

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

"Priyadarshini",
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 /2020

31st December, 2020

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.
Script Code: 524230 / 959872	Script Code: RCF EQ ISIN: INE027A07012


Dear Sir/Madam,

Sub: **Summary of the Proceedings of the 42nd Annual General Meeting held on 30th December, 2020**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith summary of proceedings of the 42nd Annual General Meeting of the Company held on Wednesday, 30th December, 2020.

This is for kind your information and record.

Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited


(J. B. Sharma)
Company Secretary

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Summary of the Proceedings of the 42nd Annual General Meeting held on 30th December, 2020

The 42nd Annual General Meeting (AGM) of the Members of Rashtriya Chemicals and Fertilizers Limited (RCF) was held on Wednesday, the 30th December, 2020 at 3.00 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The meeting commenced at 3.00 p.m. (IST).

Shri S. C. Mudgerikar, Chairman took the Chair. 53 members attended the meeting through virtual mode. The quorum required under the Companies Act was present throughout the meeting. The Chairman welcomed the Members and informed that the Meeting was held through VC / OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company Secretary informed that the facility of casting votes by remote e-voting through CDSL Portal was provided to Members from 26th December, 2020 (9:00 a.m. (IST)) and ended on 29th December, 2020 (5:00 p.m. (IST)). In addition, facility for e-voting was also provided during the AGM to those members who did not cast their votes through remote e-voting.

The Company Secretary also informed that the Statutory Registers maintained under the provisions of the Companies Act, 2013, are available for inspection electronically by the Members at any time during the meeting.

The Chairman in his address to members gave an overview of the performance of the Company for the financial year 2019-20 and the future scenario of the Industry as well as the Company. The Company Secretary read the extracts of Auditor's Report along with qualification of Secretarial Auditor and management's response thereon.

The members were informed that the Company had appointed Shri Bhumitra V. Dholakia, Designated Partner or in his absence Shri Nrupang Dholakia, Partner of Dholakia and Associates LLP, Practicing Company Secretary, to scrutinize the remote e-voting as well as e-voting at the AGM in a fair and transparent manner.

The Company Secretary read out the 12 business items proposed for approval by members at the meeting. The shareholders, who had registered as speakers in advance with RCF were then invited to share their views and ask their questions. Thereafter the Chairman responded to the queries raised/ clarifications sought by the members on the various issues which inter-alia included performance of the Company, future plans, issues relating to financial statements, R & D activities, CSR Activities, Corporate Governance, Health Safety & Environment and the other major initiatives of the Company

The following resolutions were proposed as per the notice of the meeting:

ORDINARY BUSINESS:

- (i) 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.
- (ii) To declare dividend on equity share capital for the financial year 2019-20.
- (iii) To appoint a Director in place of Ms. Alka Tiwari (DIN: 03502306), who retires by rotation and being eligible, offers herself for reappointment.
- (iv) To appoint a Director in place of Shri K. U. Thankachen (DIN: 06946476), who retires by rotation and being eligible, offers himself for reappointment.
- (v) To fix the remuneration of Statutory Auditors for the Financial Year 2020-

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SPECIAL BUSINESS

- (vi) To appoint Shri S. C. Mudgerikar (DIN 03498837), as Chairman & Managing Director of the Company
- (vii) To appoint Smt. Shashi Bala Bharti (DIN 08770477), as an Independent Director of the Company.
- (viii) To ratify the remuneration of the cost auditors for the financial year ending 2020-21
- (ix) To approve offer or invitation to subscribe to Secured Non-Convertible Debentures on private placement
- (x) To appoint Ms Aparna S. Sharma (DIN 07798544) as Govt. Nominee Director
- (xi) Approval for increase in Borrowings Powers of the Company from Rs.10,000 Crore to Rs. 12,500 Crore
- (xii) Approval for creation of security on the properties of the Company

The Chairman informed that the facility for e-voting would remain open for 15 minutes after conclusion of the meeting to enable the members to cast their vote. The Chairman also informed the members that the result of the remote e-voting and voting at the Annual General Meeting shall be notified to the Stock Exchanges and hosted on the website of the Company and e-voting agency within 48 hours of the conclusion of the Annual General Meeting.

The Chairman thanked the members present and the Meeting concluded at 4.40 pm (IST) hours with Shri Sudhir D. Panadare, Director (Technical) & Member proposing vote of thanks.

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the rules made thereunder and secretarial standards issued by Institute of Company Secretaries of India.

For Rashtriya Chemicals and Fertilizers Limited



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

Place: Mumbai
Date: 31st December, 2020