

Corporate Governance Report for the quarter ended 30th June, 2020

1. Name of Listed Entity : Rashtriya Chemicals and Fertilizers Limited
2. Quarter ending : 30th June, 2020

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of re-Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Shrinivas Chandrash ekhar Mudgerikar	03498837	ADDPM9488J	Chairperson - Executive Director	Managing Director	01-Oct-2019	01-Oct-2019			17-Dec-1965	NA		1	0	1	0	SC, NRC	
Mr.	Sudhir D. Panadare	07933191	AATPP5919N	Executive Director		18-Dec-2017	26-Sep-2018			07-May-1961	NA		1	0	0	0	RMC	
Mr.	Umesh Dongre	08039073	ABDPD4840P	Executive Director		09-Feb-2018	26-Sep-2018			13-Nov-1961	NA		1	0	1	0	SC, RMC, CSR	
Mr.	K. U. Thankachan	06946476	AACPT5408M	Executive Director		11-Dec-2018	24-Sep-2019			15-Jul-1962	NA		2	0	0	0	RMC	
Ms.	Alka Tiwari	03502306	AAKPT4240R	Nominee Director		06-Mar-2017	21-Sep-2017			06-Sep-1965	NA		3	0	2	0	AC, NRC, CSR	
Ms.	Gurveen Sidhu	08121526	ACVPC7925R	Nominee Director		18-May-2018	26-Sep-2018			04-Jan-	NA		2	0	0	0	-	



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Mr.	Anil Kumar Singh	08382601	AADPS7078R	Independent Director		07-Mar-2019	24-Sep-2019		36	02-Apr-1952	NA		1	1	1	0	AC,RMC,NRC
Mr.	Shambhu Kumar	07368172	AVYPK9149B	Independent Director		07-Mar-2019	24-Sep-2019		36	04-May-1972	NA		1	1	2	1	AC,SC,NRC, RMC
Ms.	Shashi Bala Bharti	08770477	AHBPB0360N	Independent Director		25-Jun-2020	25-06-2020		36	19-Jul-1950	NA		1	1	0	0	-

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

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	

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	



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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

e. CSR Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Anil Kumar Singh	ID	Chairperson	08-May-2020	
2	Alka Tiwari	NED,ND	Member	24-Apr-2017	
3	Umesh Dongre	ED	Member	13-Jul-2018	

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
05-Jan-2020	08-May-2020	Yes	8	2
11-Feb-2020	29-May-2020	Yes	8	2
05-Mar-2020	-	Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days)	63

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	05-Jan-2020	29-May -2020	Yes	3	2
Audit Committee	11-Feb-2020		Yes		
Nomination & Remuneration Committee	11-Feb-2020	29-May -2020	Yes	4	2
Stakeholders Relationship Committee	05-Mar-2020	29-May -2020	Yes	3	1
CSR Committee	-	29-05-2020	Yes	3	1
Risk Management Committee	30-Mar-2020		Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	107



v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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. - **Yes**
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:

The strength of the Board of Directors was 9 as on 30th June, 2020, 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.

Name : Jai Bhagwan Sharma
 Designation : Company Secretary & Compliance Officer

14th July, 2020