

ANNEXURE V

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details

CIN	:	L24110MH1978GOI020185
Registration Date	:	6th March, 1978
Name of the Company	:	Rashtriya Chemicals and Fertilizers Limited
Category/Sub-category of the Company	:	Company Limited by Shares / Union Government Company
Address of the Registered Office and contact details	:	“Priyadarshini”, Eastern Express Highway, Sion, Mumbai- 400 022 Tel.: 022 24045024 • Fax: 022 24045022
Whether Listed Company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083. Tel: 022 49186000 • Fax:022 49186060

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company:

Sl. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Urea	20121	66.62
2.	Complex Fertilizers	20122	16.18

III. Particulars of Holding, Subsidiary and Associates Companies

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associates	% of shares held	Applicable Section
1.	Urvarak Videsh Limited Scope Complex, Core-III, 7 Institutional Area, Lodhi Road New Delhi 110003.	U24120DL2008GOI181057	Associate	33.33	2(6)
2.	FACT- RCF Building Products Limited FACT Cochin Division Campus Ambalamedu, Kochi, Keral 682303.	U26992KL2008PLC022347	Associate	50.00	2(6)
3.	Talcher Fertilizers Limited Plot 2/H, Kalpana Area, BJB Nagar, Khordha, Bhubaneswar – 751014	U24120OR2015PLC019575	Associate	33.32	2(6)

IV. Shareholding Pattern (Equity Share Capital Break up as percentage of Total Equity)

i) CATEGORY-WISE SHAREHOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 1, 2019)				No. of Shares held at the end of the year (As on March 31, 2020)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A) Promoters	-	-	-	-	-	-	-	-	-
(1) Indian									
(a) Individuals / HUF	-	-	-	-	-	-	-	-	-
(b) Central Govt.	413769483	-	413769483	75.00	413769483	-	413769483	75.00	-
(c) State Govt.	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	-	-	-	-	-	-	-	-
(e) Banks/FI	-	-	-	-	-	-	-	-	-
(f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	413769483	-	441353888	75.00	413769483	-	413769483	75.00	-
(2) Foreign	-	-	-	-	-	-	-	-	-
(a) NRs-Individuals	-	-	-	-	-	-	-	-	-
(b) Other –Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks/FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter(A) = (A)(1) +(A)(2)	413769483	-	441353888	75.00	413769483	-	413769483	75.00	-
(B) Public Shareholding									
(1) Institutions									
(a) Mutual Funds	84	4900	4984	-	13095	4900	17995	0.01	0.01
(b) Banks/FI	13283596	-	13283596	2.40	13433353	-	13433353	2.42	0.02
(c) Central Govt.	-	-	-	-	-	-	-	-	-
(d) State Govt(s).	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	6054475	-	6054475	1.10	6054475	-	6054475	1.10	-
(g) FIIs/ Foreign Portfolio Investor	7146033	-	7146033	1.30	6766362	-	6766362	1.23	-0.07
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others(Specify)									
UTI	-	2400	2400	-	-	-	-	-	-
Sub Total (B)(1)	26484188	7300	26491488	4.80	26267285	4900	26272185	4.76	-0.04
(2) Central Government/ State Government(s)/ President of India									
Sub total (B) (2)	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 1, 2019)				No. of Shares held at the end of the year (As on March 31, 2020)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(3) Non-Institutions									
(a) Bodies Corporate									
(i) Indian	10632097	8400	10640497	1.93	9834639	8400	9843039	1.79	-0.14
(ii) Overseas	-	500	500	0.00	-	-	-	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh.	67728506	87567	67816073	12.29	71147746	81490	71229236	12.91	0.62
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	20784101	110800	20894901	3.79	20584313	110800	20695113	3.75	-0.04
(c) Others(Specify)									
Non Resident Indians (Repat)	1984900	827100	2812000	0.51	1992633	827100	2819733	0.51	-
Non Resident Indians (Non Repat)	698039	-	698039	0.13	594227	-	594227	0.11	-0.02
Foreign Nationals	600	-	600	-	500	-	500	0.00	-
Hindu Undivided Family	5940858	-	5940858	1.08	5247529	-	5247529	0.95	-0.13
Clearing Member	2354698	-	2354698	0.43	1044991	-	1044991	0.19	-0.24
Trusts	49100	-	49100	-	36100	-	36100	-	-
Trust Employee	3000	-	3000	-	13500	-	13500	-	-
IEPF	70817	-	70817	0.01	121077	-	121077	0.03	0.02
NBFCs registered with RBI	146046	-	146046	0.03	1387	-	1387	0.00	-0.03
Sub Total (B)(3)	110392762	1034367	111427129	20.20	110618642	1027790	111646432	20.24	0.04
Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	136876950	1041667	137918617	25.00	136885927	1032690	137918617	25.00	-
Total (A)+(B)	550646433	1041667	551688100	100.00	550655410	1032690	551688100	100.00	-
(C) Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A)+(B)+(C)	550634575	1041667	551688100	100.00	550655410	1032690	551688100	100.00	0.00

ii) SHAREHOLDING OF PROMOTERS

Sr. No.	Name of shareholder	No. of Shares held at the beginning of the year (As on April 1, 2019)			No. of Shares held at the end of the year (As on March 31, 2020)			% Change during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	The President of India	413769483	75.00	-	413769483	75.00	-	-
	Total	413769483	75.00	-	413769483	75.00	-	-

iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sr. No.	Name of the shareholder	Shareholding at the beginning of the year		Date	Increase/Decrease in shareholding	Reason	Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
No Change during the year								

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)

Name of the shareholder	Shareholding at the beginning of the year (01.04.2019)		Shareholding at the end of the year (31.03.2020)	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Life Insurance Corporation of India	1,14,09,167	2.07	1,14,09,167	2.07
The New India Assurance Company Limited	33,03,975	0.60	33,03,975	0.60
Jagdish Amritlal Shah	22,19,000	0.40	22,19,000	0.40
General Insurance Corporation of India	15,00,000	0.27	15,00,000	0.27
Dimensional Emerging Markets Value Fund	19,49,382	0.35	14,60,777	0.26
Emerging Markets Core Equity Portfolio (The Portfolio) Of Dfa Investment Dimensions Group Inc. (Dfaidg)	15,74,929	0.29	13,32,766	0.24
ICICI Bank Limited	6,59,748	0.12	12,25,751	0.22
The Emerging Markets Small Cap Series Of The Dfa Investment Trust Company	8,93,387	0.17	9,77,335	0.18
Bharat Taparia	9,61,597	0.17	9,61,597	0.17
National Insurance Company Limited			8,00,000	0.15
Wisdomtree Emerging Markets Smallcap Dividend Fund			6,81,353	0.12
Lal Tolani			6,60,500	0.12
MV SCIF Mauritius	8,76,412	0.16	5,80,083	0.11

The shares of the Company are substantially held in dematerialized form and are traded on a daily basis and hence, the date wise increase /decrease in shareholding is not indicated.

v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Name of the shareholder	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Shri Sudhir D. Panadare	200	—	—	—	—	200	—

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but no due for payment

₹ in Crore

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	2992.95	468.76	—	3461.71
(ii) Interest due but not paid	—	—	—	—
(iii) Interest accrued but not due	6.75	0.69	—	7.44
Total (i+ii+iii)	2999.70	469.45	—	3469.15
Change in Indebtedness during the financial year				
(i) Addition	1638.47	2765.31	—	4403.78
(ii) Reduction	2576.80	469.45	—	3046.25
Net Change	(938.33)	2295.86	—	1357.53
Indebtedness at the end of the financial year				
(i) Principal Amount	2058.82	2764.21	—	4823.03
(ii) Interest due but not paid	—	—	—	—
(iii) Interest accrued but not due	2.55	1.11	—	3.66
Total (i+ii+iii)	2061.37	2765.31	—	4826.68



साथ बड़े सामुदायिक की ओर

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and /or Manager

(in ₹)

Sr. No.	Particulars to Remuneration	Shri S. C. Mudgerikar (from 01.10.2019)	Shri Umesh V. Dhatrak (upto 30.09.2019)	Shri Sudhir D. Panadare	Shri Umesh Dongre	Shri K. U. Thankachen	Total Amount
1	Gross Salary						
a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	21,44,846	77,31,790	39,58,785	37,47,116	36,47,242	212,29,779
b)	Value of perquisites u/s 17(2) Income Tax Act, 1961	96,667	6,26,183	5,96,492	5,65,246	5,51,226	24,35,814
c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961		–	–	–	–	–
2.	Stock Option		–	–	–	–	–
3.	Sweat Equity		–	–	–	–	–
4.	Commission – as % of Profit – others, specify ...		– –	– –	– –	– –	– –
5.	Others i.e. PF, Pension, Leave encashment and medical expenses	2,77,994	6,77,378	5,81,489	4,84,104	4,67,312	24,88,277
	Total (A)	25,19,507	90,35,351	51,36,766	47,96,466	46,65,780	261,53,870
	Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

B. Remuneration to other directors

(in ₹)

Sr. No.	Particulars to Remuneration	Shri Harin Pathak (upto 09.06.2019)	Shri G. M. Inamdar (upto 09.06.2019)	Shri Suryanarayana Simhadri (upto 07.03.2020)	Prof. Anil K. Singh	Dr. Shambu Kumar	Total Amount
1	Independent Directors						
	• Fee for attending board /committee meetings	135000	155000	610000	520000	475000	1895000
	• Commission	–	–	–	–	–	–
	• Others, please specify	–	–	–	–	–	–
	Total (A)	135000	155000	610000	520000	475000	1895000
2	Other Non-Executive Directors						
	• Fee for attending board /committee meetings	–	–	–	–	–	–
	• Commission	–	–	–	–	–	–
	• Others, please specify	–	–	–	–	–	–
	Total (2)	–	–	–	–	–	–
	Total (B)= (1+2)	135000	155000	610000	520000	475000	1895000
	Total Managerial Remuneration(A+B)	–	–	–	–	–	28048870
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

(in ₹)

Sr. No.	Particulars to Remuneration	Shri J. B. Sharma, Company Secretary
1	Gross Salary	
a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	2044069
b)	Value of perquisites u/s 17(2) Income Tax Act, 1961	283901
c)	Profits in lieu of salary under section 17(3) Income tax Act, 1961	–
2.	Stock Option	–
3.	Sweat Equity	–
4.	Commission	
	– as % of Profit	–
	– others, specify ...	–
5.	Others i.e. PF, Pension, Leave encashment and medical expenses	271530
	Total	2599500

VII.PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / punishment/compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment			Nil		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			Nil		
Compounding					
C. Other officer in Default					
Penalty					
Punishment			Nil		
Compounding					

It may be noted that RCF has received letters from BSE Limited and National Stock Exchange of India Limited informing levy of fines for non-compliance of provisions of Regulation 17 (1) (b) of SEBI (LODR) Regulations i.e. for not having required number of Independent Directors on the Board (considering Chairperson of the Board being Executive Director) for the quarter ended June, 2019, September 2019, December 2019 & March 2020. In this regard the Company has requested the Stock Exchanges for waiver of fine levied, as RCF being a Government Company, the power to appoint Directors (including Independent Directors) and terms and conditions of appointments etc. vests with Government of India and such non-compliance is not due to any negligence/default by the Company.