in which the related service is rendered.
- Post employment and other long term employee benefits are recognised as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is not recognised using actuarial valuation techniques.

I. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

J. Deferred Tax

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

6

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025**Note No - 2 - Property, Plant & Equipment**

S.No.	PARTICULARS	Life	Rate	GROSS BLOCK			DEPRECIATION			NET BLOCK	
				As at 31st March 2025	Addition/ (Deletion) during the year	As at 31st March 2026	As at 31st March 2025	During the year	Written Back (Deletion)	As at 31st March 2026	As at 31st March 2025
1	Leasehold Land			26,332.53		26,332.53	6,866.13	114.40	-	6,980.53	19,352.00
2	Factory Building	30	3.17%	718,078.43	-	718,078.43	316,015.90	624.52	-	316,640.42	401,438.01
3	Non Factory Building	30	3.17%	107,635.79	-	107,635.79	111,749.98	12,654.78	-	124,404.76	(16,768.97)
4	Plant & Machinery	8	11.88%	1,323,034.88	108,075.75	1,431,110.63	1,120,533.90	33,525.38	-	1,154,059.28	277,051.35
5	Furniture & Fittings	10	9.50%	37,166.33	305.08	37,471.41	20,312.17	2,365.82	-	22,677.99	14,793.42
6	Office Equipment	5	19.00%	37,292.95	1,813.41	39,106.36	30,914.97	2,148.32	-	33,063.29	6,043.07
7	Electrical Machinery & Equipment	10	9.50%	40,905.29	-	40,905.29	26,894.02	2,387.65	-	29,281.67	11,623.62
8	Vehicles	8	11.88%	190,070.09	-	190,070.09	107,370.53	22,159.52	-	129,530.05	60,540.04
9	Electric Installations	10	9.50%	117,011.27	-	117,011.27	99,826.63	2,249.86	-	102,076.49	14,934.78
10	Tubewell	15	6.33%	3,283.24	-	3,283.24	3,119.08	-	-	3,119.08	164.16
11	Workshop Equipments	15	6.33%	2,729.02	-	2,729.02	2,592.57	-	-	2,592.57	136.45
12	Refrigerators, Air conditioners & Safety Machines	5	19.00%	-	-	-	-	-	-	-	-
				33,746.34	2,136.80	35,883.14	23,563.09	4,542.98	-	28,106.07	7,777.07
13	Weigh Bridge & Weighing Machine	15	6.33%	28,307.34	-	28,307.34	16,581.93	1,336.59	-	17,918.52	10,388.82
14	Computer & Peripherals	3	31.67%	49,031.49	650.00	49,681.49	45,667.09	715.98	-	46,383.07	3,298.42
				2,714,624.97	112,981.04	2,827,606.01	1,932,007.99	84,825.80	-	2,016,833.79	810,772.21
											782,616.97

None of the any Property, Plant and Equipment revalued during the year.

Nidhi Gupta
Company Secretary
ACS - A68881

Raghvendra Gupta
Director cum CFO
DIN: 09694135

Anshuman Khaitan
Managing Director
DIN : 00606546

Gangesh Khaitan
Whole Time Director
DIN : 00798110

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2026**

NOTE '3(a)' : NON CURRENT INVESTMENTS A PORTFOLIO MANAGEMENT ACCOUNT <i>IIFL Special Opportunities Fund Series 5</i>	As at 31.3.2026			As at 31.3.2025		
	<i>QTY</i>	<i>RATE</i>	<i>AMOUNT</i>	<i>QTY</i>	<i>RATE</i>	<i>AMOUNT</i>
			-			8,948.85
TOTAL (A)			-			8,948.85
B QUOTED MUTUAL FUNDS						
<i>Edelweiss Balanced Advantage Fund-Reg GR</i>			-	-		4,292.66
<i>8878.298 Units ; Previous year : Nil Units)</i>						
<i>Franklin Templeton Mutual Fund</i>			-	-		4,435.15
<i>(32354.26 Units ; Previous year : Nil Units)</i>						
<i>SBI Contra Fund- Reg Plan Growth</i>			-	-		4,387.25
<i>(Nil Units ; Previous year : Nil Units)</i>						
<i>SBI Large & MidCap Fund Regular GR</i>			-	-		4,005.44
<i>(Units ; Previous year : Nil Units)</i>						
<i>Bandhan Small Cap Fund Reg (G)</i>		1,793.39		-		-
<i>(4266.632 Units ; Previous year : Nil Units)</i>						
<i>DSP Multi Assets Allocation Fund Reg(G)</i>		2,143.47		-		-
<i>(14018.677 Units ; Previous year : Nil Units)</i>						
<i>ICICI Pru Thematic Advantage Fund</i>		1,790.99		-		-
<i>(880.124 Units ; Previous year : Nil Units)</i>						
<i>Invesco India Large & Mid Cap Fund (G)</i>		1,727.37		-		-
<i>(1948.963 Units ; Previous year : Nil Units)</i>						
<i>Kotak Aggressive Hybrid (G)</i>		1,849.14		-		-
<i>(3164.115 Units ; Previous year : Nil Units)</i>						
<i>SBI Liquid Fund</i>		-		-		-
<i>(Nil Units ; Previous year : 3703.824 Units)</i>						
<i>SBI Magnum Midcap Reg Fund-G</i>						
<i>(31279.935 Units ; Previous year : Nil Units)</i>						
<i>SBI Nifty Index Fund Reg GR</i>						
<i>(29673.179 Units ; Previous year : Nil Units)</i>						
TOTAL (B)		9,304.36				17,120.50

<i>FMV</i>	9,304.36	26,069.35
<i>Cost of Purchase</i>	10,056.43	19,000.07
<i>Other Comprehensive Income / (Loss)</i>	<u>(752.07)</u>	<u>7,069.28</u>

UNQUOTED SHARES

C <i>Progressive Intermediary Pvt Ltd</i>		
<i>(1100000 Shares of Rs.10/- ; Previous year : 1100000 shares)</i>	2,750.00	2,750.00
<i>A K Buildmart Ltd-Merger</i>		
<i>(8467 Shares of Rs.10/- ; Previous year : 8467 Shares Rs.10/-)</i>	846.70	846.70
TOTAL (C)	3,596.70	3,596.70

DLF Limited (Property) (D)	289,345.65	225,124.41
TOTAL NON CURRENT INVESTMENTS (A+B+C+D)	<u>302,246.71</u>	<u>254,790.46</u>

There is no impairment in the value of investments

Notes to Financial statement for the year ended on 31st March 2026

3(b) Loans

S. No.	Particulars	As at 31st March 2026	As at 31st March 2025
		-	-
	Total	-	-

3(c) Other Financial Assets

1 Security deposits

Security A/C Bharti Infotel Ltd.	72.50	72.50
Security A/C BSES	150.00	150.00
Security A/C Cell Phone	135.00	135.00
Security Deposit with UPPCL (HYDEL)	6,675.00	6,675.00
Security Deposit with Hitachi Investment Co. Ltd.	2,000.00	2,000.00
Security Deposit (LPG Connection)	19.00	19.00
Security Deposit with Okhla Service Station, Delhi	150.00	150.00
Security Deposit with UP SSPMFG Association	1,000.00	1,000.00
Security Deposit HP Gas Pragati Flame	34.00	34.00
Security Deposit with Ramky Environ Eng. Kanpur	1,193.79	1,193.79
Security Deposit Noida Office	800.00	800.00
	12,229.29	12,229.29

2 Fixed Deposits

Fixed Deposit (PNB)	2,550.00	2,550.00
Fixed Deposit (ICICI Bank)	2,550.00	177,550.00
Interest Accrued on FD	287.36	1,181.09
	5,387.36	181,281.09

Total**17,616.65 193,510.38**

4 Inventories

Raw material	656,098.46	96,701.13
Work-in-progress	70,553.93	31,209.42
Stock-in-trade	94,869.22	38,390.00
Store and spares	128,511.02	129,922.57
Goods in Transit	42,683.77	28,043.86

Total**992,716.40 324,266.98**

Mode of valuation : At cost.

5(a) Trade receivables

Trade Receivables/ Debtors' Aging schedule- Current Year(Rupees in Hundred)						
Outstanding for the following periods						
Particulars	Less than 6mts	6 mts to 1 year	1-2 years	2-3 years	More than 3 yrs	Total
Undisputed Trade Receivables-Considered good	79,411.15	54.17	-	-	-	79,465.32
Undisputed Trade Receivables-Considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Considered good	-	-	-	-	-	-
Disputed Trade Receivables-Considered doubtful	-	-	-	-	-	-
Total	79,411.15	54.17	-	-	-	79,465.32



<i>Trade Receivables/ Debtors' Aging schedule- Previous Year(Rupees in Hundred)</i>						
<i>Outstanding for the following periods</i>						
<i>Particulars</i>	<i>Less than 6mts</i>	<i>6 mts to 1 year</i>	<i>1-2 years</i>	<i>2-3 years</i>	<i>More than 3 yrs</i>	<i>Total</i>
<i>Undisputed Trade Receivables-Considered good</i>	117,829.67	47.48	-	-	-	117,877.15
<i>Undisputed Trade Receivables-Considered doubtful</i>	-	-	-	-	-	-
<i>Disputed Trade Receivables-Considered good</i>	-	-	-	-	-	-
<i>Disputed Trade Receivables-Considered doubtful</i>	-	-	-	-	-	-
<i>Total</i>	117,829.67	47.48	-	-	-	117,877.15

S. No.	Particulars	As at 31st March 2026	As at 31st March 2025
5(b)	Cash and cash equivalents		
1	Balances with banks		
	PNB C/A No. 8098	10,598.24	6,842.29
	Federal Bank Delhi - 3964	2,811.73	282.28
	ICICI LTD, Delhi 4113	4,846.17	8,141.15
	ICICI Rampur ATM 2381	1,096.20	1,233.80
	ICICI Rampur Pay 2340	6,360.71	9,841.42
	ICICI Rampur Rec 2347	61,542.88	33,545.57
	ICICI Rampur Res 2348	9,939.17	3,797.85
	ICICI Bank 3033	1,121.69	3,077.22
	Total	98,316.79	66,761.58
2	Cash in hand		
	Cash :Delhi	359.56	159.31
	Cash:Rampur	1,784.38	3,519.93
	Total	2,143.94	3,679.24
3	Imprest	(5,672.08)	(1,130.16)
	Total	94,788.65	69,310.66
5(c)	Current Tax Assets (Net)		
	Advance Tax	15,000.00	-
	TDS & TCS (2024-25)	-	3,446.91
	TDS & TCS & Advance Tax (2025-26)	3,006.30	-
	IGST under Protest	-	662.68
	GST Receivable	48,747.09	-
	Total	66,753.39	4,109.59
5(d)	Other Current Assets		
	Advance Salary	640.00	841.19
	Prepaid Expenses	4,442.25	2687.48
	Advance to Supplier	236,479.56	95865.07
	Total	241,561.81	99,393.74


6 Equity Share Capital

<i>S. No.</i>	<i>Particulars</i>	<i>As at 31st March 2026</i>	<i>As at 31st March 2025</i>
1	Authorised Share Capital 5,000,000 Equity Shares of Rs. 10/- each	500,000.00	500,000.00
2	Issued Share Capital 4,948,162 Equity Shares of Rs. 10/- each	494,816.20	494,816.20
3	Subscribed and Paid-up Share Capital 4,948,162 Equity Shares of Rs. 10/- each	494,816.20	494,816.20
	Total	494,816.20	494,816.20
(a)	Reconciliation of No. of shares		
	Opening no. of shares	4,948,162	4,948,162
	Add: Issued during the year	-	-
	Closing no. of shares	4,948,162	4,948,162
(b)	Details of shareholders holding more than 5% share	(No. of shares)	
	Gangesh Khaitan	300632	300632
	Anshuman Khaitan	444184	444184
	Vedant Khaitan	477774	477774
	Aadra Integrated Support Services Pvt.Ltd	424755	424755
	Progressive Intermediary Pvt. Ltd.	490850	490850
	Total	2138195	2138195

c) During the immediately preceeding five years the company has not issued shares by way of Bonus

Shares or in pursuant of contract(s) without payment being received in cash

d) During the immediately preceeding five years the company has not bought back any share.

e) **Shareholding of promoters**

Promoter's Name	No of shares held at the end of current year	Percentage of total shares	Percentage change in the share- holding during the current year	No of shares held at the end of previous year	Percentage of total shares
Gangesh Khaitan	300,632	6.08		300,632	6.08
Madhushree Khaitan	3,533	0.07		3,533	0.07
Anshuman Khaitan	444,184	8.98		444,184	8.98
Vedant Khaitan	477,774	9.66		477,774	9.66
Gangesh Khaitan - HUF	242,298	4.90		242,298	4.90
Anvika Khaitan, UGO - Vedant Khaitan	100,000	2.02		100,000	2.02
Vassvi Khaitan, UGO - Vedant Khaitan	100,000	2.02		100,000	2.02
Rudrav Khaitan, UGO - Vedant Khaitan	100,000	2.02		100,000	2.02
"Aadra Integrated Support Services Pvt.Ltd"	424,755	8.58		424,755	8.58
Progressive Intermediary Pvt.Ltd	490,850	9.92		490,850	9.92
A K Buildmart Pvt. Ltd	207,347	4.19		207,347	4.19

7 Reserve & Surplus
1 Profit and loss account

Opening balance	188,691.11	246,685.29
Add : Addition during the year	571,034.58	(57,994.18)
Add : Reversal of Depreciation		
Closing balance	759,725.69	188,691.11

2 General Reserves

Opening balance	243,120.00	243,120.00
Add : Addition during the year	-	-
Less : Deduction during the year	-	-
Closing balance	243,120.00	243,120.00



S. No.	Particulars	As at 31st March 2026	As at 31st March 2025
3	Securities Premium		
	Opening balance	551,256.15	551,256.15
	Add : Addition during the year		
	Less : Deduction during the year	-	-
	Closing balance	551,256.15	551,256.15
4	Capital Reserve		
	Opening balance	12,499.62	12,499.62
	Add : Addition during the year	-	-
	Less : Deduction during the year	-	-
	Closing balance	12,499.62	12,499.62
	Total Reserve & Surplus	1,566,601.46	995,566.88
8	Borrowings		
	Secured Long term borrowings		
1	Term Loans from Banks	-	-
	From Others	-	-
1	Deposits		
	Earnest money Deposit (Receipt)	327.75	327.75
	Security Deposit From Others	2,500.00	2,500.00
	Total	2,827.75	2,827.75
2	Other Loans and advances		
	A.K.Buildment Pvt. Ltd.	150,622.44	66,119.37
	Suniyojit Viniyog Ltd.	66,649.56	96,432.28
	Aadra Integrated Support Services Pvt. Ltd.	55,268.27	-
	Total	272,540.27	162,551.65
	Total	275,368.02	165,379.40
9	Provisions		
1	Provision for Employee benefits		
	Gratuity Payable	64,292.99	73171.18
	Leave Encashment Payable	14,127.31	14208.79
	Total	78,420.30	87,379.97

10(a) Trade payables

Trade Payables/Creditors' Aging Schedule- Current Year (Rupees in Hundred)					
Outstanding for the following periods					
Particulars	Less than a year	1-2 years	2-3 years	More than 3 yrs	Total
MSME	-	-	-	-	-
Others	121,317.11	-	-	8,119.56	129,436.67
Disputed dues-MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Total	121,317.11	-	-	8,119.56	129,436.67

Trade Payables/Creditors' Aging Schedule- Previous Year (Rupees in Hundred)					
Outstanding for the following periods					
Particulars	Less than a year	1-2 years	2-3 years	More than 3 yrs	Total
MSME	-	-	-	-	-
Others	30,442.88	-	8,119.56	-	38,562.44
Disputed dues-MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Total	30,442.88	-	8,119.56	-	38,562.44



<i>S. No.</i>	<i>Particulars</i>	<i>As at 31st March 2026</i>	<i>As at 31st March 2025</i>
10 (b)	Other Current Liabilities		
	Advance from Customers	13,300.16	618.9774
	Outstanding liabilities	4,750.00	4,440.00
	ESIC Payable	143.33	162.84
	P.F Payable	3,950.94	3,901.95
	TDS Payable	8,334.71	8,825.20
	TCS Payable	-	43.40
	Exgratia Payable	138.55	76.83
	GST Payable	3,498.63	19,990.48
	Security from Employees	718.06	579.27
10 (c)	Total	34,834.38	38,638.94
	Other Current Liabilities		
	M.D Salary Payable	4,650.00	3,400.00
	Outstanding Salaries and Wages	7,582.10	7,683.99
	Salary Payable (Chairman)	4,650.00	3,900.00
	Unpaid Bonus	470.52	470.52
	Unpaid Salaries and Wages	318.50	381.76
	Bonus Payable	1,690.99	1,905.95
	O.T Payable	679.62	526.89
	Total	20,041.73	18,269.11
12.	Revenue from operations		
	1 Sale of products	5,573,841.43	2,171,009.24
	2 Sale of services	-	2,500.00
	Total	5,573,841.43	2,173,509.24
13.	Other Income		
	1 Interest income	5,230.97	4,737.30
	2 Other non-operating income		
	Discount on Purchase	15,188.56	382.67
	Misc receipts	17.00	186.01
	Dividend	7,260.53	20,867.96
	Short Term Gain on Mutual Fund/Shares	56.42	1,490.13
	Long Term Loss on Mutual Fund/Shares	4,443.58	(1,431.05)
	Sundry Balance Written Back	-	25.75
	Total	32,197.06	26,258.77
13(a)	Other Comprehensive Income		
	Net gain on financial assets mandatorily measured at fair value through profit or loss	(10,306.67)	(27,720.59)
	Total	(10,306.67)	(27,720.59)
14	Cost Of Material Consumed		
	Material Consumed		
	Opening Stock	226,623.70	213156.69
	Add: Purchases	4,481,538.10	1322346.32
		4,708,161.80	1535503.00
	Less: Closing Stock	784,609.48	226623.70
	Less: Amount Transferred To Repair & Maintainance	-	-
		3,923,552.32	1308879.30
	Direct Expenses (Consumables)	265,375.33	205241.04
		4,188,927.65	1514120.35



S. No.	Particulars	As at 31st March 2026	As at 31st March 2025
15	Changes in Inventories		
	Opening Stock		
	Finished goods	38,390.00	10,067.68
	Work-in-progress	31,209.42	13,913.59
	Total	69,599.42	23,981.26
	Closing Stock		
	Finished goods	94,869.22	38,390.00
	Work-in-progress	70,553.93	31,209.42
	Total	165,423.15	69,599.42
	Changes in inventories	(95,823.73)	(45,618.16)
16	Employee Benefit Expenses		
1	Salaries, Wages & Bonus	382,547.02	287,687.80
2	Contract Labour Charges	13,122.56	11,113.30
3	Gratuity	-	33,519.86
4	Contribution to Provident and other funds	24,729.59	2,5014.5
5	Contribution under Employees State Insurance Scheme	1,294.8	1,496.26
6	Staff Welfare Expenses	21,572.79	6,855.34
7	Leave Encashment Expenses	1,256.71	2,099.84
8	Director Sitting Fees	418.00	400.00
	Total	346,155.11	368,186.90
17	Finance Cost		
1	Interest Expense on:	-	
	Term Loan		937.03
	Others	16,698.12	9,501.83
2	Bank Charges & Incidental Expenses	72.60	73.15
	Total	16,770.72	10,512.01
18	Other Expenses		
1	Advertisement Expenses	469.80	478.05
2	Auditor's Remuneration		
	Audit Fees	1,250.00	1,100.00
	Tax Audit Fees	500.00	500.00
	Cost Audit Fees	191.00	225.00
3	Commission paid	21,173.59	-
4	Donation	141.00	216.08
5	Entertainment Expenses	16.20	26.10
6	Guest House Expenses	9,374.40	6,947.04
7	Interest on TDS	52.73	1.59
8	Discount on Sales	750.00	-
9	Interest & Penalty on Stock Exchange	-	140.00
10	Insurance	7,287.21	5,688.22
11	Power and fuel	38,934.22	48,543.86
12	Professional Expenses	48,225.02	39,555.41
13	Rates and taxes	611.00	706.16
14	Rent	5,600.00	5,560.00
15	Repairs to Buildings	47,576.52	6,743.25
16	Repairs to Machinery	99,394.05	84,923.06
17	Repairs-Others	8,366.01	10,053.42
18	Subscription	2,336.55	475.00
19	Store Transportation & Handling Charges	1,128.23	2,871.61



<i>S. No.</i>	<i>Particulars</i>	<i>As at 31st March 2026</i>	<i>As at 31st March 2025</i>
20	Telephone Expenses	2,800.47	3,553.13
21	Travelling & Conveyance Expenses	13,921.79	8,570.67
22	Travelling Expense-Foreign	20,621.20	18,562.08
23	Loss on Sale of Fixed Assets	-	1,905.65
24	AGM Expenses	-	892.96
25	Business Expenses	6,238.90	5,837.27
26	Filing Fees	266.00	213.60
27	Computer Expenses	1,785.64	2,112.31
28	Horticulture Expenses	4,140.81	259.78
29	Lab Expenses	446.30	462.71
30	Legal Expenses	162.00	1.20
31	Listing Fees	990.86	990.79
32	Misc Expenses	738.52	543.48
33	Pooja Expenses	34.30	297.50
34	Postage & Telegram	3,273.48	228.56
35	Printing & Stationery	860.14	762.32
36	Packing & Forwarding Charges	511.39	241.95
37	Debit Balance Write off	669.01	121.05
38	Training Expenses	12,790.00	8,735.45
39	Vehicle Running Expenses	9,641.86	9,344.08
40	Internal Audit Fees	160.00	-
41	Handling and Uploading Expenses	-	35.00
42	Security Services	12,250.50	11,153.90
43	Fire Fighting Expenses	135.25	153.50
44	Foreign Investment Limit Monitoring Fees	100.00	100.00
		484,702.31	289,832.79

RAMPUR FERTILIZERS LIMITED
CIN : L15136UP1988PLC010084
NOTES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT(2025-26)

<i>19.</i>	<i>Notes on Accounts</i>	<i>CURRENT YEAR (2025-26)</i>	<i>PREVIOUS YEAR (2024-25)</i>
19.1	Estimated amount of capital commitment not provided for	0	0
19.2	Contingent liabilities not provided for	0	0
19.3	In the opinion of the management and to the best of their knowledge and belief, the value on realization of current assets, loan and advances in the ordinary course of business would not be less than the amount at which they are stated in the balance sheet.		
19.4	Remuneration / Sitting Fess to Directors		
	Salary & Allowances	18,000,000	18,000,000
	Contribution to provident fund & other funds	1,440,000	1,440,000
	Value of benefits, calculated as per income tax rules	-	-
	Commission/Exgratia	9,878,636	-
	Director Sitting Fess	41,800	40,000
19.5	Some of the sundry debtors, creditors and loans & advances are subject to confirmation		
19.6	As stipulated in accounting standard for impairment of assets the company has carried out a broad review of the useful life of the fixed assets and their value in use. The recoverable amount exceed the carrying amount no impairment has been provided.		



		CURRENT YEAR (2025-26) (Rs. In hundred)	PREVIOUS YEAR (2024-25) (Rs. In hundred)
19.7	DEFERRED TAX LIABILITY (NET)		
	Major Components of net deferred tax liability as per AS-12		
	Deferred Tax Liability:		
a.	Difference between WDV as per book and I. Tax Act	54672.72	60425.52
b.	Deferred Tax Assets:		
	Bonus Payable	1690.99	1905.95
	Provision for gratuity	64292.99	73171.18
	Provision for leave encashment	14127.31	14208.79
	Add: Interest disallow u/s 43B	-	-
	Add: Due to unpaid PF & S. Tax as per Sec. 43B (as per I. Tax Act)	-	-
	Less: Expenses allowed as per 43B	-	-
		80111.29	89285.92
	Closing Deferred Tax Liability (1-2)	(6,402.38)	(7264)
	Opening Deferred Tax Liability	(7,263.00)	2,334.54
	Additional net Deferred Tax Liability debited to P&L A/c	860.62	(9,597.54)
19.8	Based on the information available with the company there are no dues to Micro, Small and Medium Enterprises as defined in the		
	Micro, Small and Medium Enterprises		
19.9	PAYMENT TO AUDITORS		
	For audit	1,250.00	1,100.00
	For Tax audit	500.00	500.00
	For Certification of statement and other consultation	-	-
	For expenses for audit	-	-
20	RELATED PARTY DISCLOSURES:		
20.1	RELATIONSHIP		
	(A) ASSOCIATE COMPANIES :		
	A K Buildmart Private Limited		
	(C) OTHER RELATED PARTIES WHERE CONTROL EXISTS:		
	Aadra Integrated Support Services Private Limited		
	Khaitan Polypackaging (P) Ltd.		
	(B) KEY MANAGEMENT PERSONNEL:		
	Shri Gangesh Khaitan		
	Shri Anshuman Khaitan		
	Shri Pulak Wardhan Jain		
	Smt Deeksha Rathour		
	Shri Raghvendra Gupta		
	Smt Nidhi Gupta		
20.2	Loans/ Advances to Promoters, Directors, KMP, Related Parties (Rupees in Hundred)		
21	- During the Year Loan has been taken from A K Buildmart Private Limited of Rs		150,000.00
	- During the Year repayment of Loan from A K Buildmart Private Limited of Rs		72,679.24
	- During the Year Loan has been taken from Aadra Integrated Support Services Private Limited of Rs		110,000.00
	- During the Year repayment of Loan from Aadra Integrated Support Services Private Limited of Rs		56,283.76
21.1	SEGMENT REPORTING POLICIES		
	IDENTIFICATION OF SEGMENTS		
	a) Primary Segments Business Segment: The Company's operation businesses are organized and managed separately/jointly according to the nature of products. The Company is into the manufacturing of Fertilizer and Sulphuric Acid both of which are different identifiable segments.		
	b) Inter Divisional transfers of goods as marketable products produced by separate division of the Company, for captive consumption are made as sales and are included in the turnover.		
	c) Unallocated Items: Corporate income, expenses, capital and reserves are considered as part of un-allocable items which are not identifiable to any business segment.		

BUSINESS SEGMENT	Rupees in Lacs							
	SSP		SULPHURIC ACID		UNALLOCATED		TOTAL	
	01.04.25 to 31.03.26	01.04.24 to 31.03.25	01.04.25 to 31.03.26	01.04.24 to 31.03.25	01.04.25 to 31.03.26	01.04.24 to 31.03.25	01.04.25 to 31.03.26	01.04.24 to 31.03.25
Segment Revenue Sales to External Customers	-	-	5,573.84	2,173.51	-	-	5,573.84	2,173.51
Intersegment Sales	-	-	-	-	-	-	-	-
Unallocated Revenue	-	-	-	-	32.20	26.26	32.20	26.26
Total Revenue	-	-	5,573.84	2,173.51	32.20	26.26	5,606.04	2,199.77
Total Expenses	-	-	4,168.16	1,540.50	-	-	4,168.16	1,540.50
Segment Result	-	-	1,405.68	633.01	32.20	26.26	1,437.88	659.27
Unallocated Expenses	-	-	-	-	840.63	669.43	840.63	669.43
Operating Profit	-	-	1,405.68	633.01	(808.43)	(643.17)	597.25	(10.16)
Finance Costs	-	-	-	-	16.77	10.51	16.77	10.51
OCI	-	-	-	-	-	-	-	-
Share of profit of Unconsolidated Associates	-	-	-	-	-	-	-	-
Profit Before Tax	-	-	1,405.68	633.01	(825.20)	(653.68)	580.48	(20.68)
Tax Expenses (including tax on discontinuing operation)	-	-	-	-	0.86	(9.60)	0.86	(9.60)
Minority Interest, Net of Taxes, Gain of Disposition of Assets of Discounting of operation (Net Assets)	-	-	-	-	-	-	-	-



BUSINESS SEGMENT	Rupees in Lacs							
	SSP		SULPHURIC ACID		UNALLOCATED		TOTAL	
	01.04.25 to 31.03.26	01.04.24 to 31.03.25	01.04.25 to 31.03.26	01.04.24 to 31.03.25	01.04.25 to 31.03.26	01.04.24 to 31.03.25	01.04.25 to 31.03.26	01.04.24 to 31.03.25
Profit from Ordinary Activities	-	-	1,405.68	633.01	(826.06)	(644.08)	579.62	(11.08)
Extraordinary Items	-	-	-	-	-	-	-	-
Net Profit	-	-	1,405.68	633.01	(826.06)	(644.08)	579.62	(11.08)
Segment Assets	-	-	-	-	-	-	-	-
Investments in Subsidiary	-	-	-	-	84.67	109.30	84.67	109.30
Unallocated Assets	-	-	-	-	-	-	-	-
Total Assets	-	-	-	-	397.04	324.10	397.04	324.10
Segment Liabilities	-	-	-	-	481.71	433.40	481.71	433.40
Unallocated Liabilities	-	-	113.25	126.02	-	-	113.25	126.02
Total Liabilities	-	-	-	-	165.38	5.16	165.38	5.16
Other Segment Information Capital	-	-	-	-	165.38	5.16	278.63	131.18
Expenditure	-	-	108.08	1.32	4.91	(61.68)	112.98	(60.36)
Depreciation	-	-	-	-	-	-	-	-
Amortization	-	-	75.05	72.00	9.77	11.41	84.83	83.41
Impairment Lossess	-	-	-	-	-	-	-	-
Other Non Cash Expenses(other than Depreciation)	-	-	-	-	-	-	-	-
Provisioning for Restructuring	-	-	-	-	-	-	-	-

22. Additional information as required under Schedule III of the Companies Act, 2013
22.1 PARTICULARS OF LICENSED CAPACITIES, INSTALLED CAPACITIES AND PRODUCTION

Class of Goods	Unit	Licensed Capacity Per Annum	Installed Capacity	Production 01.04.25 to 31.03.2026
Single Super Phosphate	MT	66000	66000	0
		(66000)	(66000)	(0)
Sulphuric Acid	MT	33000	33000	35172
		(33000)	(33000)	-29357
Sodium Silica Flouride	MT	198	198	0
		(198)	(198)	(0)
Ferric Alum	MT	33000	33000	0
		(33000)	(33000)	(0)

* As certified by the management and not verified by the auditors.

22.2 OPENING STOCK, CLOSING STOCK & TURNOVER

	UNIT	OPENING STOCK		CLOSING STOCK		TURNOVER	
		01.04.2025		31.03.2026		01.04.2025 To 31.03.2026	
		Quantity	Value	Quantity	Value	Quantity	Value
A Single Super Phosphate	MT	0	0	0	0	0	0
		(0)	(0)	(0)	(0)	(0)	(0)
B Sulphuric Acid	MT	341	3,839,000	403	9,486,922	35111	557,384,143
		(222)	(1,006,768)	(341)	(3,839,000)	(29238)	(215,533,417)
C Others	MT						-
							-
D Sulphuric Acid (Trading)	MT					0	-
						0	(1,567,507)
Total			3839000		9486922		557,384,143
			(1006768)		(3839000)		(217,100,924)

23 Details of CSR spent during the financial year:
Particulars

Total amount to be spent

NIL

NIL

Amount Spent

NIL

NIL

Amount unspent, if any (a-b)

NIL

NIL



24 Ratio Analysis & its elements

Ratios	Numerator	Denominator	Current Year	Previous Year	Percentage of variance	Reason for variance
Current Ratio	Total Current Assets	Total Current liabilities	8.37	7.04	-18.93%	NA
Debt-Equity Ratio	Total Debts	Shareholder,s Equity	0.22	0.17	-29.18%	Increase in debt & shareholders fund
Debt Service Coverage Ratio	Net profit after taxes+ Interest+Non -cash operating expenses	Interest+Principal Repayment	-6.21	-0.39	-1485.77%	NA
Return on Equity Ratio	Net profit after tax	Average shareholders' Equity	0.32	-0.04	942.41%	NA
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	6.36	5.33	19.41%	Increase in inventory and increase in cost of goods sold
Trade Receivables Turnover Ratio	Net Credit sales	Average Trade Receivables	56.49	23.39	141.51%	NA
Trade Payables Turnover Ratio	Net credit purchase	Average Trade Payable	53.35	40.08	33.10%	NA
Net Capital Turnover Ratio	Net sales	Working Capital	4.29	4.11	4.27%	Increase in net sales & working capital
Net Profit Ratio	Net profit after Taxes	Net sales	0.10	-0.01	847.95%	Increase in Sales & increase in profit
Return on Capital Employed Ratio	Earning before interest & Taxes	Capital Employed	0.25	-0.01	4353.06%	Net Profit increase during the year

25. Capital Work In Progress

The company does not have any capital work-in-progress during the current year. Earlier year's balance has been capitalised.

Capital work in progress for the periods					
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0	0	0	0	0
Projects temporarily suspended			0	0	0
Total	0	0	0	0	0

26. Previous years figures have been regrouped/rearranged wherever considered necessary.

27. Other statutory information

- The company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The company does not have any transactions with companies struck off.
- The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- The company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- There are no immovable properties whose title deeds are not held in the name of the company.
- The company has not revalued its property, plant and equipment during the current year.
- Since the company has no subsidiaries, disclosure in respect of number of layers of companies is not applicable,

As per our report of even date

For and on behalf of Board of Directors

Place : Noida
Dated : 23/05/2026

For APT & COLLP
Chartered Accountants
Firm Registration No. 014621C/N500088

Dilip Kumar Singh
(Partner)
M. No. 523877

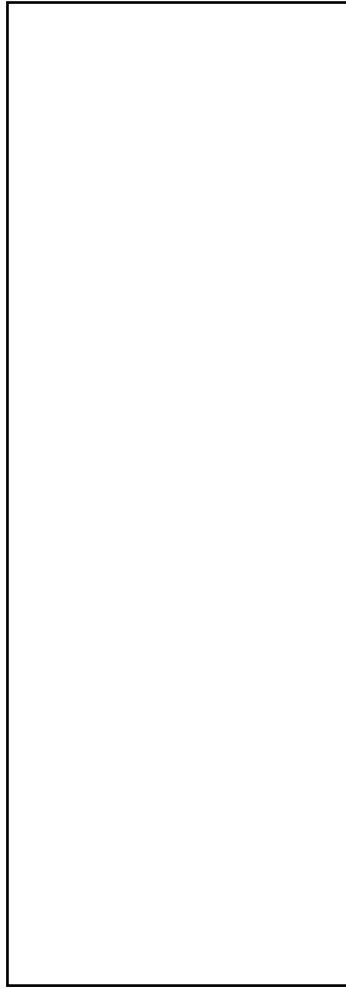
Nidhi Gupta
Company Secretary
ACS - A68881

Raghvendra Gupta
Director cum CFO
DIN: 09694135

Anshuman Khaitan
Managing Director
DIN : 00606546

Gangesh Khaitan
Whole Time Director
DIN : 00798110

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