

जय भगवान शर्मा
कार्यपालक निदेशक
(विधी एवं कंपनी सचिव)

Jai Bhagwan Sharma
Executive Director
(Legal & Company Secretary)

**राष्ट्रीय केमिकल्स एण्ड
फर्टिलाइजर्स लिमिटेड**
(भारत सरकार का उपक्रम)
साथ बढ़ें समृद्धि की ओर
“प्रियदर्शिनी”,
ईस्टर्न एक्सप्रेस हाइवे,
सायन, मुंबई - 400 022.



**RASHTRIYA CHEMICALS
AND FERTILIZERS LIMITED**

(A Government of India Undertaking)
Let us grow together

“Priyadarshini”,
Eastern Express Highway,
Sion, Mumbai - 400 022.

CIN - L24110MH1978GOI020185

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RCF/CS/Stock Exchanges /2023

December 21, 2023

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.
Script Code: 524230 / 959872 / 973742	Script Code: RCF EQ ISIN: INE027A07012 / INE027A08010

Dear Sir/Madam,

**Sub: Summary of the Proceedings of the 45th Annual General Meeting held on
December 20, 2023**

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith summary of proceedings of the 45th Annual General Meeting (AGM) of the Company held through VC/OAVM on Wednesday, December 20, 2023. The AGM concluded at 4.45 pm.

This is for kind your information and record.

**Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited**

**(J. B. Sharma)
Executive Director
(Legal & Company Secretary)**

Summary of the Proceedings of the 45th Annual General Meeting held on December 20, 2023

The 45th Annual General Meeting (AGM) of the Members of Rashtriya Chemicals and Fertilizers Limited (RCF) was held on Wednesday, the December 20, 2023 at 3.00 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The meeting commenced at 3.00 p.m. (IST).

Shri S. C. Mudgerikar, Chairman took the Chair. 61 members attended the meeting through virtual mode. The quorum required under the Companies Act, 2013 was present throughout the meeting. The Chairman welcomed the Members and informed that the Meeting was held through VC / OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company Secretary informed that the facility of casting votes by remote e-voting through CDSL Portal was provided to Members from Saturday, December 16, 2023 (9:30 a.m. (IST)) and ended on Tuesday, December 19, 2023 (5:00 p.m. (IST)). In addition, facility for e-voting was also provided during the AGM to those members who did not casted their votes through remote e-voting.

The Company Secretary also informed that the Statutory Registers maintained under the provisions of the Companies Act, 2013, are available for inspection electronically by the Members at any time during the meeting.

The Chairman in his address to members gave an overview of the performance of the Company for the financial year 2022-23 and the future scenario of the Industry as well as the Company. The Company Secretary read the extracts of Auditor's Report along with qualification of Secretarial Auditor and management's response thereon.

The members were informed that the Company had appointed Shri Nrupang Dholakia, of Dholakia and Associates LLP, Practicing Company Secretary, to



scrutinize the remote e-voting as well as e-voting at the AGM in a fair and transparent manner.

The Company Secretary read out the Nine (9) business items proposed for approval by members at the meeting. The shareholders, who had registered as speakers in advance with RCF were then invited to share their views and ask their questions. Thereafter the Chairman responded to the queries raised/ clarifications sought by the members on the various issues which inter-alia included performance of the Company, future plans, issues relating to financial statements, R & D activities, Capex, new projects, imported urea, Issue of bonus, CSR Activities, Corporate Governance, Health Safety & Environment and the other major initiatives of the Company.

The following resolutions were proposed as per the notice of the meeting:

Sr. No.	Resolutions Description	Type of Resolution
1	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2023, including Profit & Loss Statement for the year ended March 31, 2023 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.	Ordinary
2	To declare final dividend of Rs 3.70 per equity share and to confirm the interim dividend of Rs 1.60 per equity share, already paid during the year, for the financial year ended March 31, 2023	Ordinary
3	To appoint a Director in place of Ms Aneeta C. Meshram [DIN: 09781436] who retires by rotation and being eligible, offers herself for reappointment.	Ordinary
4	To appoint a Director in place of Shri Sanjay Rastogi [DIN:07722405], who retires by rotation and being eligible, offers himself for reappointment	Ordinary
5	To fix the remuneration of Statutory Auditors for the Financial Year 2023-24	Ordinary
6	To ratify the remuneration of the Cost Auditors for the financial year ended March 31, 2024	Ordinary
7	To approve offer or invitation to subscribe to Secured or Unsecured Non-Convertible Debentures on private placement	Special
8	To appoint Shri Sanjay Rastogi, as Government Nominee Director of the Company	Ordinary
9	Amendment to the Articles of Association of the Company	Special

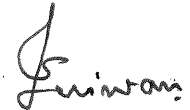


The Chairman informed that the facility for e-voting would remain open for 15 minutes after conclusion of the meeting to enable the members to cast their vote. The Chairman also informed the members that the result of the remote e-voting and voting at the Annual General Meeting shall be notified to the Stock Exchanges and hosted on the website of the Company and e-voting agency within 2 working days of the conclusion of the Annual General Meeting.

The Chairman thanked the members present and the Meeting concluded at 4.45 pm (IST) hours with Ms Nazhat J. Shaikh, Director (Finance) & Shareholder proposing vote of thanks.

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the rules made thereunder and secretarial standards issued by Institute of Company Secretaries of India.

For Rashtriya Chemicals and Fertilizers Limited



**(J. B. Sharma)
Executive Director
(Legal & Company Secretary)**

Place: Mumbai
Date: December 21, 2023