



रामागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड

# Ramagundam Fertilizers And Chemicals Ltd. रामागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड

(A Joint Venture Company of NFL, EIL & FCIL)

Corporate Office : 4th Floor, Mohta Building, 4, Bhikaji Cama Place, New Delhi-110066  
Website : www.rfcl.co.in, Tel.: +91 11 26701400, Fax : +91 11 26180729  
कारपारेट कार्यालय : चौथी मंजिल, मोहता बिल्डिंग, 4, भीकाजी कामा प्लेस, नई दिल्ली-110066  
वेबसाईट : www.rfcl.co.in, दूरभाष : +91 11 26701400, फ़ैक्स +91 11 26180729

RFCL/SEC/3<sup>rd</sup> EGM/ Notice

17<sup>th</sup> August, 2018

All the Members,  
Ramagundam Fertilizers and Chemicals Limited

Sir,

### Sub: Intimation of 3<sup>rd</sup> Extra-ordinary General Meeting

Enclosed please find the Notice of 3<sup>rd</sup> Extra-ordinary General Meeting (EGM) of Members of Ramagundam Fertilizers and Chemicals Limited (RFCL) to be held at a Shorter Notice on **Saturday, 18<sup>th</sup> August, 2018 at 10:30 a.m.** at the Registered Office of Engineers India Limited at El Bhavan, 1, Bhikaji Cama Place, New Delhi-110 066.

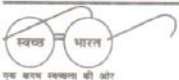
Kindly make it convenient to attend the ensuing EGM of RFCL.

Thanking you  
Yours sincerely

For RAMAGUNDAM FERTILIZERS AND CHEMICALS LIMITED

(Navin Kumar Mishra)  
Company Secretary

Encl: as above





रामगुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड

Ramagundam Fertilizers And Chemicals Ltd.

रामगुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड

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वेबसाईट : www.rfcl.co.in, दूरभाष : +91 11 26701400, फैक्स +91 11 26180729

### NOTICE

Shorter Notice is hereby given that the 3<sup>rd</sup> Extraordinary General Meeting of the Members of Ramagundam Fertilizers and Chemicals Limited will be held on Saturday, the 18<sup>th</sup> August, 2018 at 10:30 a.m. at the Registered Office of Engineers India Limited at El Bhavan, 1, Bhikaji Cama Place, New Delhi – 110066 to transact the following business:-

#### SPECIAL BUSINESS:

ITEM NO. 1- Issuance of Equity Share Capital on Preferential basis to GAIL (India) Limited, HTAS Consortium and Govt. of Telangana.

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

- i) "RESOLVED THAT the Company hereby take note of the valuation report prepared by M/s. DNS & Associates."
- ii) "RESOLVED FURTHER THAT pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); Foreign Exchange Management Act, RBI Guidelines, Articles of Association of the Company; or any other laws/ rules / regulations/ guidelines, if any, prescribed by RBI and / or any other statutory / regulatory authority; if any, Board of Directors of the Company be and is hereby authorized to create, issue and offer upto 29,91,15,789 (Twenty nine crore ninety one lacs fifteen thousand seven hundred eighty nine) equity shares of the Company of the face value of Rs. 10 (Rupees Ten) each ("Equity Shares") at par aggregating to Rs 299,11,57,890 (Rupees Two hundred ninety nine crore eleven lac fifty seven thousand eight hundred ninety) to the following subscriber, being the entity other than Promoters, on a preferential basis through private placement:

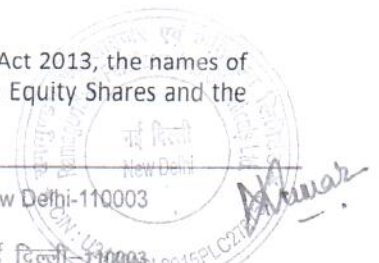
Sl. No.	Details of Subscriber	Number of Equity Shares
1.	GAIL (India) Limited	15,05,29,500
2.	<b>HTAS Consortium</b>	
a)	HT Ramagundam A/S, Denmark	4,10,53,500
b)	IFU, Denmark	4,10,53,500
c)	Danish Agribusiness Fund, Denmark	4,10,53,500
3.	Government of Telangana through Shri Jayesh Ranjan, IAS, Principal Secretary, Industries CIP & Mines, Government of Telangana	2,54,25,789
<b>TOTAL</b>		<b>29,91,15,789</b>

- iii) "RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act 2013, the names of the Subscriber be recorded for the issue of invitation to subscribe to the Equity Shares and the



Registered Office, Scope Complex, Core-III, 7, Institutional Area, Lodhi Road, New Delhi-110003  
CIN : U24100DL2015PLC276753

पंजीकृत कार्यालय : स्कोप कॉम्प्लेक्स, कोर-III, 7, इंस्टीटयूशनल एरिया, लोधी रोड, नई दिल्ली-110003



private placement offer letter in Form PAS 4 together with the application form, as approved, be issued to the Subscriber inviting the Subscriber to subscribe to the Equity Shares."


- iv) "RESOLVED FURTHER THAT Share Subscription cum Shareholders Agreement (SSSHA) signed between Promoters and other Parties including the Company be and is hereby adopted."
- v) "RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with State Bank of India and the monies shall be utilized by the Company in accordance with Section 42 of the Companies Act 2013."
- vi) "RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued as above shall be 30<sup>th</sup> April, 2018."
- vii) "RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects."
- viii) "RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, Director, CEO or CFO be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose."

**ITEM NO. 2- Memorandum of Agreement with NFL for Marketing of RFCL Urea.**

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

- i) "RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder consent of the Company be and is hereby accorded to enter into a contract with National Fertilizers Limited, a related party, for Marketing of RFCL Urea on the terms and conditions as contained in the Agenda Note placed before the Board.
- ii) "RESOLVED FURTHER THAT CEO or CFO be and is hereby severally authorized to sign and execute necessary documents and papers and to do to do all such acts, deeds, matters and things as may be required for giving effect to the above Resolution."

By Order of the Board of Directors  
For and on behalf of  
**Ramagundam Fertilisers and Chemicals Limited**

  
(Navin Kumar Mishra)  
**Company Secretary**

Place: New Delhi  
Date: 17 August, 2018

Copy, pursuant to Sub Section (3) of Section 101, to:-

1. All the Directors of Ramagundam Fertilizers and Chemicals Limited.
2. Statutory Auditors & Secretarial Auditors

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, ON THE POLL ONLY, INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
2. Consent Form for Consent by Shareholder to hold Extra-ordinary General Meeting at Shorter Notice is attached with this Notice [Pursuant to section 101(1) of the Companies Act, 2013 read with Secretarial Standard – 2].

Consent Form must be signed and returned by the Shareholder/ Authorised Representative to the Company Secretary, Ramagundam Fertilizers and Chemicals Limited at its Corporate Office at 4<sup>th</sup> Floor, 4, Bhikaji Cama Place, New Delhi-110066, prior to the time fixed for the 3<sup>rd</sup> Extra-ordinary General Meeting. Provisions of the Companies Act for convening a Meeting at Shorter Notice is as under:

**Section 101. Notice of meeting :**

(1) A general meeting of a company may be called by giving not less than clear 21[twenty-one days'] notice either in writing or through electronic mode in such manner as may be prescribed:

Provided that a general meeting may be called after giving shorter notice than that specified in this sub-section if consent, in writing or by electronic mode, is accorded thereto—

(i) in the case of an annual general meeting, by not less than ninety-five per cent. of the members entitled to vote thereat; and

(ii) in the case of any other general meeting, by members of the company—

(a) holding, if the company has a share capital, majority in number of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting; or

(b) having, if the company has no share capital, not less than ninety-five per cent. of the total voting power exercisable at that meeting:

3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Extraordinary General Meeting is annexed hereto and forms part of the Notice.
4. As per provision of the Companies Act, 2013 Proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. In view of the urgent business requirement, EGM is proposed to be held on the same date after Board approval for convening the EGM. Therefore, Proxy Form is annexed to this report for the sake of compliance of the Companies Act, 2013 read with Rules framed thereunder and Secretarial Standard-2 of the Institute of Company Secretaries of India. Attendance Slip and Proxy Form is annexed to this report.
5. Corporate Members intending to send their authorised representatives are requested to send duly RESOLUTION/AUTHORITY authorizing their representatives to attend and vote at the ensuing Extraordinary General Meeting.
6. Route map is being sent separately.



## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under respective Item Nos. 1 & 2 of the accompanying Notice:-

**ITEM NO. 1- Issuance of Equity Share Capital on Preferential basis to GAIL (India) Limited, HTAS Consortium and Govt. of Telangana.**

***Objects of the Preferential Issue:***

The issue is through preferential offer to tie up part of balance equity of the Company.

***The total number of shares or other securities to be issued***

29,91,15,789 (Twenty nine crore ninety one lac fifteen thousand seven hundred eighty nine) equity shares of the Company of the face value of Rs. 10 (Rupees Ten) each ("**Equity Shares**") at par aggregating to Rs 299,11,57,890 (Rupees Two hundred ninety nine crore eleven lac fifty seven thousand eight hundred ninety).

***Terms of Issue of the Equity Shares, if any.***

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

***Relevant Date***

The relevant date for the determination of the price per equity share pursuant to the preferential allotment is 30<sup>th</sup> April, 2018 ("**Relevant Date**").

***The price or price band at/within which the allotment is proposed:***

The allotment is proposed to be made @ Rs 10/- (Rupees Ten) per Equity Share at par.

***Basis on which the price has been arrived at along with report of the registered valuer:***

Equity shares are to be issued at the value of Rs. 10/- per share i.e on face value as per the Valuation Report by M/s DNS & Associates, Chartered Accountants.

Valuation Report by M/s DNS & Associates, Chartered Accountants, shall be available for inspection by the Members during the EGM.

***Intention of promoters / directors / key managerial personnel to subscribe to the offer:***

None of the promoters, directors or key managerial personnel intend to subscribe to the proposed issue.

***Class or classes of persons to whom the allotment is proposed to be made and post preferential offer capital that may be held by them (Value as well as %:***



Sl. No.	Details of Subscriber	Class	Number of Equity Shares post preferential offer capital that may be held by them	% post preferential offer capital that may be held by them in total Equity
1.	GAIL (India) Limited	Non-Promoter (Public Sector Undertaking)	15,05,29,500	14.30
2.	<b>HTAS Consortium</b>			
a)	HT Ramagundam A/S, Denmark	Non-Promoter (Foreign Investor)	4,10,53,500	3.90
b)	IFU, Denmark	Non-Promoter (Foreign Investor)	4,10,53,500	3.90
c)	Danish Agribusiness Fund, Denmark	Non-Promoter (Foreign Investor)	4,10,53,500	3.90
3.	Government of Telangana through Shri Jayesh Ranjan, IAS, Principal Secretary, Industries CIP & Mines, Government of Telangana	Non-Promoter (State Government)	2,54,25,789	11.00
<b>TOTAL</b>			<b>29,91,15,789</b>	<b>37.00</b>

The pre issue and post issue shareholding pattern of the Company :

Sr. No.	Category	Pre Issue*		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters' Holding:</b>				
1	Indian:				
	Individuals	4	0	4	0
	Bodies Corporate :	663176430	88.01	663176430	63.00
	<b>Sub Total</b>	663176430	88.01	663176434	63.00
2	Foreign Promoters	0	0	0	0
	Sub Total (A)	663176434	88.01	663176434	63.00
<b>B</b>	<b>Non-Promoters' Holding:</b>				
1	Institutional Investors	0	0	0	0
2	Non- Institution:	90370637	11.99	115796426	11.00
	1 Government of Telangana State (Through its Nominee )	0	0	150529500	14.30
	2 GAIL (India) Limited	0	0	0	0
	Private Corporate Bodies	0	0	0	0



Directors and Relatives	0	0	0	0
Indian Public:	0	0	0	0
Foreign Direct Investment	0		123160500	11.70
<b>Sub Total (B)</b>	90370637	11.99	238956926	37.00
<b>GRAND TOTAL= (A) + (B)</b>	<b>753547071</b>	<b>100.00</b>	<b>1052662860</b>	<b>100.00</b>

*\*Includes* Right issue of 6,88,32,169 equity shares for which subscription is open upto 28<sup>th</sup> August, 2018, out of which equity contribution for 5,00,00,000 equity shares already received from NFL and EIL.

***Proposed time within which the allotment shall be completed:***

Allotment of equity shares shall be completed within the time limit as prescribed under the relevant applicable provisions of the Companies Act, 2013, read with Rules framed thereunder.

***No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:***

During the year, no preferential allotment has been made to any person.

***Change in control, if any, in the Company that would occur consequent to the preferential offer:***

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

***The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:***

Not Applicable.

***Lock in period:***

The proposed allotment of the equity shares, shall be subject to a lock-in period for a period of 8 years from the Closing Date as per clause 6.5 of SSSHA to be executed amongst all the Promoters and Investor, save and except in case of an IPO of the Company as per clause 11.1. It further provides inter alia that Sponsors shall support the endeavours of the Company (without making any commitment of Company), to issue the Public Issue of the Company and / or through Offer for Sale and listing of Company on a stock exchange on or about 5 years from date of commencement of commercial production, wherein Investors shall have right to participate in the Offer for Sale along with the Promoters, by offering such number of shares held by them, which is on pro-rata basis to their shareholding in the share capital.

***Valuation Report:***

The Valuation Report from DNS & Associates, Chartered Accountants, is being made in accordance with requirements of Companies Act, 2013 and shall be placed before the shareholders in the Extra-ordinary General Meeting.

Relevant documents are open for inspection by the members at the Registered/Corporate Office of the Company on all working days, during business hours up to the date of the Meeting and will also be made available at the Meeting.

The proposed resolution does not relate to or effect the business interest of any other Company in which promoter, Director or Manager have substantial interest.



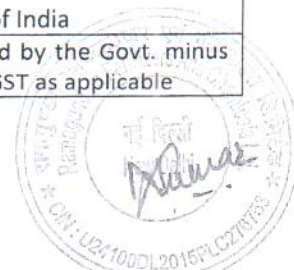
The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies and/or institutions of which they are directors, or members and who may hold shares in the Company.

**ITEM NO. 2- Memorandum of Agreement with NFL for Marketing of RFCL Urea.**

1. The Joint Venture Agreement (JVA) clause 6.8 defines Roles of Promoters i.e. EIL NFL and FCIL, which stipulates that NFL shall provide marketing services to the RFCL in relation to the products produced by RFCL, for which, the Promoters shall cause RFCL to enter into definitive agreement with NFL.
2. The Rupee Loan Agreement for availing project finance from consortium of Banks also stipulates that RFCL shall enter into Marketing Agreement with NFL and such agreement shall form part of Project Document being important document for project financing. Sponsor Support Undertaking (SSU) furnished to Banks provides that NFL shall at least 6 months prior to scheduled commercial operation date i.e. not later than 31<sup>st</sup> September, 2018 execute Marketing Agreement with RFCL.
3. Section 188 of the Companies Act, 2013 read with rules 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions.
4. Proviso to Section 188 provides that nothing contained in sub-section (I) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis.
5. The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, including broad terms of Marketing Agreement are as given below:

Sl. No.	Particulars	Basis
1.	Name of the Related Party	National Fertilizers Limited (NFL)
2.	Name of the Director or Key Managerial Personnel who is related, if any.	Shri Rajiv Kumar Chandiok & Shri Devinder Singh Ahuja, Directors and Shri Sunil Bhatia, CFO.
3.	Nature of Relationship	NFL is one of the Promoter Company of RFCL
4.	Nature of Contract	Marketing Agreement with NFL for Marketing of Urea produced by RFCL
5.	Effective Date and Period	Effective from date of signing of Memorandum of Agreement, Co-terminus with JVA or under circumstances specified in the Agreement.
<b>6. Monetary Value, Material terms and other Particulars of the transaction:</b>		
a.	Monetary Value, Material terms and other Particulars of the transaction	the estimated annual financial implication at annual production of 12.70 Lakh MT works out to Rs. 71 crore per annum (worked out as per actuals marketing cost for NFL for FY 2017-18 and estimated for Hyderabad zone and based on other parameters including fee). Marketing cost shall be shared on actual basis every year and fee shall be annual revised based on Consumer Price Index (CPI) as notified by Government of India
b.	Invoicing	Invoicing by RFCL shall be at (i) price notified by the Govt. minus (ii) Dealers Margin, as notified by Govt.: (iii) GST as applicable

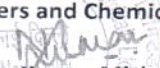




c. Subsidy claim of RFCL	Subsidy on actual sale shall be claimed directly by RFCL from Govt. NFL shall provide all the details to RFCL timely to enable them to raise subsidy bills.
d. Packing of RFCL Urea	For Urea filled bags (design and specifications of bags to be provided by NFL) under 'Kisan' brand name. The bags will be super scribed with 'manufactured by RFCL' with its Logo and 'marketed by NFL' with its Logo.
e. Transportation charges	NFL shall be reimbursed actual transport charges incurred by RFCL for marketing of Urea on actual basis.

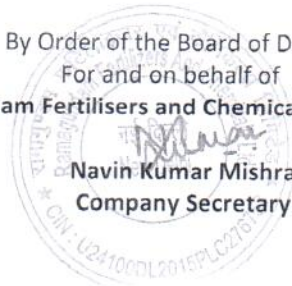
6. All related parties of the Company, including, the Directors nominated by NFL and Shri Sunil Bhatia, CFO, RFCL shall not participate or vote on this resolution.
7. The Board recommends this resolution set out in Item No.2 of this notice for approval of the Members.
8. Relevant documents are open for inspection by the members at the Registered/Corporate Office of the Company on all working days, during business hours up to the date of the Meeting and will also be made available for inspection at the Meeting.
9. The proposed resolution does not relate to or effect the business interest of any other Company in which promoter, Director or Manager have substantial interest, except National Fertilizers Limited (NFL), being a Promoter of the Company and the common Directors of NFL on RFCL Board.
10. The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.
11. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution except Shri Rajiv Kumar Chandiook, Shri Devinder Singh Ahuja, Directors and Shri Sunil Bhatia, CFO, RFCL.

By Order of the Board of Directors  
For and on behalf of  
**Ramagundam Fertilisers and Chemicals Limited**

  
**Navin Kumar Mishra**  
Company Secretary

Place: New Delhi

Date: 17 August, 2018



**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration Rules, 2014)

Name of the company : **RAMAGNDAM FERTILZERS AND CHEMICALS LIMITED**  
CIN : **U24100DL2015PLC276753**  
Registered Office : Scope Complex, Core-III, 7, Institutional Area, Lodhi Road, New Delhi - 110003

Name of the Shareholder :-  
Registered address :-  
E-mail Id :-  
Folio No. :-

I/We ....., being a Shareholder(s) of above named Company holding ..... shares, hereby appoint the following as my/our Proxy to attend and vote (on a poll) on my/our behalf at the 3<sup>rd</sup> Extraordinary General Meeting of the Company, to be held on Saturday, the 18<sup>th</sup> August, 2018 at 10:30 Hrs. at the Registered Office of EIL at El Bhavan, 1, Bhikaji Cama Place, New Delhi - 110066 and at any adjournment thereof:

- 1. Name : \_\_\_\_\_ Address \_\_\_\_\_  
E-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 2. Name : \_\_\_\_\_ Address \_\_\_\_\_  
E-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 3. Name : \_\_\_\_\_ Address \_\_\_\_\_  
E-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

\*\*I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below :

Resolution No.	Resolutions	For	Against
1	Issuance of Equity Share Capital on Preferential basis to GAIL (India) Limited, HTAS Consortium and Govt. of Telangana		
2	Memorandum of Agreement with NFL for Marketing of RFCL Urea		

Signed this ..... day of ..... 2018.

Signature of shareholder \_\_\_\_\_

**Affix Revenue Stamp**

Notes :

- 1. The Proxy Form, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 (forty eight) hours before the time fixed for the commencement of the Meeting.
- 2. A Proxy need not be a Shareholder of the Company.
- 3. This form of Proxy confers authority on the holder to demand or join in demanding a poll.
- 4. The submission by a Shareholder of this Proxy form will not preclude such Shareholder from attending in person and voting at the Meeting.
- 5. \*\*This is optional. Please put a tick mark ( ) in the appropriate column against the Resolution indicated in the box. If a Shareholder leaves the "For" or "Against" column blank against any or all Resolutions, the Proxy will be entitled to vote in the manner he thinks appropriate. If a Shareholder wishes to abstain from voting on a particular Resolution, he should write "abstain" across the boxes against that Resolution.
- 6. In case a Shareholder wishes his votes to be used differently, he should indicate the number of shares under the columns "For" and "Against", as appropriate.

**ATTENDANCE SLIP**



**RAMAGNDAM FERTILZERS AND CHEMICALS LIMITED**

**CIN: U24100DL2015PLC276753**

Registered Office : Scope Complex, Core-III, 7, Institutional Area, Lodhi Road, New Delhi – 110003

Shareholders attending the Meeting in person or by Proxy or as Authorised Representatives are requested to complete this attendance slip and hand it over to the Company Secretary / official at the venue: -

I hereby record my presence at the 3<sup>rd</sup> Extra-ordinary General Meeting of RAMAGUNDAM FERTILZRS AND CHEMICALS LIMITED at the Registered Office of EIL at El Bhavan, 1, Bhikaji Cama Place, New Delhi – 110066, at 10:30 Hrs. on Saturday, the 18<sup>th</sup> August, 2018:-

Full name of the Shareholder

Signature :- \_\_\_\_\_

Folio No.:

Full name of Proxy/Authorised  
Representative (IN CAPITAL LETTERS) :-

Signature :- \_\_\_\_\_



THE COMPANIES ACT, 2013

Consent by Shareholder for General Meeting at Shorter Notice

[Pursuant to section 101(1) of the Companies Act, 2013 read with Secretarial Standard - 2]

To,

The Board of Directors,  
Ramagundam Fertilizers and Chemicals Limited,  
Scope Complex, Core-III 7, Institutional Area,  
Lodhi Road New Delhi - 110003

In terms of Clause 1.2.7 of the Secretarial Standard - 2 issued by the ICSI, Notice of AGM/EGM and accompanying documents may be given at a shorter period of time if consent in writing is given thereto, by physical or electronic means, by not less than ninety-five per cent of the Members entitled to vote at such Meeting.

The request for consenting to shorter Notice and accompanying documents, if any, shall be sent together with the Notice and the Meeting shall be held only if the consent is received prior to the Meeting from not less than ninety five per cent of the Members entitled to vote at such Meeting.

In view of the requirement as stated above, I/We,

[NAME] .....

holding [No. of Equity Shares] ..... Equity Shares of Rs. 10 each in the Company in our own name or through our nominees hereby give my/our consent to hold the 3<sup>rd</sup> Extra-ordinary General Meeting of the Company on Friday, 17<sup>th</sup> August, 2018, at 16:00 Hrs. at a **Shorter Notice**, pursuant to section 101(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Secretarial Standard - 2,.

\_\_\_\_\_  
(Signature of shareholder)

Registered Folio No. :

Dated: .....

