

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",
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CIN: L24110MH1978GOI020185

RCF/CS/Stock Exchanges /2018

9th October, 2018

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.
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Sir/Madam,

Sub: Compliance Report on Corporate Governance for the quarter and six months period ended 30th September, 2018

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 six months period ended 30th September, 2018.

This is for your kind information and record.

Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited

(J. B. Sharma)
Company Secretary

Encl: a./a.



Corporate Governance Report for the quarter ended 30th September, 2018

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

2. Quarter ending :30th September, 2018

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)
Mr.	Umesh V. Dhatrik	PAN: AAOPD5348Q DIN: 07718394	Chairperson-Executive Director	14/09/2017	N.A.	1	1 (SC)	Nil
Mr.	Sudhir D. Panadare	PAN: AATPP5919N DIN: 07933191	Executive Director	18/12/2017	N.A.	1	Nil	Nil
Mr.	Shri Umesh Dongre	PAN: ABDPD4840P DIN: 08039073	Executive Director	09/02/2018	N.A.	1	1(SC)	Nil
Ms	Alka Tiwari	PAN: AAKPT4240R DIN: 03502306	Nominee Director	06/03/2017	N.A.	2	1(AC)	Nil
Ms.	Gurveen Sidhu	PAN:ACVPC7925 R DIN:08121526	Nominee Director	18/05/2018	N.A.	2	Nil	Nil
Mr.	Harin Pathak	PAN: AAWPP0622K DIN: 07552994	Independent Director	08/07/2016	3 years	1	1(AC)	1(AC)
Mr.	G. M. Inamdar	PAN: AADPI6249J DIN: 07552999	Independent Director	08/07/2016	3 years	1	2(AC & SC)	1(SC)
Mr.	Suryanarayana Simhadri	PAN: ANYPS8613E DIN: 01951750	Independent Director	08/03/2017	3 years	1	1(AC)	Nil

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II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i>
1. Audit Committee	Shri Harin Pathak, Chairperson Shri G. M. Inamdar, Member Ms. Alka Tiwari, Member Shri Suryanarayana Simhadri, Member	Independent Director Independent Director Nominee Director Independent Director
2. Nomination & Remuneration Committee	Shri Harin Pathak, Chairperson Shri Suryanarayana Simhadri, Member Shri G. M. Inamdar, Member Ms. Alka Tiwari, Member Shri U. V. Dhatrik, Member	Independent Director Independent Director Independent Director Nominee Director Executive Director
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Shri G. M. Inamdar, Chairperson Shri Umesh V. Dhatrik, Member Shri Umesh Dongre, Member	Independent Director Executive Director Executive Director
5. CSR Committee	Shri Suryanarayana Simhadri, Chairperson Shri G. M. Inamdar, Member Shri Umesh Dongre, Member Ms. Alka Tiwari, Member	Independent Director Independent Director Executive Director Nominee Director
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	Maximum gap between any two consecutive (in number of days)
13th April, 2018	13 th July, 2018	45 days
18th May, 2018	8 th August, 2018	
28th May, 2018	20 th August, 2018	
	26 th September, 2018	

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IV. Meeting of Committees

Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	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, 2018	Yes	28th May, 2018	71 days
Nomination and Remuneration Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
13 th July, 2018	Yes	-	-
CSR Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
13 th July, 2018	Yes	-	-
Stakeholders Relationship Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	Yes	18th May, 2018	-
Share Transfer Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	Yes	11th May, 2018 14th June, 2018	-



V. Related Party Transactions:	
Subject	Compliance status (Yes/No/NA) <small>(refer note below)</small>
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 8 as on 30th September, 2018, comprising of 3 Executive Directors (Including Chairman), 2 Non-Executive Directors and three Independent Directors. RCF has not been able to comply with the requirement of 50% Independent Directors on its Board as it being a 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.
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. <ul style="list-style-type: none"> a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders relationship committee
3	Since the requirement for constitution of Risk Management Committee is applicable to the top 100 Companies, the same is not applicable to RCF. 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

Corporate Governance Report for the period of six months ended 30th September, 2018

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

2. Half year ended : 30th September, 2018

I. 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
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes

For Rashtriya Chemicals and Fertilizers Limited



**(J. B. Sharma)
Company Secretary**