

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30TH SEPTEMBER, 2020

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

i. Composition Of Board Of Director

T i t l e (M r . / M s)	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e)	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
M r.	S h r i n i w a s C h a n d r a s h e k	0 3 4 9 8 8 4	A D P M	C & E D	C E O - M D	01- O c t - 201 9	01- O c t - 2019			1 7- D e c - 1 9	NA		1	0	1	0	SC,NR C	

	har Mu dge rika r	3 7	8 8J						5 6								
M r.	Sud hir D. Pan ada re	0 7 9 3 3 1 9 1 1 9 N	A A T P P 5 9 1 1 9 N	ED		18- De c- 201 7	26- Sep- 2018		0 7- M ay - 1 9 6 1	NA		1	0	0	0	RMC	
M r.	Um esh Do ngr e	0 8 0 3 9 0 7 3	A B D P D 4 8 4 0 P	ED		09- Feb - 201 8	26- Sep- 2018		1 3- N ov- 1 9 6 1	NA		1	0	1	0	SC,RC	
M r.	K. U. Tha nka che n	0 6 9 4 6 4 7 6 6	A A C P T 5 4 0 8 M	ED		11- De c- 201 8	24- Sep- 2019		1 5- Ju l- 1 9 6 2	NA		2	0	0	0	RMC	
M s.	Alk a Ti war i	0 3 5 0 2 3 0 2 4 0 R	A A K P T 4 2 4 0 R	NED ,ND		06- Ma r- 201 7	21- Sep- 2017		0 6- S ep - 1 9 6 5	NA		3	0	1	0	AC,N RC	
M s.	Gur vee n Sid hu	0 8 1 2 1	A C V P C	NED ,ND		18- Ma y- 201 8	26- Sep- 2018	01- Sep - 202 0	0 4- Ja n- 1	NA		2	0	0	0		

		5 2 6	7 9 2 5 R						9 6 8								
M r.	Ani l Ku mar Sin gh	0 8 3 8 2 6 0 1	A A D P S 7 0 7 8 R	ID		07- Ma r- 201 9	24- Sep- 2019		3 6	0 2- A pr - 1 9 5 2	NA		1	1	1	0	AC,R C,NR C
M r.	Sha mb hu Ku mar	0 7 3 6 8 1 7 2	A V Y P K 9 1 4 9 B	ID		07- Ma r- 201 9	24- Sep- 2019		3 6	0 4- M ay - 1 9 7 2	NA		1	1	2	1	AC,SC ,RC,N RC
M s.	Sha shi Bal a Bh arti	0 8 7 7 0 4 7 7	A H B P B 0 3 6 0 N	ID		25- Jun - 202 0	25- Jun- 2020		3 6	0 1- Ju l- 1 9 5 0	NA		1	1	0	0	
M s.	Ap arn a Sac hin Sha rma	0 7 7 9 8 5 4 4	A H R P S 3 6 3 0 E	NED ,ND		01- Sep - 202 0	01- Sep- 2020			0 2- Ju n- 1 9 6 7	NA		1	0	0	0	

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

ii. Composition of Committees**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

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
29-May-2020	11-Aug-2020	Yes	8	3
	11-Sep-2020	Yes	8	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	73

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	29-May-2020		Yes	3	2
Audit Committee		11-Aug-2020	Yes	3	2
Stakeholders Relationship Committee	29-May-2020		Yes	3	1
Stakeholders Relationship Committee		11-Aug-2020	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	73

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**
The strength of the Board of Directors was 9 as on 30th September, 2020, comprising of 4 Executive Directors (Including Chairman), 2 Non-Executive Directors and 3 Independent Directors. RCF has not been 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.
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:

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Name : **Jai Bhagwan Sharma**
Designation : **Company Secretary**

ANNEXURE III**Affirmations**

Broad Heading	Regulation Number	Compliance Status	Company Remark
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)	Not Applicable	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Not Applicable	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Not Applicable	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Not Applicable	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Not Applicable	

Note:

As the Annual General Meeting of the company is yet to be held for the financial year ended March 31, 2020.

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