

RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

CIN: L24110MH1978GOI020185

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

Phone: 022-24045024/ Fax:022 24045022 Email Id: investorcommunications@refltd.com / Website: www.refltd.com

NOTICE

41st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 41st Annual General Meeting of the Members of RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED will be held on Tuesday, the 24th September, 2019 at 3.00 p.m. at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai 400 071 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 financial year ended 31st March, 2019, including Profit & Loss Statement for the year ended 31st March, 2019 and Balance Sheet as at that date together with the Reports of Directors and Independent Statutory Auditors and comments thereon of the Comptroller and Auditor General of India
2. To declare dividend on equity share capital for the financial year 2018-19.
3. To appoint a Director in place of Shri Sudhir D. Panadare (DIN: 07933191), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Umesh Dongre (DIN: 08039073), who retires by rotation and being eligible, offers himself for reappointment.
5. To fix the remuneration of Statutory Auditors for the Financial Year 2019-20 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 2019-20."

SPECIAL BUSINESS:

6. To appoint Shri K. U. Thankachen, as Director (Marketing) 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, if any, 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) and basis the recommendation of Nomination & Remuneration Committee, Shri K. U. Thankachen (DIN: 06946476), who was appointed by the Board of Directors as an Additional Director and Director (Marketing) of the Company w.e.f. 11th December, 2018 and who holds office upto the date of this Annual General Meeting of the Company 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 (Marketing) of the Company liable to retire by rotation on terms and conditions as determined by the Government of India, in the scale of ₹1,80,000 – ₹3,40,000/- 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 Prof. Anil Kumar Singh, as an Independent 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, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, 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) Prof. Anil Kumar Singh (DIN: 08382601), who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting of the Company, 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 an Independent Director of the Company for a period of three years w.e.f. 7th March, 2019, or until further orders, whichever is earlier, in terms of letter no. No.78/2/2006-HR-I dated 20th February, 2019 issued from Ministry of Chemicals & Fertilizers. He shall not be liable to retire by rotation.”
8. To appoint Dr. Shambhu Kumar, as an Independent 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, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, 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) Dr. Shambhu Kumar (DIN: 07368172), who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting of the Company, 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 an Independent Director of the Company for a period of three years w.e.f. 7th March, 2019, or until further orders, whichever is earlier, in terms of letter no. No.78/2/2006-HR-I dated 20th February, 2019 issued from Ministry of Chemicals & Fertilizers. He shall not 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 resolutions as an **Ordinary Resolutions:**
- “**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, 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 M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 00024), Jaipur, 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 31st March, 2020, 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 resolutions as a **Special Resolutions:**
- “**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: 12th August, 2019

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 10% 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 Wednesday, the 18th September, 2019 to Tuesday, the 24th September, 2019 [both days inclusive].

The dividend, if declared at the AGM, will be paid on or after Tuesday, the 24th September, 2019 to those persons;

- (a) whose names appear as beneficial owners as at the end of the business hours on Tuesday, the 17th September, 2019 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) As members in the Register of Members of the Company as on 17th September, 2019 in respect of shares held in physical form.
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. 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.
 7. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, 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 26th September, 2018 (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 2019-20, the Company would be transferring unclaimed dividend amount for the financial year ended 31st March, 2012 on or before 5th November, 2019 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.

8. 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.
9. 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.
10. Electronic copy of the 41st Annual Report for 2019, 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 2019, indicating process and manner of e-voting along with attendance slip and proxy form, are being sent in the permitted mode.
11. 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.

12. 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 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.rcf ltd.com under 'Investor Relations' section.

13. Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
14. Members may also note that the 41st Annual Report for 2018-19 will also be available on the Company's website www.rcf ltd.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: www.investorcommunications@rcf ltd.com.
15. Members holding shares in electronic form are requested to submit the PAN and Bank Account details to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN and Bank Account details to the Company's Registrar and Share Transfer Agents.
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 2018-19 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 2018-19 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 June 8, 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. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India as approved by the Central Government, is enclosed to this Notice.
19. A route map showing directions to reach the venue of the 41st AGM is given along with this Annual Report as per the requirement of the Secretarial Standards 2 on General Meetings.
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 41st 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 Tuesday, the 17th September, 2019.
- 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 Tuesday, the 17th September, 2019 may refer to this Notice of the 41st Annual General Meeting of the Company, posted on Company’s website www.rcfltd.com for detailed procedure with regard to remote e-Voting. The Notice shall also be available at 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. The Board of Directors has appointed Shri Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia and Associates LLP, Company Secretaries, failing him, Shri Nrupang Dholakia, Partner of M/s. Dholakia and Associates LLP, Company Secretaries as a 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 and on the website of CDSL e-Voting 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 e-voting period commences on Friday, the 20th September, 2019 (9.00 a.m. IST) and ends on Monday, the 23rd September, 2019 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, the 17th September, 2019, may cast their vote by remote e-voting. The 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 Shareholders 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
 - (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 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 alphanumeric 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 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.
- 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 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, under help section or write an email to 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.6

Shri K. U. Thankachen, who has been appointed by

President of India as Director (Marketing) on the Board of the Company w.e.f. 11th December, 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 41st Annual General Meeting.

Shri Thankachen is MBA with specialisation in Marketing from Department of Commerce & Management Studies, University of Calicut in the year 1986. Shri Thankachen is a seasoned professional in the field of logistics and warehousing with over 30 years of experience. He started his career with Airports Authority of India in the year 1987 and joined Container Corporation of India Ltd. in the year 1995. He has held various important positions in Marketing, Commercial and Operations functions within CONCOR. He was posted as Chief General Manager, Central Region of CONCOR at Nagpur having jurisdiction of 5 terminals at Nagpur, Bhusawal, Aurangabad, Raipur and Mandideep from September, 2010 to April, 2012. Thereafter, he was posted as head of the largest Inland Container Depot in Asia at Tughlakabad, New Delhi from April, 2012 to September, 2013.

Prior to joining Director (Marketing), Shri Thankachen was Managing Director of Central Railside Warehouse Company Limited. He attended a one year international management programme organised by International Centre for Promotion of Enterprises, Ljubljana, Slovenia.

Nomination and Remuneration Committee has recommended the appointment of Shri K. U. Thankachen as Director (Marketing) 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.

Shri Thankachen 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.

Pursuant to the provisions of Section 161(1) of the Act, Shri K. U. Thankachen shall hold office up to the date of this Annual General Meeting and is eligible to be appointed

as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director.

Shri Thankachen does not hold any shares in the Company by himself or for any other person on beneficial basis.

Except Shri Thankachen, 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

Prof. Anil Kumar Singh who has been appointed by President of India as an Independent Director on the Board of the Company w.e.f. 7th March, 2019, 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 41st Annual General Meeting.

Prof. Anil Kumar Singh (Ph.D. IIT Kanpur, 1978) has been associated with IIT Bombay since January 1983 in various capacities. He has also served in administrative capacity in other higher education and research institutions in India like Director of Regional Research Laboratory (CSIR) Jorhat and Vice-Chancellor of Bundelkhand University and University of Allahabad. With teaching/research/administrative career spanning over more than three and half decades, Professor Singh embodies wealth of expertise and experience of research in chemical and allied sciences, and academic administration. His research interests broadly span the areas of organic chemistry, bioorganic chemistry, photochemistry and photobiology.

Prof. Singh has participated in drawing-up and developing academic policies and programmes of education and research, and expansion of collaborations of IIT Bombay both in

India and abroad. He has also been associated in multiple capacities with several other national and international educational institutions and R&D organizations, science academies and societies, administrative and policy making bodies, to drive organizational excellence, and development and advancement of higher education and research in science and technology.

Prof. Singh's academic and research endeavours are duly recognized by educational and research organizations, government and corporate bodies, science academics and professional scientific societies by awards and honours.

Prof. Singh 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.

The Company has received a declaration from Prof. Anil Kumar Singh that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Prof. Anil Kumar Singh fulfills the conditions for his appointment as an Independent Director as specified in the Act.

Pursuant to the provisions of Section 161(1) of the Act, Prof Anil Kumar Singh shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Independent Director.

Prof. Anil Kumar Singh does not hold any shares in the Company by himself or for any other person on beneficial basis.

Except Prof. Anil Kumar Singh, 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

Dr. Shambhu Kumar who has been appointed by President of India as an Independent Director on the Board of the Company w.e.f. 7th March, 2019, 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 41st Annual General Meeting.

Dr. Shambhu Kumar is Bachelor of Arts from HP University Shimla and completed Ph. D from Jamia Millia Islamia University, New Delhi. He has vast experience in Indian Government development programme such as Bihar Rural Livelihood Programme (BRLP), National Food for Work Programme (NFFWP), Jharkhand Tribal Development Programme (JTDP), Chhattisgarh Tribal Development Programme (CTDP), Pradhan Mantri Gramin Sarak Yojna (PMGSY) & different Rural Development programme. He worked for the evaluation study of the impact of micro-credit scheme of National Handicapped Finance and Development Corporation (NHFDC) & National Minority Development Finance Corporation (NMDFC), Sankat Haran Bima Yojna of KRIBHCO. He has completed research in Watershed project and SWA-SHAKTI (Rural women Development and Empowerment project, RWDEP).

He was the coordinator of bilateral trade between Thailand & Uttar Pradesh, coordinator of Thailand government for 2018 Uttar Pradesh investor Summit (Lucknow) & ASEAN-India Business summit in New Delhi, visited Bangkok as a guest for ASEAN - India Expo & Forum.

He is CEO of M/s Subansiri Development Private Limited and Director of Village Boy Production Private Limited.

Dr. Shambhu Kumar 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.

The Company has received a declaration from Dr. Shambhu Kumar that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Dr. Shambhu Kumar fulfills the conditions for his appointment as an Independent Director as specified in the Act.

Pursuant to the provisions of Section 161(1) of the Act, Dr. Shambhu Kumar shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Independent Director.

Dr. Shambhu Kumar does not hold any shares in the Company by himself or for any other person on beneficial basis.

Except Dr. Shambhu Kumar, 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. 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 7th May, 2019, has considered and approved the appointment M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No.00024), Jaipur to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020, 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: 12th August, 2019

Place: Mumbai



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

Name	Shri Sudhir D. Panadare (DIN: 07933191)	Shri Umesh Dongre (DIN: 08039073)	Shri K. U. Thankachen (DIN: 06946476)	Prof. Anil Kumar Singh (DIN: 08382601)	Dr. Shambhu Kumar (DIN: 07368172)
Age	58 years	57 years	57 years	67 years	47 years
Date of Birth	07.05.1961	13.11.1961	15.07.1962	02.04.1952	04.05.1972
Date of Appointment	18.12.2017	09.02.2018	11.12.2018	07.03.2019	07.03.2019
Qualification	B.E. (Chemical)	Indian Cost Accounts Service and CMA from the Institute of Cost Accountants of India	MBA	Ph.D., IIT Kanpur	Bachelor of Arts and Ph.D., Jamia Millia Islamia University, New Delhi.
Terms & Conditions of appointment	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 Director (Marketing) by President of India through Ministry of Chemicals & Fertilizers.	Appointed as an Independent Director by President of India through Ministry of Chemicals & Fertilizers.	Appointed as an Independent Director by President of India through Ministry of Chemicals & Fertilizers.
Expertise in specific functional area	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.	Shri Thankachen is a seasoned professional in the field of logistics and warehousing with over 30 years of experience.	Prof. Anil Kumar Singh has been associated with IIT Bombay in various capacities and also served in administrative capacity in other higher education and research institutions in India.	Dr. Shambhu Kumar has vast experience in Indian Government development programme & different Rural Development programme.
Details of remuneration last drawn (Financial year 2018-19)	₹ 54.78 Lakh	₹ 42.28 Lakh	₹ 12.90 Lakh	₹ 0.25 Lakh	₹ 0.50 Lakh
Number of Meetings of the Board held during the year and number of Board Meetings attended	14/14	14/14	5/5	1/2	2/2
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. The Fertilisers and Chemicals Travancore Limited	a. The Fertilisers and Chemicals Travancore Limited b. FACT-RCF Building Products Limited	The Fertilisers and Chemicals Travancore Limited	Nil	a. Subansiri Development Private Limited b. Village Boy Production Private Limited.
Memberships/Chairmanship of Committees in other Companies	Nil	Nil	Nil	Nil	Nil
No. of Shares held	200	Nil	Nil	Nil	Nil

Route map to the Venue of the AGM



● “Sivaswamy Auditorium”,
The Fine Arts Society,
Fine Arts Chowk,
RC Marg, Chembur,
Mumbai 400 071,
Maharashtra, India.