

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24110MH1978GOI020185

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACR2831H

(ii) (a) Name of the company

RASHTRIYA CHEMICALS AND F

(b) Registered office address

PRIYADASHANI, EASTERN EXPRESS HIGHWAY,
SION,
MUMBAI- 400 022.
Maharashtra
400022

(c) *e-mail ID of the company

jbsharma@rcfltd.com

(d) *Telephone number with STD code

02224045024

(e) Website

www.rcfltd.com

(iii) Date of Incorporation

06/03/1978

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	The National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

Pre-fill

(e) Extended due date of AGM after grant of extension

(f) Specify the reasons for not holding the same

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	FACT- RCF BUILDING PRODUCT +	U26992KL2008PLC022347	Joint Venture	50
2	TALCHER FERTILIZERS LIMITED +	U24120OR2015PLC019575	Joint Venture	33.33
3	URVARAK VIDESH LIMITED	U24120DL2008GOI181057	Joint Venture	33.33

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	800,000,000	551,688,100	551,688,100	551,688,100
Total amount of equity shares (in Rupees)	8,000,000,000	5,516,881,000	5,516,881,000	5,516,881,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	800,000,000	551,688,100	551,688,100	551,688,100
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	8,000,000,000	5,516,881,000	5,516,881,000	5,516,881,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1,032,690	550,655,410	551,688,100			
Increase during the year	0	2,000	2000	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	2,000	2000			
Shares Dematted						
Decrease during the year	2,000	0	2000	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	

iv. Others, specify	2,000	0	2000			
Shares Dematted						
At the end of the year	1,030,690	550,657,410	551688100	0	0	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
Nil						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Nil						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	5,000	1000000	5,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			5,000,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	5,000	0	5,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

82,811,873,527

(ii) Net worth of the Company

33,384,671,145

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	413,769,483	75	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	413,769,483	75	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	111,729,542	20.25	0	
	(ii) Non-resident Indian (NRI)	3,346,734	0.61	0	
	(iii) Foreign national (other than NRI)	500	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	4,079,475	0.74	0	
4.	Banks	9,778	0	0	
5.	Financial institutions	6,409,167	1.16	0	
6.	Foreign institutional investors	4,275,665	0.78	0	
7.	Mutual funds	420,551	0.08	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,458,114	0.99	0	
10.	Others Clearing Members, Trusts, N +	2,189,091	0.4	0	
	Total	137,918,617	25.01	0	0

Total number of shareholders (other than promoters)

230,285

**Total number of shareholders (Promoters+Public/
Other than promoters)**

230,286

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
SPDR S AND P EMERG +	DEUTSCHE BANK AG, DB HOUSE, I +			30,648	0.01
EMERGING MARKETS S +	CITIBANK N.A. CUSTODY SERVICES +			77,501	0.01
EMERGING MARKETS S +	CITIBANK N.A. CUSTODY SERVICES +			32,145	0.01
JOHN HANCOCK FUNI +	CITIBANK N.A. CUSTODY SERVICES +			12,255	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DIMENSIONAL FUNDS	DEUTSCHE BANK AG, DB HOUSE F			16,054	0
EMERGING MARKETS (DEUTSCHE BANK AG, DB HOUSE F			56,869	0.01
EMERGING MARKETS (CITIBANK N.A. CUSTODY SERVICES			1,165,470	0.21
QUEENSLAND INVEST	CITIBANK N.A. CUSTODY SERVICES			35,061	0.01
WORLD EX U.S. TARGE	CITIBANK N.A. CUSTODY SERVICES			39,338	0.01
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			23,901	0
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			196	0
EMERGING MARKETS	DEUTSCHE BANK AG, DB HOUSE F			51,787	0.01
LOS ANGELES CITY EM	CITIBANK N.A. CUSTODY SERVICES			20,661	0
OREGON PUBLIC EMP	DEUTSCHE BANK AG, DB HOUSE F			19,349	0
T.A. WORLD EX U.S. CC	CITIBANK N.A. CUSTODY SERVICES			21,284	0
WISDOM TREE ISSUER	CITIBANK N.A. CUSTODY SERVICES			2,603	0
ARROWSTREET GLOB	CITIBANK N.A. CUSTODY SERVICES			46,485	0.01
DFA INTERNATIONAL	STANDARD CHARTERED BANK SEC			37,491	0.01
WORLD EX U.S. CORE I	CITIBANK N.A. CUSTODY SERVICES			35,779	0.01
AMERICAN CENTURY I	DEUTSCHE BANK AG, DB HOUSE F			21,873	0
CITY OF NEW YORK GF	DEUTSCHE BANK AG, DB HOUSE F			246,054	0.04
DFA AUSTRALIA LIMIT	CITIBANK N.A. CUSTODY SERVICES			58,989	0.01
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			1,044,190	0.19
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			22,775	0
INTEGRATED CORE ST	DEUTSCHE BANK AG, DB HOUSE F			18,198	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	170,582	230,285
Debenture holders	0	4

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	4	2	4	3	0	0
(i) Non-Independent	4	0	4	0	0	0
(ii) Independent	0	2	0	3	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	4	4	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr.S C Mudgerikar	03498837	Managing Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Sudhir D. Panadare	07933191	Whole-time director	200	01/06/2021
Mr. Umesh Dongre	08039073	Whole-time director	0	
Mr. K. U. Thankachen	06946476	Whole-time director	0	
Ms Alka Tiwari	03502306	Nominee director	0	
Ms Aparna S. Sharma	07798544	Nominee director	0	
Prof. Anil Kumar Singh	08382601	Director	0	
Dr. Shambhu Kumar	07368172	Director	0	
Smt. Shashi Bala Bharti	08770477	Director	0	
Mr. Umesh Dongre	ABDPD4840P	CFO	0	
Mr. Jai Bhagwan Sharma	ACVPC7925R	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Smt. Shashi Bala Bharti	08770477	Director	25/06/2020	Appointment
Ms Aparna S. Sharma	08382601	Nominee director	01/09/2020	Appointment
Ms. Gurveen Sindhu	08121526	Nominee director	01/09/2020	Cessation
Mr. S. C. Mudgerikar	03498837	Managing Director	30/12/2020	Change in Designation at AGM
Smt. Shashi Bala Bharti	08770477	Director	30/12/2020	Change in Designation at AGM
Ms Aparna S. Sharma	07798544	Nominee director	30/12/2020	Change in Designation at AGM

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/12/2020	182,260	53	75

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/05/2020	8	8	100
2	29/05/2020	8	8	100
3	29/07/2020	9	8	88.89
4	11/08/2020	9	8	88.89
5	11/09/2020	9	8	88.89
6	09/10/2020	9	8	88.89
7	10/11/2020	9	8	88.89
8	19/11/2020	9	9	100
9	16/12/2020	9	8	88.89
10	15/01/2021	9	8	88.89
11	05/02/2021	9	8	88.89
12	10/02/2021	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

35

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/05/2020	3	3	100
2	Audit Committee	11/08/2020	3	3	100
3	Audit Committee	09/10/2020	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	Audit Committee	10/11/2020	3	3	100
5	Audit Committee	15/01/2021	3	2	66.67
6	Audit Committee	05/02/2021	3	2	66.67
7	Nomination and Remuneration	29/05/2020	4	4	100
8	Nomination and Remuneration	19/10/2020	4	4	100
9	Nomination and Remuneration	15/01/2021	4	3	75
10	Nomination and Remuneration	23/03/2021	4	3	75

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr.S C Mudge	12	12	100	24	24	100	
2	Mr. Sudhir D. I	12	12	100	19	19	100	
3	Mr. Umesh Dc	12	11	91.67	23	23	100	
4	Mr. K. U. Thar	12	12	100	17	17	100	
5	Ms Alka Tiwar	12	8	66.67	13	5	38.46	
6	Ms Aparna S.	8	7	87.5	0	0	0	
7	Prof. Anil Kum	12	12	100	21	21	100	
8	Dr. Shambhu l	12	12	100	11	11	100	
9	Smt. Shashi B	12	12	100	1	1	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. S. C. Mudgerika	Chairman & Mar	5,030,264			599,811	5,630,075
2	Mr. Sudhir D. Panar	Whole time Dire	5,390,931			1,510,155	6,901,086
3	Mr. Umesh Dongre	Whole time Dire	4,637,036			1,053,417	5,690,453
4	Mr. K. U. Thankach	Whole time Dire	5,022,610			818,064	5,840,674
	Total		20,080,841			3,981,447	24,062,288

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Umesh Dongre	CFO	4,637,036			1,053,417	5,690,453
2	Mr. Jai Bhagwan Sh	Company Secre	2,742,087			426,168	3,168,255
	Total		7,379,123			1,479,585	8,858,708

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Prof Anil Kumar Sin	Independent Dir				890,000	890,000
2	Dr Shambhu Kumar	Independent Dir				740,000	740,000
3	Smt. Shashi Bala Bl	Independent Dir				330,000	330,000
	Total					1,960,000	1,960,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

As per Annexure A

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

S. N. BHANDARI

Whether associate or fellow

Associate Fellow

Certificate of practice number

366

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 257.13 dated 26/05/2006

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

-
-
-
-

List of attachments

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS OF RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED DURING THE FINANCIAL YEAR 2020-21

C. COMMITTEE MEETINGS

Sr. No.	Type of Meeting	Date of Meeting	Total number of the members as on date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Stakeholders Relationship Committee	29/05/2020	3	3	100.00
12	Stakeholders Relationship Committee	11/08/2020	3	3	100.00
13	Stakeholders Relationship Committee	05/02/2021	3	3	100.00
14	CSR Committee	29/05/2020	3	3	100.00
15	CSR Committee	11/08/2020	3	2	66.67
16	CSR Committee	03/03/2021	3	2	66.67
17	Risk Management Committee	27/03/2021	5	5	100.00
18	Empowered Committee For Procurement	10/04/2020	4	4	100.00
19	Empowered Committee For Procurement	25/04/2020	4	4	100.00
20	Empowered Committee For Procurement	02/05/2020	4	4	100.00
21	Empowered Committee For Procurement	11/05/2020	4	4	100.00
22	Empowered Committee For Procurement	07/07/2020	4	4	100.00
23	Empowered Committee For Procurement	25/11/2020	4	4	100.00
24	Empowered Committee For Procurement	03/02/2021	4	4	100.00
25	Empowered Committee For Procurement	12/02/2021	4	4	100.00
26	Empowered Committee For Procurement	13/03/2021	4	4	100.00
27	Empowered Committee For Procurement	24/03/2021	4	4	100.00
28	Empowered Committee For Procurement	27/03/2021	4	4	100.00

Sr. No.	Type of Meeting	Date of Meeting	Total number of the members as on date of the meeting	Attendance	
				Number of members attended	% of attendance
29	Empowered Committee for Procurement of Urea on Government Account	06/04/2020	5	5	100.00
30	Empowered Committee for Procurement of Urea on Government Account	36/06/2020	5	5	100.00
31	Empowered Committee for Procurement of Urea on Government Account	18/08/2020	5	5	100.00
32	Empowered Committee for Procurement of Urea on Government Account	23/10/2020	5	5	100.00
33	Empowered Committee for Procurement of Urea on Government Account	31/03/2021	5	5	100.00
34	Separate Committee of Independent Directors	27/03/2021	3	3	100.00
35	Board Level Committee for Right of Way	06/01/2021	3	3	100.00
36	Debenture Allotment Committee	05/08/2020	3	3	100.00

Details of Foreign institutional investors' (FIIs) holding shares of the Company as on 31.03.2021

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of share held
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI			665056	0.12
ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI			82671	0.02
DFA INTERNATIONAL VECTOR EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 M.G. ROAD FORT, MUMBAI			16301	0.00
EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI			86285	0.02
SA EMERGING MARKETS VALUE FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI			7262	0.00
UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI			8791	0.00
WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI			272343	0.05

TRANSFER DATE	TYPE	SH/DB	AMTPERSH	FOLIO	SELLER NAME	FOLIO	BUYER NAME
28/10/2020	1	1700	000010	IEPF2017	Investior Education A	CD000001	CDSL
28/10/2020	1	100	000010	00001042	SHIWANI GOSWAMY	IEPF2017	IEPF2017
28/10/2020	1	100	000010	00001125	VINEET KRISHNA MITTA	IEPF2017	IEPF2017
28/10/2020	1	100	000010	00001534	VIRENDER BHARDWAJ	IEPF2017	IEPF2017
28/10/2020	1	100	000010	00002098	PURNENOU BIKASH DASG	IEPF2017	IEPF2017
28/10/2020	1	200	000010	00002480	SHAH BHARAT N	IEPF2017	IEPF2017
28/10/2020	1	200	000010	00002726	DIWAKAR FAKIRA WANI	IEPF2017	IEPF2017
28/10/2020	1	200	000010	00002781	IQBAL KHAN	IEPF2017	IEPF2017
28/10/2020	1	200	000010	00003097	SRIMAN SECURITIES &	IEPF2017	IEPF2017
28/10/2020	1	300	000010	00004203	SUMAN AGARWAL	IEPF2017	IEPF2017
28/10/2020	1	200	000010	00006735	MANGESH T SAMANT	IEPF2017	IEPF2017
26/11/2020	1	100	000010	00008748	BHADRESH P SHAH	ND000001	NATIONAL SECURITY DE
11/12/2020	1	200	000010	00000530	BHAVESH BABUBHAI SHA	ND000001	NATIONAL SECURITY DE

Rashtriya Chemicals and Fertilizers Limited
List of Debentureholders as on 31.03.2021

First Name	Middle Name	Last Name	DP ID	CLIENT ID	Number of debentures	Total amount of debentures
BANK OF INDIA			IN300749	10000012	2000.00	2000000000
THE FEDERAL BANK LIMITED			IN301516	10000012	500.00	500000000
STATE BANK OF INDIA			IN303786	10000023	2000.00	2000000000
SBI DFHI LIMITED	-		IN303786	10000375	500.00	500000000

ANNEXURE A

EXPLANATION OR COMMENTS BY THE BOARD ON SECRETARIAL AUDIT REPORT

M/s. Bhandari and Associates, Practising Company Secretaries, Secretarial Auditor of the Company has made the following observations in their Secretarial Audit Report:

- a) The Board of Directors comprises of nine Directors, constituting of four Executive Directors (including the Chairman & Managing Director); two Nominee Directors (non-executive) and three Independent Directors including Independent Woman Director. As per Regulation 17(1) of the Listing Regulations and DPE Guidelines on Corporate Governance for Central Public Sector Enterprises, the Chairman being an Executive Director, at least half of the Board of Directors should be comprised of Independent Directors. Thus, the Company does not have the requisite number of Independent Directors on its Board.
- b) An independent director of the Company vacated the office on account of completion of his term as Independent Director on March 7, 2020 and a new independent director was appointed on June 25, 2020. Regulation 25 (6) of the Listing Regulations and Section 149 read with Rule 4 of the Companies (Appointment and Qualifications of Directors), 2014, any intermittent vacancy of an independent director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later. The Company has not complied with the requirement of appointment of a new independent director within three months from date of such vacancy.

Explanations on observations made by Secretarial Auditors is as under:

- a) & b) Your Company is a Central Public Sector Undertaking under the Administrative control of the Ministry of Chemicals and Fertilizers, Department of Fertilizer, Government of India and its Directors on the Board are nominated/appointed by the President of India. The Company is continuously pursuing with the Government of India for the appointment of requisite number of Independent Directors on the Board in order to comply with the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
Everest, 100 Marine Drive, Mumbai, Maharashtra, India, 400002

DATED : 13-09-2021

IN THE MATTER OF M/S RASHTRIYA CHEMICALS AND FERTILIZERS LIMI CIN
L24110MH1978GOI020185
AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

The Company has closed its accounting year on 31-03-2021 and the Annual general meeting of the company is due to be held on 30-09-2021 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN T40602898 on 04-09-2021 requesting for an extension of time for the purpose of holding AGM on the following grounds

Approved

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 03 months 0 days is considered.

ORDER

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 03 months 0 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.



Yours faithfully,
MANO RANJAN DAS

Registrar of Companies
RoC - Mumbai

Mailing Address as per record available in Registrar of Companies office:

RASHTRIYA CHEMICALS AND FERTILIZERS LIMI
PRIYADASHANI, EASTERN EXPRESS HIGHWAY,, SION,, MUMBAI- 400
022., Maharashtra, India, 400022



Note: This letter is to be generated only when the application is approved by RoC office

BHANDARI & ASSOCIATES
Company Secretaries

901, Kamla Executive Park, Off. Andheri Kurla Road,
J. B. Nagar, Andheri East. Mumbai- 400 059
Tel: +91 22 4221 5300 Fax: +91 22 4221 5303
Email: bhandariandassociates@gmail.com

DRAFT

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and
Rule 11(2) of Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of **RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED** [CIN: L24110MH1978GOI020185] ('the Company') as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on 31st March, 2021.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status as a public limited Company, limited by shares;
 2. maintenance of registers/ records & making entries therein within the time prescribed therefore;
 3. the Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/ beyond the prescribed time, where applicable;
 4. calling, convening and holding meetings of Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed. Further, the Company has not passed any resolution by postal ballot during the period under review;
 5. closure of register of Members / security holders, as the case may be;
 6. the Company has not given any advance or loan to its directors and/or persons or firms or companies referred in Section 185 of the Act;
 7. contracts/arrangements with related parties as specified in the provisions of section 188 of the Act;
 8. there were no issue or allotment or buy back of securities /redemption of preference shares or transmission of shares and there were no alteration or reduction of share capital or conversion of shares/ securities except issue or allotment of debentures. There were transfer of shares and the Company has issued the share certificate in all instances wherever required.

9. There were no transactions necessitating the Company to keep in abeyance the right to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. declaration and payment of dividend and transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution, appointment, re-appointments, retirement, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. There was no instance to fill any casual vacancies of the directors of the Company; except that, an independent director of the Company vacated the office on account of completion of his term as Independent Director on March 7, 2020 and a new independent director was appointed on June 25, 2020. As per the provisions of Section 149 read with Rule 4 of the Companies (Appointment and Qualifications of Directors), 2014, any intermittent vacancy of an independent director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later. The Company has not complied with the requirement of appointment of a new independent director within three months from date of such vacancy.
13. there is no instance of the casual vacancies of the auditor and the appointment and reappointment of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the Company has not accepted or renewed or repaid public deposits;
16. the Company has borrowed from Banks, Public financial Institutions and others and the creation / modification / satisfaction of charges were made in that respect, wherever applicable. However, the Company has not borrowed from its directors and members;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. there was no alteration in the provisions of the Memorandum and Articles of Association of the Company.

For Bhandari & Associates
Company Secretaries

S. N. Bhandari
Partner
FCS No: 761; C P No.: 366
Mumbai | _____, 2021
ICSI UDIN -