

**RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED**

**CIN: L24110MH1978GOI020185**

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

Phone: 022-24045024/ Fax:022 24045022 Email Id: investorcommunications@rcfttd.com / Website: www.rcfttd.com

**NOTICE**

**42<sup>nd</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 42<sup>nd</sup> Annual General Meeting of the Members of Rashtriya Chemicals and Fertilizers Limited will be held on Wednesday, December 30, 2020 at 3.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2020, including Profit & Loss Statement for the year ended March 31, 2020 and Balance Sheet as at that date together with the Reports of Directors and Independent Statutory Auditors and comments thereon of the Comptroller and Auditor General of India.
2. To declare dividend on equity share capital for the financial year 2019-20.
3. To appoint a Director in place of Ms. Alka Tiwari (DIN: 03502306), who retires by rotation and being eligible, offers herself for reappointment.
4. To appoint a Director in place of Shri K. U. Thankachen (DIN: 06946476), who retires by rotation and being eligible, offers himself for reappointment.
5. To fix the remuneration of Statutory Auditors for the Financial Year 2020-21 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members be and is hereby accorded to the Board of Directors to fix the remuneration, as may be reasonable and expedient, of the Statutory Auditors appointed by the Comptroller and Auditor General of India for conducting the Audit of the accounts of the Company for the financial year 2020-21."

**SPECIAL BUSINESS:**

6. **To appoint Shri S. C. Mudgerikar, as Chairman & Managing Director of the Company**

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 Sections 149, 152, 160 and 161 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of the recommendation of Nomination & Remuneration Committee, Shri S .C. Mudgerikar (DIN: 03498837), who was appointed by the Board of Directors as an Additional Director and designated as Chairman & Managing Director of the Company w.e.f. October 1, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as the Chairman & Managing Director of the Company, in the scale of ₹ 2,00,000 – ₹ 3,70,000/- plus perquisite as applicable to the grade, for a period of five years w.e.f. October 1, 2019, till the date of his superannuation, or until further orders, whichever is the earliest. He shall not be liable to retire by rotation."

7. **To appoint Smt. Shashi Bala Bharti, as an Independent Director of the Company**

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 Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force), Smt. Shashi Bala Bharti (DIN: 08770477), who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of three years w.e.f. June 25, 2020, or until further orders, whichever is earlier, in terms of letter no. 78/2/2006-HR(PSU) dated May 1, 2020 issued from Ministry of Chemicals & Fertilizers. She shall not be liable to retire by rotation."

#### 8. Approval of Cost Auditor's remuneration

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 ( including any statutory modification(s) or re- enactment thereof for the time being in force), the remuneration payable to Shri Rohit J. Vora, Cost Accountants (Membership No.M5740), Mumbai, appointed by the Board of Directors as Cost Auditors to conduct the audit of the Cost records of the Company for the financial year ending March 31, 2021, amounting to ₹2,00,000/- excluding applicable taxes be and is hereby ratified and confirmed.

**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.”

#### 9. To approve offer or invitation to subscribe to Secured Non-Convertible Debentures on private placement

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, the approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to offer or invite subscriptions for secured non-convertible debentures (NCDs), in one or more series/tranches, aggregating upto to ₹ 1,000 Crore (Rupees One Thousand Crore Only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption

period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

**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 to proper or expedient to give effect to this resolution.”

#### 10. To appoint Ms Aparna S. Sharma, as Director of the Company

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 Sections 149, 152, 160 and 161 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder ( including any statutory modification(s) or re- enactment thereof for the time being in force), Ms Aparna S Sharma (DIN 07798544) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. September 1, 2020 and who holds office upto the date of this Annual General Meeting Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company w.e.f. September 1, 2020, in terms of letter no. 95/1/2019-HR-PSU dated September 1, 2020 issued from Ministry of Chemicals & Fertilizers, who shall be liable to retire by rotation.”

#### 11. Borrowing Powers of the Company

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of special resolution passed by the members of the Company through Postal Ballot on August 16, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow for and on behalf of the Company, from time to time as they may consider fit, any sum or sums of money, in Indian Rupees or any other foreign currency, from bank(s) or financial institution(s), other person or persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already

borrowed by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid-up share capital, free reserves, that is reserves not set apart for any specific purpose, and securities premium account, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs.12,500 crore (Rupees Twelve Thousand Five Hundred Crore only) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, to execute all such documents, instruments and writings as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

## 12 Creation of security on the properties of the Company

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of special resolution passed by the members of the Company through Postal Ballot on August 16, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Act"), and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), for creation of charge/mortgage/pledge/hypothecation, in addition to existing charge/mortgage/pledge/hypothecation, on all or any of the moveable and/or immovable properties, tangible and/or intangible assets of the Company, both present and future and/or the whole or any part of one or more of the undertaking(s) of the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, in favour of the bank(s), financial institution(s), lender(s), other investing agencies, trustee(s) or any person, for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partially convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating

rate notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s), trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s), agent(s), trustee(s), agency(ies) or any person, in respect of the said loans/borrowings/ debentures/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s), agent(s), trustee(s), agency(ies) or any person.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or persons authorised by the Board, be and are hereby authorised to finalise, settle and execute such documents/ deeds/ writings/agreements as may be required, and to accept any modification(s) to, or to modify, alter, vary, the terms and conditions thereof and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid or otherwise considered to be in the best interests of the Company."

By order of the Board of Directors

**(J. B. Sharma)**  
Company Secretary  
FCS 5030

Date: November 10, 2020

Place: Mumbai

## Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
2. Considering the extra-ordinary circumstances caused by COVID-19 and in light of the social distancing norms, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) permitted the holding of the Annual General Meeting of a Company through Video Conferencing (VC)/Other Audio Video Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA & SEBI Circulars, the AGM of the Company is being held through VC / OAVM on Wednesday, December 30, 2020 at 3.00 p.m.

The procedure for joining the AGM through VC/OAVM is mentioned in this Notice.

3. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. The Proxy Form as well as the Attendance Slip are therefore, not annexed to this Notice.
4. Members shall have the option to vote electronically (“e-voting”) either before the AGM (“remote e-voting”) or during the AGM.

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings (“SS-2”), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited (“CDSL”). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during AGM.

5. Members are permitted to join the AGM through VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and during the AGM, by

following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restrictions pertaining to joining the AGM on a first come first served basis. Institutional Investors who are Members of the Company, are encouraged to attend and vote at the AGM.

6. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
7. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.
8. Register of Members and Share Transfer books will remain closed from Thursday, December 24, 2020 to Wednesday, December 30, 2020 [both days inclusive].
9. The Company has fixed Wednesday, December 23, 2020 as the ‘Record Date’ for determining entitlement of members to final dividend for the financial year ended March 31, 2020, if approved at the AGM.
10. The final dividend, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Wednesday, December 30, 2020 to those persons;
  - (a) whose names appear as beneficial owners as at the end of the business hours on Wednesday, December 23, 2020 in the list of beneficial owners to be furnished by the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) in respect of the shares held in electronic forms; and
  - (b) As members in the Register of Members of the Company as on Wednesday, December 23, 2020 in respect of shares held in physical form.
11. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the

depositories as on Wednesday, December 23, 2020 only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.

12. Members are requested to notify immediately any changes in their address to the Company or its Transfer Agents: Link Intime India Pvt. Ltd., C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai 400 083.
13. Any clarifications needed by the members of the Company may be addressed to the Company Secretary at the Registered Office of the Company or through e-mail [investorcommunications@rcf ltd.com](mailto:investorcommunications@rcf ltd.com) at least seven days prior to the date of Annual General Meeting.
14. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-12, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 24, 2019 (date of last Annual General Meeting) on the website of the Company ([www.rcf ltd.com](http://www.rcf ltd.com)), as also on the website of the Ministry of Corporate Affairs.

During the year 2020-21, the Company has transferred unclaimed dividend amount for the financial year ended 31st March, 2013 to IEPF.

Members who have not so far encashed the dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company or to the Registrar and Transfer Agents, Link Intime India Private Limited, immediately. Members are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any claims.

In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) years or more are required to be transferred to the Demat Account of the IEPF Authority. The Company has already sent notices to all such members. In case the Company received no communications from the members, necessary steps will be initiated by the Company to transfer shares held by the members to the IEPF authority without further notice. Please note that

no claim shall lie against the Company in respect of the shares so transferred to the IEPF authority.

**Claim from IEPF Authority :** Members/claimants whose shares and unclaimed dividend have been transferred to the IEPF Authority can claim the same by making an application to the IEPF Authority in Web Form IEPF- 5 along with requisite documents (available on [www.iepf.gov.in](http://www.iepf.gov.in)). Member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules. Link to Web Form IEPF- 5 is also available on the website of the Company at [www.rcf ltd.com](http://www.rcf ltd.com) under the 'Investor Relations' section. No claims shall lie against the Company in respect of the dividend/shares so transferred.

15. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, with effect from April 1, 2019, requests for transfer of securities are not permitted unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI Listing Regulations. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest. Members can contact the Company or Registrar and Share Transfer Agents for assistance in this regard.
16. Members holding shares in dematerialized form are requested to update with their respective Depository Participants ("DP"), their bank account details (account number, 9 digit MICR and 11 digit IFSC), e-mail IDs and mobile number. Members holding shares in physical form may communicate details to the Company / Registrar and Transfer Agent viz. Link Intime India Private Limited ("RTA") before Wednesday, December 23, 2020 by quoting the Folio No. and attaching a scanned copy of the cancelled cheque leaf of their bank account and a self attested scanned copy of the PAN card.
17. **Nomination Facility :** As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Members holding shares in physical form are requested to obtain the nomination forms from

- the Company's Registrar and Share Transfer Agents. Members holding shares in electronic form may obtain the nomination forms from their respective depository participants. Both the forms are also available on the website of the Company at [www.rcfltd.com](http://www.rcfltd.com) under 'Investor Relations' section.
18. In line with MCA and SEBI circulars, the Notice calling the AGM along with the Annual Report for 2019-20 ("Annual Report") is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of AGM and Annual Report will also be available on the website of the Company at [www.rcfltd.com](http://www.rcfltd.com) under 'Investor Relations' section, the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice is also disseminated on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
  19. Since the AGM will be held through VC / OAVM, the route map is not annexed to the Notice.
  20. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Wednesday, December 30, 2020. Members seeking to inspect such documents are requested to write to the Company at [investorcommunications@rcfltd.com](mailto:investorcommunications@rcfltd.com)
  21. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Link Intime (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [investorcommunications@rcfltd.com](mailto:investorcommunications@rcfltd.com) or [cs@rcfltd.com](mailto:cs@rcfltd.com) or [rcfdivtax@linkintime.co.in](mailto:rcfdivtax@linkintime.co.in). The aforesaid declarations and documents need to be submitted by the shareholders on or before December 23, 2020.
  22. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India as approved by the Central Government, is enclosed to this Notice.
  23. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. [investorcommunications@rcfltd.com](mailto:investorcommunications@rcfltd.com) to enable the investors to register their complaints / send correspondence, if any.
  24. **Webcast:** The Company is providing the facility of live webcast of proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) using the login credentials.
- PROCEDURE FOR REMOTE E-VOTING, ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE AGM:**
- A. Procedure and instructions for remote e-voting:**
- The voting period begins on Saturday, December 26, 2020 from 9:00 a.m. (IST) and ends on Tuesday, December 29, 2020 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, December 23, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the same will be enabled during the AGM for the Members who have not casted their vote through remote e-voting.
- Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on Shareholders / Members
  - (iii) Now Enter your User ID
    - a. For CDSL: 16 digit beneficiary ID;
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in dematerialized form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier resolution of any other company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:.

For Members holding shares in dematerialized form and physical form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both i.e. shares held in dematerialized form as well as physical form)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to write to the Company at <a href="mailto:investorcommunications@rcftd.com">investorcommunications@rcftd.com</a></li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company please enter the member ID / Folio No. in the dividend bank details field by following the instructions (iii).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in dematerialized form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this

password is to be also used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on Electronic Voting Sequence Number ("EVSNS") of "Rashtriya Chemicals and Fertilizers Limited".
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the details of the resolution.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xvi) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- (xvii) Members can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective stores. Please follow the instructions as prompted by the mobile app while remote e-voting through your mobile.
- (xviii) Note for Non – individual Members and Custodians

- Non-individual Members (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log onto [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual Members are required to send the relevant Board resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer and to the Company, if the aforesaid documents are not uploaded on the CDSL e-voting system, for scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **B. Procedure and instructions for Members attending the AGM through VC / OAVM:**

- (i) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM through the facility provided by CDSL at [www.evotingindia.com](http://www.evotingindia.com) by using their remote e-voting login credentials and selecting the EVSN for the Company’s AGM.
- (ii) Members are encouraged to join the AGM through laptops / iPads for better experience.
- (iii) Members connecting through mobile devices or tablets or laptop connecting via mobile hotspot may experience loss of audio / video due to fluctuation in the network.
- (iv) Members are requested to use an internet facility with a good bandwidth to avoid facing any disturbance during the AGM.
- (v) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number along with their queries at [investorcommunications@rcfltd.com](mailto:investorcommunications@rcfltd.com) from Saturday, December 26, 2020 from 9:00 a.m. (IST) to Monday, December 28, 2020 till 5:00 p.m. (IST). Those Members who have registered themselves as a speaker will 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.

## **C. Procedure and instructions for Members for e-voting during the AGM are as under:**

- (i) The procedure to be followed for e-voting on the day of the AGM will be the same mentioned above for remote e-voting.
- (ii) Only those Members, who are present at the AGM through VC / OAVM 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 during the AGM.
- (iii) If any votes are cast by the Members through the e-voting facility available during the AGM and if the said Members have not participated in the AGM through VC / OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending the AGM.



- (iv) Members who need any technical assistance before or during the AGM, can contact Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cDSLindia.com or call 1800 22 5533 / 022-2305 8542.

### Scrutinizer

The Board of Directors has appointed Shri Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia and Associates LLP, Company Secretaries or his absence Shri Nrupang Dholakia, Partner of M/s. Dholakia and Associates LLP, Company Secretaries as a Scrutinizer to scrutinize the remote e-voting and e-voting at AGM in a fair and transparent manner.

### Declaration of Results:

- 1) The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- 2) Based on the scrutinizer's report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- 3) The results declared along with the scrutinizer's report, will be hosted on the website of the Company at [www.rcfltd.com](http://www.rcfltd.com) and on the website of CDSL, immediately after the declaration of the result by the Chairperson or a person authorised by him in writing and communicated to the Stock Exchanges.

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice.

#### Item No.6

Shri S.C. Mudgerikar has taken over charge of Chairman & Managing Director of Rashtriya Chemicals and Fertilizers Ltd. (RCF) w.e.f. October 1, 2019. Shri Mudgerikar is an Indian Railway Traffic Service (IRTS) Officer. He is a Post Graduate Engineer with a Post Graduate Management

qualification from IIM Bangalore. He has wide experience in Logistics & Supply Chain Management and has worked in the Indian Railways in various capacities as an IRTS Officer. Before joining RCF, he has worked as Director (Marketing & Corporate Planning) of Central Warehousing Corporation. He has also served the Director on the Boards of CONCOR Air Ltd., National Multi Commodity Exchange, IFFCO-CRWC JV, Maharashtra SWC & West Bengal SWC. He has also worked as Chief Commercial Manager (FS), CPRO, Sr. Divisional Commercial Manager in the Indian Railways & Chief General Manager of CONCOR. He has received extensive training in the field of Management at some of the world's best Institutes like IIM Bangalore, IIM Kolkata, INSEAD/ Singapore, ICLIF/Malaysia, Syracuse University USA Antwerp Port Training Centre, China-Europe Management School. He has in-depth knowledge about the supply-chain logistics & is also involved in policy making for further development of the field.

The Mudgerikar is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has, in terms of Section 160(1) of the Act, received notice from member(s) proposing his candidature for the office of Chairman & Managing Director.

Shri Mudgerikar does not hold any shares in the Company by himself or for any other person on beneficial basis.

Except Shri Mudgerikar, to whom the resolution relates, no Director, Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors considered that keeping in view his vast expertise and knowledge, it will be in the interest of the Company to appoint him as Chairman and Managing Director.

The Directors, therefore, recommend the resolution set forth in item no. 6 for the approval of the members.

#### Item No.7

Smt. Shashi Bala Bharti who has been appointed by President of India as an Independent Director on the Board of the Company w.e.f. June 25, 2020, pursuant to Section 161(1) of the Companies Act, 2013 read with Article 81(4) of Articles of Association of the Company, will hold the office till the date of 42nd Annual General Meeting.

Smt Shashi Bala Bharti holds a degree of Master of Arts from Agra University and Bachelor of Education from Kanpur University. She is an eminent parliamentarian and was former member of Uttar Pradesh Legislative Assembly. She

has been associated with social activities and also associated with women welfare for the last 27 years. Currently, she is a Member of Uttar Pradesh State Commission for Women from September 2018.

Smt. Bharti is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received a declaration from Smt. Shashi Bala Bharti that she meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Smt. Shashi Bala Bharti fulfils the conditions for her appointment as an Independent Director as specified in the Act.

Pursuant to the provisions of Section 161(1) of the Act, Smt. Shashi Bala Bharti shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of Independent Director.

Smt. Shashi Bala Bharti does not hold any shares in the Company by herself or for any other person on beneficial basis.

Except Smt. Shashi Bala Bharti, to whom the resolution relates, no Director, Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors considered that keeping in view her vast expertise and knowledge, it will be in the interest of the Company to appoint her as Director.

The Directors, therefore, recommend the resolution set forth in item no. 7 for the approval of the members.

#### Item No.8

Pursuant to the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 29, 2020, has considered and approved the appointment Shri Rohit J. Vora, Cost Accountants (Membership No.M5740), Mumbai to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, as set out in the Resolution under this Item of the Notice.

In accordance with Rule 14 of Companies (Audit and Auditors) Rules 2014, remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires ratification

by the Shareholders and hence this resolution is put for the consideration of the shareholders.

No Director, Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution.

The Directors, therefore, recommend the resolution set forth in item no.8 for the approval of the members.

#### Item No. 9

Sub-rule (2) of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 of the Act dealing with private placement of securities by a company states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures.

In order to augment long term resources for financing, inter alia, the ongoing capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured non-convertible debentures, in one or more series / tranches on private placement, issuable/redeemable at par.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 9 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for Secured Non-convertible Debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Directors, therefore, recommend the resolution set forth in item no.9 for the approval of the members.

#### Item No. 10

Ms Aparna S Sharma, who has been appointed by President of India as Government Nominee Director on the Board of the Company w.e.f. September 1, 2020, pursuant to Section 161(1) of the Companies Act, 2013 read with Article 81(4) of Articles of Association of the Company, will hold the office till the date of 42<sup>nd</sup> Annual General Meeting.

Ms Aparna S. Sharma, Joint Secretary, Department of Fertilizers, Ministry of Chemicals and Fertilizers, Govt. of India. She is a post graduate in English Literature from

Delhi University and a 1990 batch CSS Officer. She has over 30 years of work experience in various Ministries of Government of India including Department of Higher Education, Health and Family Welfare, Personnel and Training, Finance and Urban Development. She has handled a range of subjects while handling portfolios of varied nature relating to intellectual property rights, infrastructure development, policy formulation, scheme implementation, drafting legislation and work of regulatory nature. She has written several articles and made presentations at national and international workshops as part of official duties.

Ms Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Ms Sharma does not hold any shares in the Company by herself or for any other person on beneficial basis. The Company has received a notice in writing from a member proposing the candidature of Ms. Sharma for the office of Director

Except Ms Sharma, to whom the resolution relates, no Director, Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors considered that keeping in view her vast expertise and knowledge, it will be in the interest of the Company to appoint her as Director.

The Directors, therefore, recommend the resolution set forth in item no.10 for the approval of the members.

#### **Item No. 11 & 12**

The shareholders of the Company had, through postal ballot on August 16, 2014, increased the borrowing limits of the Company and authorised the Board of Directors to borrow funds, from time to time, for the business of the Company, up to an amount, the aggregate outstanding of which should

not exceed, at any given time, ₹ 10,000 Crore (Rupees Ten Thousand Crore Only). The shareholders of the Company had, through postal ballot on August 16, 2014, also passed a Resolution for creation of charge on properties of the Company to secure the repayments of the borrowings.

Keeping in view, the existing borrowings and the additional fund requirements for meeting the Capital expenditure for ongoing projects such as Talcher Project, and future projects such as Thal Revamp etc. and enhanced working capital needs of the Company on account of larger quantum of imports of urea being handled as a canalizing agency (State Trading Enterprise) on account of Department of Fertilizers and higher trading volumes envisaged from Financial Year 2020-21 onwards, the present approved borrowing limit need to be reviewed and increased.

Pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, approval of the shareholders by way of special resolution is required to authorize the Board of Directors to borrow moneys ₹ 12500 crore (Rupees Twelve thousand five hundred crore only) and create security in respect thereof.

The Board of Directors accordingly recommends the special resolution(s) as set out at Item Nos. 11 and 12 of the Notice for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Items No. 11 & 12.

By order of the Board of Directors

**(J. B. Sharma)**  
Company Secretary  
FCS 5030

Date: November 10, 2020

Place: Mumbai



साथ बड़े सामुदाय की ओर

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM PURSUANT TO SECRETARIAL STANDARD 2 ON GENERAL MEETING**

<b>Name</b>	<b>Shri S.C. Mudgerikar (DIN: 03498837)</b>	<b>Ms. Alka Tiwari (DIN: 03502306)</b>	<b>Shri K. U. Thankachen (DIN: 06946476)</b>	<b>Smt. Shashi Bala Bharti (DIN 08770477)</b>	<b>Ms Aparna S. Sharma (DIN 07798544)</b>
<b>Age</b>	54 years	54 years	58 years	70 years	53 years
<b>Date of birth</b>	17.12.1965	06.09.1965	15.07.1962	19.07.1950	02.06.1967
<b>Date of Appointment</b>	01.10.2019	06.03.2017	11.12.2018	25.06.2020	01.09.2020
<b>Qualification</b>	Indian Railway Traffic Service (IRTS), M.E (Metrollogical) B.E. & a Post Graduate Management from IIM Bangalore.	Graduate (English); P.G. (Psychology) & IAS	MBA	Master of Arts & Bachelor of Education	Post graduate in English Literature from Delhi University and CSS Officer
<b>Terms &amp; Conditions of appointment</b>	Appointed as Chairman & Managing by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Part-time Official Director by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Director (Marketing) by President of India through Ministry of Chemicals & Fertilizers	Appointed as an Independent Director by President of India through Ministry of Chemicals & Fertilizers	Appointed as Part-time Official Director by President of India through Ministry of Chemicals & Fertilizers.
<b>Expertise in specific Functional Area</b>	Shri Mudgerikar has wide experience in Logistics & Supply Chain Management	Ms Tiwari is a 1988 batch of IAS officer and is presently Addl. Secretary, Department of Fertilizers, Ministry of Chemicals and Fertilizers, New Delhi. She has varied and rich experience in Government, in different positions, and has great managerial capabilities	Shri Thankachen is a seasoned professional in the field of logistics and warehousing with over 30 years of experience.	Smt Shashi Bala Bharti is an eminent parliamentarian and was former member of Uttar Pradesh Legislative Assembly. She has been associated with social activities and also associated with women welfare for the last 27 years. Currently, she is a Member of Uttar Pradesh State Commission for Women from September 2018.	Ms Sharma is a 1990 batch CSS Officer. She has over 30 years of work experience in various Ministries of Government of India including Department of Higher Education, Health and Family Welfare, Personnel and Training. Finance and Urban Development.
<b>Details of remuneration last drawn (Financial year 2019-20)</b>	₹ 25.20 Lakh	Nil	₹ 46.66 Lakh	Nil	N.A.

Name	Shri S.C. Mudgerikar (DIN: 03498837)	Ms. Alka Tiwari (DIN: 03502306)	Shri K. U. Thankachen (DIN: 06946476)	Smt. Shashi Bala Bharti (DIN 08770477)	Ms Aparna S. Sharma (DIN 07798544)
Number of Meetings of the Board held during the year (2019-20) and number of Board Meetings attended	4/4	7/10	10/11	0/0	N.A.
Relationship with any other Director, Manager and other KMP of the Company	N.A.	N.A.	N.A.	N.A.	N.A.
Directorship held in other companies	a. The Fertiliser Association of India b. Indian Potash Limited	a. The Fertilisers and Chemicals Travancore Limited b. Hindustan Organic Chemicals Limited	a. The Fertilisers and Chemicals Travancore Limited	Nil	Nil
Memberships/ Chairmanship of Committees in other Companies*	Nil	Nil	Nil	Nil	Nil
No. of Shares held	Nil	Nil	Nil	Nil	Nil

\* In line with Regulation 26 of SEBI Listing Regulations, 2015, membership of only Audit committee and Stakeholders Relationship Committee has been considered.