

जय भगवान शर्मा
कार्यपालक निदेशक
(विधी एवं कंपनी सचिव)

Jai Bhagwan Sharma
Executive Director
(Legal & Company Secretary)

राष्ट्रीय केमिकल्स एण्ड
फर्टिलाइजर्स लिमिटेड
(भारत सरकार का उपक्रम)
साथ बढ़ें समृद्धि की ओर
“प्रियदर्शिनी”,
ईस्टर्न एक्सप्रेस हाइवे,
सायन, मुंबई-400 022.



**Rashtriya Chemicals and
Fertilizers Limited**

(A Government of India Undertaking)
Let us grow together

“Priyadarshini”,
Eastern Express Highway,
Sion, Mumbai - 400 022.

CIN - L24110MH1978GOI020185

दूरध्वनी/Tel.:(Off.): (022) 2404 5024 • ई-मेल/E-mail : jbsharma@rcfltd.com • वेबसाइट/Website : www.rcfltd.com

RCF/CS/Stock Exchanges /2022

May 30, 2022

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: 524230/959872/973742	Script Code: RCF EQ ISIN : INE027A07012/INE027 A08010

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2022

We are enclosing herewith the Annual Secretarial Compliance Report for the year ended March 31, 2022 issued by M/s. Bhandari & Associates, Practising Company Secretaries.

This is for your information and record.

Thanking you,

Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited

J.B. Sharma
Executive Director
Legal and Company Secretary

BHANDARI & ASSOCIATES

Company Secretaries

901, Kamla Executive Park, Off. Andheri Kurla Road,
J. B. Nagar, Andheri East. Mumbai- 400 059
Tel: +91 22 4221 5300 Fax: +91 22 4221 5303
Email: mumbai@anilashok.com

Secretarial Compliance Report of Rashtriya Chemicals and Fertilizers Limited for the year ended March, 31, 2022

*[Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with SEBI Circular
CIR/CFD/CMD1/27/2019 dated 08th February, 2019]*

We, Bhandari & Associates, Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by **Rashtriya Chemicals and Fertilizers Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2022** ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ["Listing Regulations"]
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder.

* The Regulations or Guidelines, as the case may be were not applicable for the period under review.

and based on the above examination, we hereby report that, during the Review Period:



B&A

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	As per 17(1) (b) of the Listing Regulations, where the listed entity does not have a regular non-executive chairperson, at least half of the Board of Directors shall comprise of Independent Directors.	The Board of Directors comprised of nine Directors, constituting of four Executive Directors (including the Chairman & Managing Director); one Nominee Director (non-executive) and four Independent Directors including Woman Independent Director as on March 31, 2022. The listed entity did not have requisite number of Independent Directors on its Board.	The Listed entity is a Central Public Sector Enterprise (CPSE) under the administrative control of Department of Fertilizers, Ministry of Chemicals and Fertilizers, Govt. of India. We have been informed that, being a CPSE, the listed entity is not empowered to appoint any Director on its own on the Board of the Listed entity.
2	As per Regulation 20 of the Listing Regulations, Stakeholders Relationship Committee shall comprise of at-least three directors, with at-least one being an independent director.	The Stakeholders Relationship Committee comprised of only two directors (one Independent Director) for the period December 02, 2021 to March 06, 2022 and the committee comprised of only one director (Executive Director) for the period March 07, 2022 to March 29, 2022.	The Listed entity has complied with the requirement as on March 31, 2022.
3	As per Regulation 21 of the Listing Regulations, Risk Management Committee shall comprise of minimum three members with majority of them being members of the board of directors, including at least one independent director.	The Risk Management Committee comprised of only one director (Executive Director) for the period March 07, 2022 to March 29, 2022.	The Listed entity has complied with the requirement as on March 31, 2022.
4	As per Regulation 23(9) of the Listing Regulations, the listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in	The listed entity has not made disclosure of related party transactions for half year ended September 30, 2021 along with the disclosure of financial results for half year ended September 30, 2021.	The listed entity has its equity and non-convertible debentures listed on National Stock Exchange of India Limited and BSE Ltd. The listed entity has disclosed financial results on November



Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	<p>the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.</p> <p>Provided that a 'high value debt listed entity' shall submit such disclosures along with its standalone financial results for the half year.</p>		<p>10, 2021 and disclosure of related party transactions for half year ended September 30, 2021 was intimated on December 08, 2021. Being equity and high value debt listed entity, the disclosure of related party transactions was not given along with the disclosure of financial results.</p>
5	<p>As per Regulation 30 of the Listing Regulations read with Part A of Schedule III, the listed entity has to intimate the change in Key Managerial Personnel (KMP) as soon as possible and not later than twenty-four hours from the occurrence of event of information.</p>	<p>The listed entity has appointed the Chief Financial Officer (KMP) of the Company on January 04, 2022 and the same was intimated to the stock exchange(s) on January 07, 2022 i.e., after twenty-four hours of occurrence of event.</p>	None
6	<p>As per Regulation 60 of the Listing Regulations, the listed entity shall fix a record date for purposes of payment of interest, dividend and payment of redemption or repayment amount or for such other purposes as specified by the stock exchange and it shall give notice in advance of at least seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date.</p>	<p>The listed entity had fixed the record date for payment of interest for ISIN INE027A07012 as July 16, 2021 and the same was intimated to the stock exchange(s) on July 12, 2021. Therefore, the intimation of the record date was not given at least seven working days in advance.</p>	None

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Ltd ("BSE") and National Stock Exchange of India Limited ("NSE")	Non-compliance with the requirements pertaining to the composition of the Board under Regulation 17(1) for the quarters ended March 31, 2021, June 30, 2021, September 30, 2021 and December 31, 2021.	Fine of Rs. 5,31,000/- for quarter ended March, 2021; Rs. 5,36,900/- for quarter ended June 2021, Rs. 5,42,800/- for quarter ended September 2021 and Rs. 3,59,900/- for quarter ended December 2021 were levied by BSE and NSE respectively.	BSE had waived off the fines levied for the quarters ended – March 2021, June, 2021 and September 2021. Further, the listed entity has made an application to BSE for waiver of fine levied for quarter ended December 2021. The listed entity has made an application requesting NSE to waive the fines.
2	BSE and NSE	Non-compliance with the requirements pertaining to the Composition of the Stakeholders Relationship Committee under Regulation 20 for the quarter ended March 31, 2022.	Fine of Rs. 68,440/- for quarter ended March, 2022 was levied by BSE and NSE respectively.	The listed entity has made an application requesting BSE and NSE to waive the fines.

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Board of Directors comprises of nine Directors,	March 31, 2021	The Listed entity is a Central Public Sector Enterprise	None



	constituting of four Executive Directors (including the Chairman & Managing Director); two Nominee Directors (non-executive) and three Independent Directors including woman Independent Director. The listed entity does not have requisite number of Independent Directors on its Board.		(CPSE) under the administrative control of Department of Fertilizers, Ministry of Chemicals and Fertilizers, Govt. of India. The listed entity, being a CPSE is not empowered to appoint any Director on its own on the Board of the Listed entity. The Listed entity has complied with the above provisions from December 01, 2021 to March 06, 2022.	
2	An independent director of the listed entity vacated the office on account of completion of his term as Independent Director on March 7, 2020. The listed entity has not complied with the requirement of appointment of a new independent director within three months from date of such vacancy.	March 31, 2021	The Listed entity is a Central Public Sector Enterprise (CPSE) under the administrative control of Department of Fertilizers, Ministry of Chemicals and Fertilizers, Govt. of India. We have been informed that, being a CPSE, the listed entity is not empowered to appoint any Director on its own on the Board of the Listed entity. The Listed entity has appointed Smt. Shashi Bala Bharti as an Independent Director on June 25, 2020.	None

As informed by the management, appointment of statutory Auditors at the Rashtriya Chemical and Fertilizers Limited (being the Govt. of India Undertaking) has been done by the Office of the Comptroller and Auditor General of India [C&AG] and the terms of appointment of the statutory auditor were issued by C&AG. Hence, we are unable to certify compliance by the listed entity with 6(A) and 6(B) of SEBI circular number CIR/CFD/CMDI/114/2019 dated October 18, 2019.

For **Bhandari & Associates**
Company Secretaries
Firm Registration No: P1981MH043700

S. N. Bhandari

S. N. Bhandari
Partner
FCS No: 761; C P No.: 366
Mumbai | May 30, 2022
UDIN: F000761D000425812

