

## RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

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

Phone: 022-24045024/ Fax: 022 24045022

CIN: L24110MH1978GOI020185

Email Id: investorcommunications@rcfltd.com / Website: www.rcfltd.com

### NOTICE

#### FORTIETH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the FORTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED will be held at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai 400 071, on Friday, the 21<sup>st</sup> day of September, 2018 at 3.00 p.m. 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 year ended 31<sup>st</sup> March, 2018, including Profit & Loss Statement for the year ended 31<sup>st</sup> March, 2018 and Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend on equity share capital for the financial year 2017-18;
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 fix the remuneration of Statutory Auditors for the Financial Year 2018-19 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, approval of the Company 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 2018-19."

#### SPECIAL BUSINESS:

5. To appoint Shri Umesh Vasant Dhatrak, 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), Shri Umesh Vasant Dhatrak (DIN: 07718394), who was appointed by the Board of Directors in its meeting held on 21<sup>st</sup> September, 2017 as an Additional Director and Chairman & Managing Director of the Company and who holds office upto the date of this Annual General Meeting 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 Director and Chairman & Managing Director of the Company w.e.f. 14<sup>th</sup> September, 2017 on terms and conditions as determined by the Government of India, in the scale of ₹80,000-₹1,25,000/- plus perquisite as applicable to the grade, for a period of five years from the date of his assumption of charge of the post or till the date of his superannuation or until further orders, whichever is earliest. He shall not be liable to retire by rotation."

6. To appoint Shri Sudhir D. Panadare, as Director (Technical) 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) , Shri Sudhir D. Panadare (DIN: 07933191), who was appointed by the Board of Directors as an Additional Director and Director (Technical) of the Company w.e.f. 18<sup>th</sup> December, 2017 and who holds office upto the date of this Annual General Meeting 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 Director (Technical) of the Company liable to retire by rotation on terms and conditions as determined by the Government of India, in the scale of ₹ 75,000 – ₹1,00,000/- plus perquisite as applicable to the grade, for a period of five years from the date of his assumption of charge of the post or till the date of his superannuation or until further orders, whichever is earliest.”

7. To appoint Shri Umesh Dongre, as Director (Finance) 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) , Shri Umesh Dongre (DIN: 08039073), who was appointed by the Board of Directors as an Additional Director and Director (Finance) of the Company w.e.f. 9<sup>th</sup> February, 2018 and who holds office upto the date of this Annual General Meeting 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 Director (Finance) of the Company, liable to retire by rotation on terms and conditions as determined by the Government of India, in the scale of ₹75,000 – ₹1,00,000/- plus perquisite as applicable to the grade, for a period of five years from the date of his assumption of charge of the post or till the date of his superannuation or until further orders, whichever is earliest.”

8. To appoint Ms Gurveen Sidhu, 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. Gurveen Sidhu (DIN: 08121526 ) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 18<sup>th</sup> May, 2018 and who holds office upto the date of this Annual General Meeting 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. 18<sup>th</sup> May, 2018, in terms of letter no. 130/8/2003-H.R. –I dated 10<sup>th</sup> April, 2018 issued from Ministry of Chemicals & Fertilizers , who shall be liable to retire by rotation.”

9. Approval of Cost Auditor’s remuneration

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions 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 31<sup>st</sup> March, 2019, 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”.

10. 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 resolution(s) as a **Special Resolution(s)**:

**“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, 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.”

By order of the Board of Directors

(J. B. Sharma)  
Company Secretary

Date: 8<sup>th</sup> August, 2018  
Place: Mumbai

**Notes:**

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty numbers and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Register of Members and Share Transfer books will be closed from Saturday, the 15<sup>th</sup> September, 2018 to Friday, the 21<sup>st</sup> September, 2018 [both days inclusive].  
  
The dividend, if declared at the AGM, will be paid on or after Friday, the 21<sup>st</sup> September, 2018 to those persons:
  - (a) whose names appear as beneficial owners as at the end of the business hours on Friday, the 14<sup>th</sup> September, 2018 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) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/Registrar and Share Transfer Agents on or before Friday, the 14<sup>th</sup> September, 2018.
4. 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.



5. Members are requested to notify immediately any changes in their address to the Company or its Transfer Agents: M/s. Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
6. The details of the Directors seeking re-appointment/appointment are annexed hereto in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings.
7. 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@rcfltd.com at least seven days prior to the date of Annual General Meeting.
8. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, 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 21<sup>st</sup> September, 2017 (date of last Annual General Meeting) on the website of the Company (www.rcfltd.com), as also on the website of the Ministry of Corporate Affairs.

During the year 2018-19, the Company would be transferring unclaimed dividend amount for the financial year ended 31<sup>st</sup> March, 2011 on or before 27<sup>th</sup> November, 2018 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, M/s. 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 Form IEPF-5 along with requisite documents (available on www.iepf.gov.in) and sending duly signed physical copy of the same to the Company along with requisite documents prescribed in Form IEPF-5. Member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules. Link to Form IEPF-5 is also available on the website of the Company at www.rcfltd.com under the 'Investor Relations' section. No claims shall lie against the Company in respect of the dividend/shares so transferred.

9. Members holding shares in physical form are requested to consider converting their holding(s) to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer Agents for assistance in this regard.
10. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
11. Electronic copy of the 40<sup>th</sup> Annual Report for 2018, indicating process and manner of e-voting along with attendance slip and proxy form, is being sent to all members whose email ids are registered with the Company/depository participant(s) for communication purpose unless any member has



requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018, indicating process and manner of e-voting along with attendance slip and proxy form, are being sent in the permitted mode.

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc., from the Company in electronic mode.

### 13. **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/she 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.

14. Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
15. Members may also note that the 40<sup>th</sup> Annual Report for 2017-18 will also be available on the Company's website [www.rcfltd.com](http://www.rcfltd.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the members may also send requests to the Company's designated email id: [investorcommunications@rcfltd.com](mailto:investorcommunications@rcfltd.com).
16. To support the 'Green Initiative', the members who have not registered their e-mail addresses are requested to register the same with Registrars/ Depository Participant(s). Electronic copy of the Annual Report for Financial Year 2017-18 is being sent to all the members whose email IDs are registered with the Company/depository participant(s) for communication purposes unless any member has requested for a hard copy of the

same. For members who have not registered their email address, physical copies of the Annual Report for FY 2017-18 are being sent in the permitted mode.

17. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on 8<sup>th</sup> June, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, RCF urge the shareholders holding shares in physical form to opt for dematerialization.
18. A route map showing directions to reach the venue of the 40<sup>th</sup> AGM is given along with this Annual Report as per the requirement of the Secretarial Standards 2 on General Meetings.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN and Bank Details to the depository participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN and Bank Details to the Company/RTA.
20. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 40<sup>th</sup> Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the (AGM) ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the



members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Friday, the 14<sup>th</sup> September, 2018.
- IV. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e Friday, the 14<sup>th</sup> September, 2018 may refer to this Notice of the 40<sup>th</sup> Annual General Meeting of the Company, posted on Company's website [www.rcfltd.com](http://www.rcfltd.com) for detailed procedure with regard to remote e-Voting. The Notice shall also be available at [www.evotingindia.com](http://www.evotingindia.com)
- V. A member may participate in the AGM even after exercising his right to vote through remote e-Voting, but cannot vote again at the AGM. More details pertaining to e-Voting is included under the Section "Instructions for remote e-Voting" annexed to this Notice.
- VI. Shri Bhumitra V. Dholakia, Practising Company Secretary and Designated Partner of M/s. Dholakia and Associates LLP, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting and ballot process in a fair and transparent manner.
- VII. The Scrutinizer shall, within 3 days of conclusion of the meeting, make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him. The Chairman or a Director authorised by him shall declare the result of the voting forthwith.
- VIII. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rcfltd.com](http://www.rcfltd.com) and on the website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared by the Chairman. The

results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai, where the shares of the Company are listed.

21. The process and manner for remote e-voting are as under:
- (i) The remote e-voting period commences on Tuesday, the 18<sup>th</sup> September, 2018 (9.00 a.m. IST ) and ends on Thursday, the 20<sup>th</sup> September, 2018 (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 Friday, the 14<sup>th</sup> September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The members who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM, but shall not be entitled to cast their vote again.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders / Members
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  · Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details  OR Date of Birth (DOB)	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.  · If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat 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 for resolutions of any other company on which they are eligible to vote, provided that 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote, 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 accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [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 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.

(xxi) In case you have any queries or issues regarding e-voting, 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)

#### 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.5

In pursuance of order issued by Ministry of Chemicals and Fertilizers, Department of Fertilizers, Government of India, the Board of Directors in its meeting held on 21<sup>st</sup> September, 2017 has appointed Shri Umesh Vasant Dhatriak as an Additional Director and Chairman & Managing Director of the Company w.e.f. 14<sup>th</sup> September, 2017. Pursuant to Section 161(1) of the Companies Act, 2013 read with Article 81(4) of Articles of Association of the Company, Shri Dhatriak will hold the office till the date of 40<sup>th</sup> Annual General Meeting.

Shri Dhatriak is Bachelor of Engineering (Mech.) from College of Engineering, Pune in 1981. He joined the Company in

August, 1981 as Management Trainee and rose to the post of Chairman & Managing Director. In his long career spanning more than 36 years, he has worked in various capacities in Technical Services, Ammonia plants, Urea Plant & Power Plant, Steam Generation Plant, Bagging, Plant Health Services Dept. etc. and in development of the projects of the Company. He succeed in achieving mechanical stability and reliability for continuous operations and efficient performance of the various plants. As Operations Manager (Urea), he has led the Urea team and improved the Plant performance and reliability and surpassed many production and energy consumption records and played a key role in reconstruction of Ammonia-I cooling Tower in record time. He has published article on experience in attending high vibration problem in Synthesis Gas compressor in the FAI Magazine. The hallmark of Shri Dhatriak's success is his sustained discipline, hard work and commitment to the profession and Company as a whole. As a team leader, he encourages interaction among team members for better exchange of ideas, which results in higher productivity in the organization. Prior to elevation to the present post, he was Executive Director (Planning and Project Development). He had also worked in the capacity of Executive Director, Thal Unit. He is a profound lover of music and culture. He is a yoga enthusiast.

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

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

Except Shri Dhatriak, 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 Director.

The Directors, therefore, recommend the resolution set forth in item no. 5 for the approval of the members.

##### Item No.6

Shri Sudhir D. Panadare, who has been appointed by President of India as Director (Technical) on the Board of the Company w.e.f. 18<sup>th</sup> December, 2017, 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 40<sup>th</sup> Annual General Meeting.



Shri Panadare is Chemical Engineer from University Department of Chemical Technology, Mumbai (now known as Institute of Chemical Technology). He is also a certified Energy Auditor by Bureau of Energy Efficiency (BEE). He joined the Company in year 1981 as Management Trainee and rose to the post of Director (Technical). In his long career spanning more than 36 years, he has worked in various capacities in Technical Services, Ammonia plants, Urea Plant & Chemical Plants etc. and in development of the projects of the Company. Shri Panadare headed the Corporate Department for pre project work of Thal expansion project and other projects and has visited various countries like Denmark, Egypt, USA, Ghana, Vietnam and Turkmenistan for business opportunities. Shri Panadare was leader of RCF team for re-commissioning of revamped Namrup III Unit of Brahmaputra Valley Fertilizer Corporation Limited. Prior to elevation to the present post, he was Executive Director (Planning and Project Development) In-charge. He is an avid reader and has published technical papers in various journals.

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

Shri Panadare holds 100 shares of RCF. The Company has received a notice in writing from a member proposing the candidature of Shri Panadare for the office of Director.

Except Shri Panadare, 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 Director.

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

#### Item No.7

Shri Umesh Dongre, who has been appointed by President of India as Director (Finance) on the Board of the Company w.e.f. 9<sup>th</sup> February, 2018, 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 40<sup>th</sup> Annual General Meeting.

Shri Dongre is a Fellow CMA from the Institute of Cost Accountants of India and belonged to Indian Cost Accounts Service (ICoAS). He has also Masters in Commerce from Osmania University. An officer of ICoAS 1991 batch, he has vast experience of Costing and Pricing of wide variety

of products and dealt with project evaluation proposals of Government of India. He has also experience of working on Urea Subsidy in Fertilizer Industry Coordination Committee (FICC). He occupied several important positions as ICoAS officer in Department of Fertilizers, Department of Public Enterprise, Directorate of Sugar and Department of Expenditure, apart from initial working tenure in a CPSE and NABARD. Prior to joining Director (Finance), Shri Dongre was Advisor (Cost), Department of Expenditure, Ministry of Finance. He believes that cost efficiency in all operations lead to higher profitability and sustainability of the organisation.

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

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

Except Shri Dongre, 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 Director.

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

#### Item No.8

Ms Gurveen Sidhu, who has been appointed by President of India as Government Nominee Director on the Board of the Company w.e.f. 18<sup>th</sup> May, 2018, 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 40<sup>th</sup> Annual General Meeting.

Ms Sidhu is 1995 batch IA&AS officer presently posted as Joint Secretary, Department of Fertilizers. She has done CIA and CA. She has a rich experience of working in the fields of accounts & entitlement, civil audit, receipt audit, commercial audit, etc. She has varied and rich experience in Government, in different positions, and has great managerial capabilities.

Ms Sidhu 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. Sidhu 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. Sidhu for the office of Director.

Except Ms Sidhu, 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. 8 for the approval of the members.

#### Item No.9

Pursuant to the recommendation of the Audit Committee, the Board of Directors at their meeting held on 18<sup>th</sup> May, 2018, has considered and approved the appointment of M/s. 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 31<sup>st</sup> March, 2019, 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. 9 for the approval of the members.

#### Item No.10

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.10 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 set out at Item No.10 of the Notice.

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

By order of the Board of Directors

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

Date: 8<sup>th</sup> August, 2018

Place: Mumbai

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

Name	Shri Umesh Vasant Dhatrak (DIN: 07718394)	Shri Sudhir D. Panadare (DIN: 07933191)	Shri Umesh Dongre, (DIN: 08039073)	Ms. Alka Tiwari (DIN: 03502306)	Ms. Gurveen Sidhu (DIN:08121526)
Age	58 years	57 years	56 years	52 years	50 years
Date of Appointment	14.09.2017	18.12.2017	09-02-2018	06.03.2017	18.05.2018
Qualification	B.E.(Mechanical)	B.E. (Chemical)	Indian Cost Accounts Service and CMA from the Institute of Cost Accountants of India	Graduate (English); P.G. (Psychology) & IAS	IA & AS, CIA, CA
Terms & Conditions of appointment	Appointed as Chairman & Managing by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Director (Technical) by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Director (Finance) 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 Part-time Official Director by President of India through Ministry of Chemicals & Fertilizers.
Expertise in specific functional area	Shri Dhatrak has rich experience in Technical Services, Ammonia plants, Urea Plant & Power Plant, Steam Generation Plant, Bagging, Plant Health Services Dept. etc. and in development of the projects of the Company	Shri Panadare has rich experience in Technical Services, Ammonia plants, Urea Plant & Chemical Plants etc. and in development of the projects of the Company	Shri Dongre has a very rich and varied experience in various facets of Financial Management.	Ms Tiwari is a 1988 batch of IAS officer and is presently Joint 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	Ms. Sidhu is 1995 batch IA&AS officer presently posted as Joint Secretary, Department of Fertilizers. She has done CIA and CA. She has a rich experience of working in the fields of accounts & entitlement, civil audit, receipt audit, commercial audit, etc. She has varied and rich experience in Government, in different positions, and has great managerial capabilities.
Details of remuneration last drawn (Financial year 2017-18)	₹20.50 Lakh	₹12.79 Lakh	₹5.00 Lakh	Nil	Nil



Name	Shri Umesh Vasant Dhatrak (DIN: 07718394)	Shri Sudhir D. Panadare (DIN: 07933191)	Shri Umesh Dongre, (DIN: 08039073)	Ms. Alka Tiwari (DIN: 03502306)	Ms. Gurveen Sidhu (DIN: 08121526)
Number of Meetings of the Board held during the year and number of Board Meetings attended	8/8	4/4	2/2	8/13	Nil
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. Talcher Fertilizers Limited b. Urvarak Videsh Limited c. The Fertiliser Association of India d. Heavy Water Board	Talcher Fertilizers Limited	The Fertilisers And Chemicals Travancore Limited	The Fertilisers And Chemicals Travancore Limited	The Fertilisers And Chemicals Travancore Limited
Memberships/ Chairmanship of Committees in other Companies	Nil	Nil	Nil	Nil	Nil
No. of Shares held	100	Nil	Nil	Nil	Nil