

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Rashtriya Chemicals and Fertilizers Limited**
 2. Quarter ending - **31st March, 2021**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e (s) i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
M r.	S h r i n i w a s C h a n d r a s h e k	0 3 4 9 8 3	A D P M	C & E D	C E O - M D	01- O c t - 201 9	30- D e c- 2020			1 7- D e c - 1 9	NA		1	0	1	0	SC,NR C	

	har Mu dge rika r	7 8 8J							5 6								
M r.	Sud hir D. Pan ada re	0 7 9 3 3 1 9 1 1 9 N	A A T P P 5 9 1 1 9 N	ED		18- De- c- 201 7	26- Sep- 2018			0 7- M ay - 1 9 6 1	NA		1	0	0	0	RMC
M r.	Um esh Do ngr e	0 8 0 3 9 0 7 3	A B D P D 4 8 4 0 P	ED		09- Feb - 201 8	26- Sep- 2018			1 3- N o v- 1 9 6 1	NA		1	0	1	0	SC,RC
M r.	K. U. Tha nka che n	0 6 9 4 6 4 7 6 6	A A C P T 5 4 0 8 M	ED		11- De- c- 201 8	30- Dec- 2020			1 5- Ju l- 1 9 6 2	NA		2	0	0	0	RMC
M s.	Alk a Ti war i	0 3 5 0 2 3 0 6	A A K P T 4 2 4 0 R	NED ,ND		06- Ma r- 201 7	21- Sep- 2017			0 6- S ep - 1 9 6 5	NA		3	0	1	0	AC,N RC
M r.	Ani l Ku mar Sin	0 8 3 8 2	A A D P S	ID		07- Ma r- 201 9	24- Sep- 2019		3 6	0 2- A pr -	NA		1	1	1	0	AC,R C,NR C

	gh	6 0 1	7 0 7 8 R						1 9 5 2								
M r.	Sha mb hu Ku mar	0 7 3 6 8 1 7 2	A V Y P K 9 1 4 9 B	ID	07- Ma r- 201 9	24- Sep- 2019		3 6	0 4- M ay - 1 9 7 2	NA		1	1	2	1	AC,SC ,RC,N RC	
M s.	Sha shi Bal a Bh arti	0 8 7 7 0 4 7 7	A H B P B 0 3 6 0 N	ID	25- Jun - 202 0	30- Dec- 2020		3 6	0 1- Ju l- 1 9 5 0	NA		1	1	0	0		
M s.	Ap arn a Sac hin Sha rma	0 7 7 9 8 5 4 4	A H R P S 3 6 3 0 E	ED, ND	01- Sep - 202 0	30- Dec- 2020			0 2- Ju n- 1 9 6 7	NA		2	0	0	0		

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Anil Kumar Singh	ID	Chairperson	16-Jul-2019	
2	Shambhu Kumar	ID	Member	16-Jul-2019	

3	Alka Tiwari	NED,ND	Member	25-Apr-2017	
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Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Shambhu Kumar	ID	Chairperson	16-Jul-2019	
2	Shriniwas Chandrashekhar Mudgerikar	C & ED	Member	13-Nov-2019	
3	Umesh Dongre	ED	Member	09-Feb-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Umesh Dongre	ED	Chairperson	18-Mar-2019	
2	Sudhir D. Panadare	ED	Member	18-Mar-2019	
3	K. U. Thankachen	ED	Member	18-Mar-2019	
4	Anil Kumar Singh	ID	Member	18-Mar-2019	
5	Shambhu Kumar	ID	Member	08-May-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Anil Kumar Singh	ID	Chairperson	16-Jul-2019	
2	Shambhu Kumar	ID	Member	08-May-2020	
3	Alka Tiwari	NED,ND	Member	09-Feb-2018	
4	Shriniwas Chandrashekhar Mudgerikar	C & ED	Member	13-Nov-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
09-Oct-2020	15-Jan-2021	Yes	8	3
10-Nov-2020	05-Feb-2021	Yes	8	3
19-Nov-2020	10-Feb-2021	Yes	8	3

16-Dec-2020		Yes	8	3
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Company Remarks	
Maximum gap between any two consecutive (in number of days)	29

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	09-Oct-2020		Yes	3	2
Audit Committee	10-Nov-2020		Yes	3	2
Audit Committee		15-Jan-2021	Yes	2	2
Audit Committee		05-Feb-2021	Yes	2	2
Nomination & Remuneration Committee	19-Oct-2020		Yes	3	3
Nomination & Remuneration Committee		15-Jan-2021	Yes	3	2
Nomination & Remuneration Committee		23-Mar-2021	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	65

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure

- requirements) Regulations, 2015. - **No**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
 4. 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.- **Yes**
 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

%affirmComments%

Name : **%affirmName%**
Designation : **%affirmDesignation%**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.rcfltd.com
Terms and conditions of appointment of	Yes		www.rcfltd.com
Composition of various committees of	Yes		www.rcfltd.com
Code of conduct of board of directors and	Yes		www.rcfltd.com
Details of establishment of vigil mechanism/	Yes		www.rcfltd.com
Criteria of making payments to non-	Yes		www.rcfltd.com
Policy on dealing with related party	Yes		www.rcfltd.com
Policy for determining 'material' subsidiaries	Yes		www.rcfltd.com
Details of familiarization programs imparted	Yes		www.rcfltd.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.rcfltd.com
Contact information of the designated	Yes		www.rcfltd.com
Financial results	Yes		www.rcfltd.com
Shareholding pattern	Yes		www.rcfltd.com
Details of agreements entered into with the media companies and/or their associates	Yes		www.rcfltd.com
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.rcfltd.com
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.rcfltd.com
Credit rating or revision in credit rating	Yes		www.rcfltd.com
Separate audited financial statements of	Not		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.rcfltd.com
Materiality Policy as per Regulation 30	Yes		www.rcfltd.com
Dividend Distribution policy as per	Yes		www.rcfltd.com
It is certified that these contents on the	Yes		www.rcfltd.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	No	The strength of the Board of Directors
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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Other Information	The strength of the Board of Directors was 9 as on March 31, 2021, comprising of 4 Executive Directors (Including Chairman), 2 Non-Executive Directors and 3 Independent Directors. RCF is not able to comply with the requirement of 50% Independent Directors on its Board being 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 .
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **Jai Bhagwan Sharma**
Designation : **Company Secretary & Compliance Officer**