



रामागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड

रामागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड RAMAGUNDAM FERTILIZERS AND CHEMICALS LIMITED

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

NOTICE

SHORTER NOTICE is hereby given that the 7th Extraordinary General Meeting of the Members of Ramagundam Fertilizers and Chemicals Limited (EGM) will be held on **Tuesday, the 22nd day of June, 2021 at 10.30 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at Corporate Office, National Fertilizers Limited at A-11, Sector-24, Noida- 201301** and the proceedings of the Meeting shall be deemed to be made at the said place, to transact the following business: -

SPECIAL BUSINESS:

ITEM NO. 1- To keep Registers, Copies of Returns etc. at a place other than Registered Office

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

“RESOLVED THAT pursuant to provisions of Section 94(1) of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act and relevant Rules applicable including any amendment thereof, if any, consent of the members of the Company be and is hereby accorded to keep the Register of Members and such other registers/ records as required to be maintained under Section 88(1) or other applicable provisions of the Act and copies of the Annual Returns filed under Section 92 of the Act and such other registers/ records required under the Act that can be maintained at a place other than Registered office whether kept in physical or in electronic form; at the Corporate Office of the Company situated at 4th Floor, Kribhco Bhawan, Sector-1, Noida (i.e. place other than Registered Office).

RESOLVED FURTHER THAT any Director or the CEO or CFO or CS be and is hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”

By order of the Board

Pratibha Aggarwal
(Pratibha Aggarwal)
Company Secretary
FCS 8874

Place : New Delhi
Date : June 16, 2021

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

1. Every Member of Ramagundam Fertilizers and Chemicals Limited
2. All the Directors of Ramagundam Fertilizers and Chemicals Limited
3. Auditors

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NOTES:-

1. 7TH EGM of the Company would be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the Ministry of Corporate Affairs (MCA's) General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and No.39/2020 dated 31.12.2020 (collectively known as EGM circulars) and Clarification/Guidance issued by ICSI on applicability of Secretarial Standards on General Meetings (SS-2).
2. **PURSUANT TO GENERAL CIRCULAR NO. 14/2020 DATED APRIL 08, 2020, GENERAL CIRCULAR NO. 17/2020 DATED APRIL 13, 2020 AND No.39/2020 DATED 31.12.2020, ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS (MCA), THE FACILITY TO APPOINT PROXY TO ATTEND AND CAST VOTE FOR THE MEMBERS IS NOT AVAILABLE FOR THIS EGM. HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORISED REPRESENTATIVES TO ATTEND THE EGM THROUGH VC/OAVM AND PARTICIPATE THEREAT AND CAST THEIR VOTES THROUGH E-VOTING.**
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the EGM circulars, physical attendance of the Members at the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM.
4. Those Shareholders whose email IDs are not registered, are requested to register their email ID with the Company by sending a mail to pratibha.aggarwal@rfcl.co.in
5. The facility for joining the EGM shall be kept open atleast 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time and the Members can join accordingly by following the procedure mentioned in the Notice.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at pratibha.aggarwal@rfcl.co.in.
8. 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.
9. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available for inspection through e-mode and shall be furnished through e-mail at the registered email address of the Shareholder, for inspection, as per specific request received at pratibha.aggarwal@rfcl.co.in.
10. Pursuant to the provisions of Section 107 of the Companies Act, 2013 a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109, be decided on a show of hands as per the process mentioned in the EGM circulars.
11. The Notice calling the EGM has been uploaded on the website of the Company at www.rfcl.com.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members whose email IDs are already registered with the Company and who are desirous to attend the EGM through VC/OAVM can send their request at pratibha.aggarwal@rfcl.co.in by giving their name as registered in the records of the Company, DPID/Client ID or Folio Number and the Registered email ID. The invitation to join the EGM will be sent to the Members on their registered email IDs.
2. Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above — Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
3. In case of Android/ iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
4. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
5. 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.
6. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation.
7. A.) During the meeting held through VC or OAVM facility, where a poll on any item is required, the member shall cast their vote on the resolutions by sending emails through their email addresses which are registered with the Company to the email address: pratibha.aggarwal@rfcl.co.in
B.) Where less than 50 members are present in a meeting, the Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Act. Once such demand is made, the procedure provided in point no (A.) shall be followed.

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EXPLANATORY STATEMENTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 :

1. As per provisions of the Companies Act 2013, a Company is required to maintain various Statutory Registers, Returns & Minutes Book. The same are required to be kept at the registered office of the Company. However as per section 94 of the Companies Act 2013 (the Act), read with Rule 5 of the Companies (Management and Administration) Rules 2014, the Statutory registers & returns as specified in Section 88 & 92 of the Act might be kept at a place where more than one tenth of the total number of shareholders reside, subject to approval of shareholders by way of special resolution.
2. Further, Instrument of Transfer, Register of Renewed and Duplicate Share Certificate, if any, Board and Committee Meeting Minutes Book and Record of Private Placement and such other registers/ records required under the Act read with relevant rules thereunder that can be maintained at a place other than Registered office, whether kept in physical or in electronic form are proposed to be kept at any other place other than the registered office subject to Board and/or shareholders' approval as may be applicable.
3. In the view of above, the Corporate Members viz. NFL and FCIL have their offices in Noida, U.P as per the records of Members maintained by Depository which complies with the aforesaid condition i.e. place where more than one-tenth of the total number of members reside. Since the Company's more than one tenth shareholders are based in Noida, it is proposed to keep the above stated Statutory Records & Registers, Minutes Book at 4th Floor, Kribhco Bhawan, Sector-1, Noida with effect from the shifting of Corporate Office of the Company.
4. Hence, the Board of Directors of your Company recommends the Special Resolutions as set out in Item No. 1 in the accompanying Notice for approval of the Members.
5. 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.

समागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड

By order of the Board

Pratibha Aggarwal
(Pratibha Aggarwal)
Company Secretary
FCS 8874

Place : New Delhi
Date : June 16, 2021



ROUTE MAP AND PROMINENT LANDMARK OF EGM VENUE AND ATTENDANCESLIP.

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its General Circular No. 14/2020 dated April 08, 2020 , General Circular No. 17/2020 dated April 13, 2020 and No.39/2020 dated 31.12.2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members and accordingly, the Meeting is being convened through VC/OAVM facility at Corporate Office, National Fertilizers Limited at A-11, Sector-24, Noida- 201301 and the proceedings of the Meeting shall be deemed to be made at the said place and physical presence of the Members are not required .

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समागुण्डम फर्टिलाइजर्स एण्ड केमिकल्स लिमिटेड



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,
3rd and 4th floor, Mohta Building,
4, Bhikaji Cama Place, New Delhi-110066

As per the requirement of Companies Act, 2013, EGM may be called after giving Shorter Notice if consent, in writing or by electronic mode, is accorded thereto by members of company holding majority in number of members entitled to vote and who represent not less than ninety-five percent of such part of the paid-up share capital as gives a right to vote at the meeting.

Further, 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 7th Extra-ordinary General Meeting of the Company on **Tuesday, the 22nd day of June, 2021 at 10.30 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at Corporate Office, National Fertilizers Limited at A-11, Sector-24, Noida- 201301 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.

(Signature of shareholder)

Registered Folio No. :

DP ID/ Client ID:

Dated:

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