

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

"प्रियदर्शिनी",
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 वेबसाईट / Web : www.rcfltd.com
CIN: L24110MH1978GOI020185

RCF/CS/Stock Exchanges /2019

12th October, 2019

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.
--	---

Dear Sir/Madam,

Sub: Compliance Report on Corporate Governance for the quarter & half year ended 30th September , 2019

Pursuant to Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance Report on Corporate Governance for the quarter and half year ended 30th September, 2019.

This is for your kind information and record.

Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited

(J. B. Sharma)
Company Secretary

Encl: a./a.



Let us grow together.

Corporate Governance Report for the quarter ended 30th September, 2019

1. Name of Listed Entity : Rashtriya Chemicals and Fertilizers Limited

2. Quarter ending : 30th September, 2019

I. Composition of Board of Directors

Sr. No.	Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent /Nominee)	Initial date of appointment	Date of re-appointment	Date of cessation	Tenure	Date of birth	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (in reference to proviso to regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr.	Umesh V. Dhatrik	PAN: AAOPD5348Q DIN: 07718394	Chairperson-Executive Director	14/09/2017	-	-	N.A.	28-09-1959	1	-	1 (SC)	Nil
2	Mr.	Sudhir D. Panadare	PAN: AATPP5919N DIN: 07933191	Executive Director	18/12/2017	-	-	N.A.	07-05-1961	2	-	Nil	Nil
3	Mr.	Shri Umesh Dongre	PAN: ABDPD4840P DIN: 08039073	Executive Director	09/02/2018	-	-	N.A.	13-11-1961	1	-	1(SC)	Nil
4	Mr.	K. U. Thankachen	PAN : AACPT5408M DIN:06946476	Executive Director	11/12/2018	-	-	N.A.	15-07-1962	2	-	Nil	Nil
5	Ms	Alka Tiwari	PAN: AAKPT4240R DIN: 03502306	Nominee Director	06/03/2017	-	-	N.A.	06-09-1965	3	-	2(AC)	Nil
6	Ms.	Gurveen Sidhu	PAN: ACVPC7925R DIN: 08121526	Nominee Director	18/05/2018	-	-	N.A.	04-01-1968	2	-	Nil	Nil
7	Mr.	Suryanarayana Simhadri	PAN: ANYPS8613E DIN: 01951750	Independent Director	08/03/2017	-	-	3 years	24-08-1966	1	1	1(AC)	1(AC)
8	Prof	Anil Kumar Singh	PAN: AADPS7078R DIN: 08382601	Independent Director	07/03/2019	-	-	3 years	02-04-1952	1	1	1	Nil
9	Dr.	Shambhu Kumar	PAN: AVYPK9149B DIN: 07368172	Independent Director	07/03/2019	-	-	3 years	04-05-1972	1	1	2 (AC & SC)	1(SC)

Sanjivani



Let us grow together

II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Shri Suryanarayana Simhadri, Chairperson Ms. Alka Tiwari, Member, Prof. A. K Singh, Member Dr. Shambhu Kumar, Member	Independent Director Nominee Director Independent Director Independent Director	25-04-2017 25-04-2017 16-07-2019 16-07-2019	-
2. Nomination & Remuneration Committee	Yes	Prof. A. K. Singh, Chairperson Shri Suryanarayana Simhadri, Member Ms Alka Tiwari, Member Shri U. V. Dhatriak, Member	Independent Director Independent Director Nominee Director Executive Director	16-07-2019 10-11-2017 09-02-2018 21-09-2017	-
3. Risk Management Committee (if applicable)	Yes	Shri Umesh Dongre, Chairperson Shri Sudhir D. Panadare, Member Shri K. U. Thankachen, Member Shri Suryanarayana Simhadri, Member Prof. A. K Singh, Member	Executive Director Executive Director Executive Director Independent Director Independent Director	18-03-2019 18-03-2019 18-03-2019 18-03-2019 18-03-2019	-
4. Stakeholders Relationship Committee'	Yes	Dr. Shambhu Kumar, Chairperson Shri Umesh V. Dhatriak, Member Shri Umesh Dongre, Member	Independent Director Executive Director Executive Director	16-07-2019 21-09-2017 09-02-2018	-
5. CSR Committee	Yes	Shri Suryanarayana Simhadri, Chairperson Shri Umesh Dongre, Member Ms Alka Tiwari, Member	Independent Director Executive Director Nominee Director	09-02-2018 13-07-2018 25-04-2017	-
6. Share Transfer Committee	Yes	Shri Umesh V. Dhatriak, Chairperson Shri Sudhir D. Panadare, Member Shri Umesh Dongre, Member	Executive Director Executive Director Executive Director	21-09-2017 09-02-2018 09-02-2018	-

Genivair



Let us grow together

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	Maximum gap between any two consecutive (in number of days)
7th May, 2019	16 th July, 2019	Yes	7	3	33 days
4th June, 2019	1 st August, 2019		9	3	
12th June, 2019	8 th August, 2019		8	3	
	24 th September, 2019		8	3	

IV. Meeting of Committees

Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
8 th August, 2019	Yes	4	3	7 th May, 2019	92 days

Nomination and Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
16 th July, 2019	Yes	3	1	7 th May, 2019	-
				4 th June, 2019	-

CSR Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
16 th July, 2019	Yes	3	1	11 th May, 2019	-



Let us grow together

Stakeholders Relationship Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
08 th August , 2019	Yes	3	1	-	-

Share Transfer Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of Independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14 th September, 2019	Yes	3	0	22 nd April, 2019	-
				19 th June, 2019	-

V. Related Party Transactions:


Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

VI. Affirmations

1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The strength of the Board of Directors was 9 as on 30 th September, 2019, comprising of 4 Executive Directors (Including Chairman), 2 Non-Executive Directors and 3 Independent Directors. RCF has not been 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 including one-woman director.
2	The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure requirements) Regulations, 2015. a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders relationship committee d. Risk Management Committee
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.
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.
5	This report shall be placed before the Board of Directors in the next Board Meeting.

(J. B. Sharma)
Company Secretary

Format to be submitted by listed entity at the end of 6 months after end of financial year along with the second quarter's report of next financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
For Rashtirya Chemicals and Fertilizers Limited		
 (J. B. Sharma) Company Secretary		

