

राष्ट्रीय केमिकल्स एण्ड
फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)
साथ बढ़ें समृद्धि की ओर



Rashtriya Chemicals and
Fertilizers Limited

(A Government of India Undertaking)
Let us grow together

जय भगवान शर्मा
कंपनी सचिव

JAI BHAGWAN SHARMA
COMPANY SECRETARY

"प्रियदर्शिनी",
ईस्टर्न एक्सप्रेस हाइवे,
सायन, मुंबई - 400 022.

"Priyadarshini",
Eastern Express Highway,
Sion, Mumbai - 400 022.

दूरभाष / Tel. (Off.) : (022) 24045024 फैक्स / Fax : (022) 24045022 ई-मेल / E-mail : jbsharma@rcfltd.com वेबसाइट / Web : www.rcfltd.com
CIN: L24110MH1978GOI020185

RCF/CS/Stock Exchanges /2019

8th January, 2019

The Corporate Relations Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.	The Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra(East), Mumbai- 400 051.
----------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Sir/Madam,

Sub: Compliance Report on Corporate Governance for the quarter ended 31st December, 2018

Pursuant to Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance Report on Corporate Governance for the quarter ended 31st December, 2018.

This is for your kind information and record.

Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited

(J. B. Sharma)
Company Secretary

Encl: a./a.



Corporate Governance Report for the quarter ended 31st December, 2018

1. Name of Listed Entity : Rashtriya Chemicals and Fertilizers Limited

2. Quarter ending : 31st December, 2018

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Umesh V. Dhatrik	PAN: AAOPD5348Q DIN: 07718394	Chairperson-Executive Director	14/09/2017	N.A.	1	1 (SC)	Nil
Mr.	Sudhir D. Panadare	PAN: AATPP5919N DIN: 07933191	Executive Director	18/12/2017	N.A.	1	Nil	Nil
Mr.	Shri Umesh Dongre	PAN: ABDPD4840P DIN: 08039073	Executive Director	09/02/2018	N.A.	1	1(SC)	Nil
Mr.	K. U. Thankachen	PAN : AACPT5408M DIN:06946476	Executive Director	11/12/2018	N.A.	1	Nil	Nil
Ms	Alka Tiwari	PAN: AAKPT4240R DIN: 03502306	Nominee Director	06/03/2017	N.A.	2	1(AC)	Nil
Ms.	Gurveer Sidhu	PAN: ACVPC7925R DIN: 08121526	Nominee Director	18/05/2018	N.A.	2	Nil	Nil
Mr.	Harin Pathak	PAN: AAWPP0622K DIN: 07552994	Independent Director	08/07/2016	3 years	1	1(AC)	1(AC)

Seivan



Let us grow together

Mr.	G. M. Inamdar	PAN: AADPI6249J DIN: 07552999	Independent Director	08/07/2016	3 years	1	2(AC & SC)	1(SC)
Mr.	Suryanarayana Simhadri	PAN: ANYPS8613E DIN: 01951750	Independent Director	08/03/2017	3 years	1	1(AC)	Nil

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Shri Harin Pathak, Chairperson Shri G. M. Inamdar, Member Ms. Alka Tiwari, Member Shri Suryanarayana Simhadri, Member	Independent Director Independent Director Nominee Director Independent Director
2. Nomination & Remuneration Committee	Shri Harin Pathak, Chairperson Shri Suryanarayana Simhadri, Member Shri G. M. Inamdar, Member Ms Alka Tiwari, Member Shri U. V. Dhattrak, Member	Independent Director Independent Director Independent Director Nominee Director Executive Director
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee'	Shri G. M. Inamdar, Chairperson Shri Umesh V. Dhattrak, Member Shri Umesh Dongre, Member	Independent Director Executive Director Executive Director
5. CSR Committee	Shri Suryanarayana Simhadri, Chairperson Shri G. M. Inamdar, Member Shri Umesh Dongre, Member Ms Alka Tiwari, Member	Independent Director Independent Director Executive Director Nominee Director

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
13 th July, 2018	8 th October, 2018	11 days
8 th August, 2018	12 th November, 2018	34 days
20 th August, 2018	17 th December, 2018	34 days
26 th September, 2018		

Signature




Let us grow together

IV. Meeting of Committees			
Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
12 th November, 2018	Yes	8 th August, 2018	95 days
Nomination and Remuneration Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
-	-	-	-
CSR Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
12 th November, 2018	Yes	13 th July, 2018	-
17 th December, 2018	Yes	-	-
Stakeholders Relationship Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
12 th November, 2018	Yes	-	-
Share Transfer Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
3 rd November, 2018	Yes	-	-
12 th December, 2018	Yes	-	-

Jainam



Let us grow together

V. Related Party Transactions:	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
VI. Affirmations	
1	<p>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The strength of the Board of Directors was 9 as on 31st December, 2018, comprising of 4 Executive Directors (Including Chairman), 2 Non-Executive Directors and three Independent Directors. RCF has not been able to comply with the requirement of 50% Independent Directors on its Board as it being a Government Company under the administrative control of the Ministry of Chemicals and Fertilizers, the Directors are appointed by the Government. Company has been continuously following up with the Government for appointment of Independent Directors and it is given to understand that the Government is in the process of appointing requisite number of Independent Directors.</p>
2	<p>The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure requirements) Regulations, 2015.</p> <ul style="list-style-type: none">a. Audit Committeeb. Nomination and Remuneration Committeec. Stakeholders relationship committee <p>Since the requirement for constitution of Risk Management Committee is applicable to the top 100 Companies, the same is not applicable to RCF.</p>
3	<p>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p>
4	<p>The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p>
5	<p>This report shall be placed before the Board of Directors in the next Board Meeting.</p>
<p> (J. B. Sharma) Company Secretary</p>	