



RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

(A Government of India Undertaking)

CIN: L24110MH1978GOI020185

Regd. Office: "Priyadarshini", Eastern Express Highway,

Sion, Mumbai - 400 022. Phone: 022-24045024 / Fax: 022 24045022

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NOTICE OF 42nd ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting of the members of Rashtriya Chemicals and Fertilizers Limited will be held on Wednesday, December 30, 2020 at 3.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") pursuant to and in compliance the Ministry of Corporate Affairs ("MCA") circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 and Securities and Exchange Board of India ("SEBI") circular dated May 12, 2020, to transact the business as set out in the Notice convening AGM.

The Company has sent the electronic copies of the Notice of the AGM along with Annual Report for the year 2019-20 on December 4, 2020 to all the members whose email addresses are registered with the Depository Participants (DPs)/Company's Registrar and Share Transfer Agent viz. Link Intime India Private Limited. The Notice and Annual Report are also available on the website of the Company at www.rcfttd.com, the website of exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Additionally, the Notice is also available on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. Please note that the physical/hard copies of the Notice and Annual Report will not be sent. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of the Notice till Wednesday, December 30, 2020. Members seeking to inspect such documents are requested to write to the Company at investorcommunications@rcfttd.com.

The attendance of the members participating in the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

Proxy - Since the AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.

Book closure and Payment of Dividend - Notice is also hereby given that pursuant to Section 91 of the Companies Act, 2013, Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, December 24, 2020 to Wednesday, December 30, 2020 (both days inclusive) for the purpose of ascertaining the eligibility of members for payment of equity dividend for the financial year ended 31.03.2020 and for the purpose of 42nd Annual General Meeting of the Company. Equity Dividend @ Rs.2.84 per share, after declaration at the AGM, would be paid to those members whose name appears in the Register of Members/BENPOS as at the close of working hours on Wednesday, December 23, 2020.

Remote E-Voting & E-Voting during AGM - Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the company is offering e-voting facility to its members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the members. The instructions for remote e-voting and e-voting during the AGM are as under:

- Members holding shares either in physical form or in dematerialized Form, as on cut-off date i.e. Wednesday, December 23, 2020, may cast their vote electronically on all the business set forth in the Notice of AGM through electronic voting system (remote e-voting) provided by CDSL.
- The ordinary and special business as set forth in the Notice of AGM may be transacted through either remote e-voting system (remote evoting) or e-voting system at the AGM.
- The remote e-voting would commence on Saturday, December 26, 2020 (9.00 a.m. IST) and ends on Tuesday, December 29, 2020 (5.00 p.m. IST), during which period the members may cast their vote electronically. Thereafter, the e-voting module shall be disabled by CDSL.
- Voting rights will be reckoned on the shares registered in the name of the Members as on Wednesday, December 23, 2020 (Cut-off date).
- Members may note that once the vote on a resolution is cast, the member shall not be allowed to change it subsequently. The facility for e-voting will also available during AGM. Members present in the AGM through VC/OAVM, and who have not casted their vote on the resolutions through remote e-voting, shall be eligible for vote through e-voting system at the AGM. Members who have cast their votes by remote evoting prior to the AGM may also attend the AGM, but they shall not be entitled to cast their votes again.
- The members, whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date i.e. December 23, 2020 are entitled to avail facility of remote e-voting or e-voting at the AGM.
- The manner of e-voting remotely for members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the Notice of the AGM. The details will also made available on the websites of the Company at www.rcfttd.com, the website of stock exchanges i.e. BSE Limited and National Stock Exchange Limited at www.bseindia.com and www.nseindia.com respectively and CDSL at www.evotingindia.com.
- In case of persons become the member of the Company after the despatch of AGM Notice but on or before the cut-off date, should follow the same procedure for e-voting as mentioned in the Notice of the Company.
- Members permitted to join AGM through VC/OAVM, 15 minutes before the schedule time of commencement of AGM and during the AGM through facility provided by CDSL at www.evotingindia.com by using the login credential and selecting EVSN for the Company's AGM. The procedure for joining AGM through VC/OAVM is mentioned in the Notice.

Scrutinizer - The Company has appointed Shri Bhumitra V. Dholakia (FCS-977 CP No. 507), Designated Partner of M/s. Dholakia and Associates LLP, Company Secretaries or his absence Shri Nrupang Dholakia (FCS 10032, CP 12884), Partner of M/s. Dholakia and Associates LLP, Company Secretaries as a Scrutinizer to scrutinize the remote e-voting and e-voting at AGM in a fair and transparent manner.

Results - The Results on resolutions shall be declared within 48 hours of the conclusion of the AGM of the Company. The results declared along with the consolidated scrutinizer's report shall be placed on the Company's website (www.rcfttd.com) and also on the website of CDSL (www.evotingindia.com) for information of the members and would also be communicated to the Stock Exchanges.

Contact Details - In case of any queries/grievances relating to e-voting or any technical assistance before AGM or during AGM, can contact, Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafattal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai - 400013.; Phone number: call 1800 22 5533/022-2305 8542; id: helpdesk.evoting@cdslindia.com

Manner of registering/updating email address is as below:

- a. Members holding shares in physical mode are requested to furnish a scanned signed copy of the request letter providing the folio no., email address, mobile number and self attested PAN copy to the Company's RTA, Link Intime India Private Limited at their email address rcft.helpdesk@linkintime.co.in
- b. Members holding shares in dematerialised mode are requested to register their email addresses and mobile numbers with respective DPs.

Tax deducted at Source (TDS) on Dividend

- a. Members may note that in terms of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS at the prescribe rates on dividend payable to the shareholders.
- b. Members not liable to pay income tax need to submit a declaration to avail the benefit of non deduction of TDS by uploading the declaration together with the relevant documents by sending an email to investorcommunications@rcfttd.com or cs@rcfttd.com or rcfdvtax@linkintime.co.in on or before December 23, 2020. Members may refer to the Notice of AGM for detailed instructions in this regard.

For Rashtriya Chemicals and Fertilizers Limited

Place: Mumbai
Date: December 5, 2020

[J. B. Sharma]
Company Secretary
M. No.: FCS 5030

Let us grow together