

## FORM NO. MGT 9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. Registration and Other Details

CIN	:	L24110MH1978GOI020185
Registration Date	:	6 <sup>th</sup> March, 1978
Name of the Company	:	Rashtriya Chemicals and Fertilizers Limited
Category/Sub-category of the Company	:	Company Limited by Shares / Union Government Company
Address of the Registered Office and contact details	:	“Priyadarshini”, Eastern Express Highway, Sion, Mumbai-400 022 Tel.: 022 24045024 Fax: 022 24045022
Whether Listed Company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083. Tel: 022 49186000 Fax:022 49186060

#### II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company:

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1.	Urea	20121	69.04
2.	Complex Fertilizers	20122	15.45
3.	Industrial Chemicals	20119	10.75

#### III. Particulars of Holding, Subsidiary and Associates Companies

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associates	% of shares held	Applicable Section
1.	Urvarak Videsh Limited Scope Complex, Core-III, 7 Institutional Area, Lodhi Road New Delhi 110003.	U24120DL2008GOI181057	Associate	33.33	2(6)
2.	FACT- RCF Building Products Limited FACT Cochin Division Campus Ambalamedu, Kochi, Keral 682303.	U26992KL2008PLC022347	Associate	50.00	2(6)
3.	Talcher Fertilizers Limited Plot 2/H, Kalpana Area, BJB Nagar, Khordha, Bhubaneswar – 751014	U24120OR2015PLC019575	Associate	33.32	2(6)



**IV. Shareholding Pattern (Equity Share Capital Break up as percentage of Total Equity)**

**i) CATEGORY-WISE SHAREHOLDING**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1 <sup>st</sup> April 2018)				No. of Shares held at the end of the year (As on 31 <sup>st</sup> March 2019)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>(A) Promoters</b>									
<b>(1) Indian</b>									
(a) Individuals / HUF	-	-	-	-	-	-	-	-	-
(b) Central Govt.	413769483	-	413769483	75.00	413769483	-	413769483	75.00	-
(c) State Govt.	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	-	-	-	-	-	-	-	-
(e) Banks/FI	-	-	-	-	-	-	-	-	-
(f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>413769483</b>	<b>-</b>	<b>441353888</b>	<b>75.00</b>	<b>413769483</b>	<b>-</b>	<b>413769483</b>	<b>75.00</b>	<b>-</b>
<b>(2) Foreign</b>									
(a) NRs-Individuals	-	-	-	-	-	-	-	-	-
(b) Other –Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks/FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter(A) = (A)(1) +(A)(2)</b>	<b>413769483</b>	<b>-</b>	<b>441353888</b>	<b>75.00</b>	<b>413769483</b>	<b>-</b>	<b>413769483</b>	<b>75.00</b>	<b>-</b>
<b>(B) Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds	-	4900	-	-	-	4900	4900	-	-
(b) Banks/FI	12986740	-	12986740	2.35	13283596	-	13283596	2.40	0.05
(c) Central Govt.	-	-	-	-	-	-	-	-	-
(d) State Govt(s).	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	6054474	-	6054475	1.10	6054475	-	6054475	1.10	-
(g) FIIs/ Foreign Portfolio Investor	8084621	-	8084621	1.47	7146033	-	7146033	1.30	-0.17
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others(Specify)									
UTI	-	2400	2400	-	-	2400	2400	-	-
<b>Sub Total (B)(1)</b>	<b>27125836</b>	<b>7300</b>	<b>27133136</b>	<b>4.92</b>	<b>26484188</b>	<b>7300</b>	<b>26491488</b>	<b>4.80</b>	<b>-0.12</b>
<b>(2) Central Government/ State Government(s)/ President of India</b>									
<b>Sub total (B) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(3) Non-Institutions</b>									
(a) Bodies Corporate									
(i) Indian	14821469	8401	14829870	2.69	10632097	8400	10640497	1.93	-0.76
(ii) Overseas	-	500	500	0.00	-	500	500	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹1 lakh.	61963625	99424	62063049	11.25	67728506	87567	67816073	12.29	1.04
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	21098992	110800	21209792	3.85	20784101	110800	20894901	3.79	-0.06
(c) Others(Specify)									
Non Resident Indians (Repat)	1859856	827100	2686956	0.49	1984900	827100	2812000	0.51	0.03

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1 <sup>st</sup> April 2018)				No. of Shares held at the end of the year (As on 31 <sup>st</sup> March 2019)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Non Resident Indians (Non Repat)	569818	-	569818	0.10	698039	-	698039	0.13	0.03
Foreign Nationals	600	-	600	-	600	-	600	0.00	-
Hindu Undivided Family	5111890	-	5111890	0.93	5940858	-	5940858	1.08	0.15
Clearing Member	4203589	-	4203589	0.76	2354698	-	2354698	0.43	-0.33
Trusts	38600	-	38600	-	49100	-	49100	-	-
Trust Employee	0	-	0	-	3000	-	3000	-	-
IEPF	70817	-	70817	0.01	70817	-	70817	0.01	-
NBFCs registered with RBI	-	-	-	-	146046	-	146046	0.03	0.03
<b>Sub Total (B)(3)</b>	<b>68160285</b>	<b>1093625</b>	<b>69253910</b>	<b>20.08</b>	<b>109668439</b>	<b>1046225</b>	<b>110714664</b>	<b>20.20</b>	<b>0.12</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+ (B)(3)</b>	<b>136865092</b>	<b>1053525</b>	<b>137918617</b>	<b>25.00</b>	<b>136876950</b>	<b>1041667</b>	<b>137918617</b>	<b>25.00</b>	<b>-</b>
<b>Total (A)+(B)</b>	<b>550634575</b>	<b>1053525</b>	<b>551688100</b>	<b>100.00</b>	<b>550646433</b>	<b>1041667</b>	<b>551688100</b>	<b>100.00</b>	<b>-</b>
<b>(C) Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A)+(B)+(C)</b>	<b>550634575</b>	<b>1053525</b>	<b>551688100</b>	<b>100.00</b>	<b>550646433</b>	<b>1041667</b>	<b>551688100</b>	<b>100.00</b>	<b>0.00</b>

ii) **SHAREHOLDING OF PROMOTERS**

Sr. No.	Name of shareholder	No. of Shares held at the beginning of the year (As on 1 <sup>st</sup> April 2018)			No. of Shares held at the end of the year (As on 31 <sup>st</sup> March 2019)			% Change during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	The President of India	413769483	75.00	-	413769483	75.00	-	-
	<b>Total</b>	<b>413769483</b>	<b>75.00</b>	<b>-</b>	<b>413769483</b>	<b>75.00</b>	<b>-</b>	<b>-</b>

iii) **CHANGE IN PROMOTERS' SHAREHOLDING**

Sr. No.	Name of the shareholder	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reason	Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
No Change during the year								

iv) **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)**

Name of the shareholder	Shareholding at the beginning of the year (01.04.2018)		Shareholding at the end of the year (31.03.2019)	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Life Insurance Corporation of India	1,14,09,167	2.07	1,14,09,167	2.07
The New India Assurance Company Limited	33,03,975	0.60	33,03,975	0.60
Jagdish Amritlal Shah	22,19,000	0.40	22,19,000	0.40
Dimensional Emerging Markets Value Fund	9,26,317	0.17	19,49,382	0.35
Emerging Markets Core Equity Portfolio (The Portfolio) of DFA Investment Dimensions Group Inc. (DFAIDG)	15,56,217	0.28	15,74,929	0.29
Bharat Taparua	9,78,972	0.18	9,61,597	0.17
The Emerging Markets Small Cap Series of the DFA Investment Trust Company	7,68,568	0.14	8,93,387	0.17
MV SCIF Mauritius	11,99,982	0.22	8,76,412	0.16
IL and FS Securities Services Limited	10,15,307	0.18	8,66,246	0.16



Name of the shareholder	Shareholding at the beginning of the year (01.04.2018)		Shareholding at the end of the year (31.03.2019)	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Angel Broking Private Limited	12,40,564	0.22	4,94,255	0.90
Wallfort Financial Services Limited	10,00,000	0.18	0	0

The shares of the Company are substantially held in dematerialized form and are traded on a daily basis and hence, the date wise increase / decrease in shareholding is not indicated.

**i) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Sr. No.	Name of the shareholder	Shareholding at the beginning of the year		Date	Increase /Decrease in shareholding	Reason	Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Shri Sudhir D. Panadare	200	-	-	-	-	200	-

**I. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but no due for payment

₹ in Crore

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	483.23	847.78	-	1331.01
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	1.25	2.18	-	3.43
<b>Total (i+ii+iii)</b>	<b>484.48</b>	<b>849.96</b>	-	<b>1334.44</b>
<b>Change in Indebtedness during the financial year</b>				
(i) Addition	2602.41	4365.00	-	6967.41
(ii) Reduction	87.19	4745.51	-	4832.70
<b>Net Change</b>	<b>2512.22</b>	<b>(380.51)</b>	-	<b>2134.71</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	2992.95	468.76	-	3461.71
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	6.75	0.69	-	7.44
<b>Total (i+ii+iii)</b>	<b>2999.70</b>	<b>337.06</b>	-	<b>3469.15</b>

**II. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and /or Manager**

In ₹

Sr. No.	Particulars to Remuneration	Shri Umesh V. Dhatrak	Shri Sudhir D. Panadare	Shri Umesh Dongre	Shri K.U. Thankachen (from 11.12.2018)	Total Amount
1	<b>Gross Salary</b>					
a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	44,66,577	42,82,101	32,88,621	11,03,144	1,31,40,443
b)	Value of perquisites u/s 17(2) Income Tax Act, 1961	5,37,939	5,20,615	4,16,519	97,727	15,72,800
c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-	-
2.	<b>Stock Option</b>	-	-	-	-	-
3.	<b>Sweat Equity</b>	-	-	-	-	-
4.	<b>Commission</b>					
	- as % of Profit	-	-	-	-	-
	- others, specify ...	-	-	-	-	-
5.	Others i.e. PF, Pension, Leave encashment and medical expenses	4,92,575	6,74,970	5,22,544	89,499	17,79,588
	<b>Total (A)</b>	<b>54,97,091</b>	<b>54,77,686</b>	<b>42,27,684</b>	<b>12,90,370</b>	<b>1,64,92,831</b>
	Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.

**B. Remuneration to other directors**

(in ₹)

Sr. No.	Particulars to Remuneration	Shri Harin Pathak	Shri G. M. Inamdar	Shri Suryanarayana Simhadri	Prof. Anil .K. Singh (from 7.03.2019)	Dr. Shambu Kumar (from 7.03.2019)	Total Amount
1	<b>Independent Directors</b>						
	• Fee for attending board / committee meetings	3,80,000	6,40,000	5,55,000	25,000	50,000	16,50,000
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	<b>Total (A)</b>	<b>3,80,000</b>	<b>6,40,000</b>	<b>5,55,000</b>	<b>25,000</b>	<b>50,000</b>	<b>16,50,000</b>
2	<b>Other Non-Executive Directors</b>						
	• Fee for attending board / committee meetings	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>3,80,000</b>	<b>6,40,000</b>	<b>5,55,000</b>	<b>25,000</b>	<b>50,000</b>	<b>16,50,000</b>
	<b>Total Managerial Remuneration(A+B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,81,42,831</b>
	<b>Overall Ceiling as per the Act</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>

**C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD**

(in ₹)

Sr. No.	Particulars to Remuneration	Shri J. B. Sharma, Company Secretary
1	<b>Gross Salary</b>	
a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	19,25,100
b)	Value of perquisites u/s 17(2) Income Tax Act, 1961	2,42,360
c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	-
2.	<b>Stock Option</b>	-
3.	<b>Sweat Equity</b>	-
4.	<b>Commission</b>	
	- as % of Profit	-
	- others, specify ...	-
5.	Others i.e. PF, Pension, Leave encashment and medical expenses	1,94,036
	<b>Total</b>	<b>23,61,496</b>

**III. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty / punishment/compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	Nil				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	Nil				
Punishment					
Compounding					
<b>C. Other officer in Default</b>					
Penalty	Nil				
Punishment					
Compounding					

It may be noted that RCF has received letters from BSE Limited and National Stock Exchange of India Limited informing levy of Penalty for non-compliance of provisions of Regulation 17 (1) (b) of SEBI (LODR) Regulations i.e. for not having required number of Independent Directors on the Board (considering Chairperson of the Board being Executive Director) for the quarter ended September 2018, December 2018 & March 2019. In this regard the Company has requested the Stock Exchanges for waiver of fine levied, as RCF being a Government Company, the power to appoint Directors (including Independent Directors) and terms and conditions of appointments etc. vests with Government of India and such non-compliance is not due to any negligence/default by the Company.