

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

दूरध्वनी / Tel.:(Off.): (022) 2404 5024 • ई-मेल / E-mail : jbsharma@rcfltd.com • वेबसाइट / Website : www.rcfltd.com

RCF/CS/Stock Exchanges /2022

November 29, 2022

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

Sirs/Madam,

Sub: Intimation regarding convening of 44th Annual General Meeting, closure of register of members & share transfer books and e-voting facility

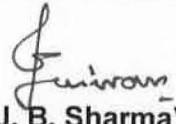
In terms of Regulation 42, 44 and other applicable Regulation(s) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, it is to inform that:

1. The 44th Annual General Meeting (AGM) of the Company will be held on Friday, December 23, 2022 at 3.00 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities Exchange Board of India (SEBI). 44th AGM notice is enclosed.
2. In accordance with relevant circulars issued by MCA and SEBI, Notice of 44th AGM and Annual Report for the financial year 2021-22 will be sent only by electronic mode to those members whose e-mail address are registered with the Depositories/RTA.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, December 17, 2022 to Friday, December 23, 2022 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM.
4. Company will be providing remote e-voting facility to the shareholders from Monday, December 19, 2022 9:00 a.m.(IST) to Thursday, December 22, 2022 5.00 p.m.(IST). The cut-off date to determine the entitlement of the members for the purpose of remote e-voting and e-voting at the AGM is December 16, 2022. The details about the manner of attending the AGM and casting of votes by members is set out in the Notice of the AGM.

5. Company has fixed Friday, December 16, 2022 as the Record Date for determining entitlement of members to final dividend for the financial year ended March 31, 2022.

This is for your kind information and record.

Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited


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

Encl: a./a.

RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

(A Government of India Undertaking)

CIN: L24110MH1978GOI020185

Regd. Office: "Priyadarshini", Eastern Express Highway, Sion, Mumbai - 400 022.

Phone: 022-24045024 Email Id: investorcommunications@rcfltd.com, Website: www.rcfltd.com

NOTICE

44th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 44th Annual General Meeting of the Members of **Rashtriya Chemicals and Fertilizers Limited** will be held on Friday, December 23, 2022 at 3.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2022, including Profit & Loss Statement for the year ended March 31, 2022 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.
2. To declare final dividend of ₹ 2.50 per equity share and to confirm the interim dividend of ₹ 1.35 per equity share, already paid during the year, for the financial year ended March 31, 2022.
3. To appoint a Director in place of Ms Nazhat J. Shaikh [DIN: 07348075], who retires by rotation and being eligible, offers herself for reappointment.
4. To appoint a Director in place of Shri Milind M. Deo [DIN: 08715250], who retires by rotation and being eligible, offers himself for reappointment.
5. To fix the remuneration of Statutory Auditors for the Financial Year 2022-23 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members be and is hereby accorded to the Board of Directors to fix the remuneration, as may be reasonable and expedient, of the Statutory Auditors appointed by the Comptroller and Auditor General of India for conducting the Audit of the accounts of the Company for the financial year 2022-23."

SPECIAL BUSINESS:

6. **To appoint Ms Nazhat J. Shaikh, as Director (Finance) of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of the recommendation of Nomination & Remuneration Committee, Ms Nazhat J. Shaikh [DIN: 07348075] who was appointed by the Board of Directors as an Additional Director and designated as Director (Finance) of the Company w.e.f. December 1, 2021 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as the Director (Finance) of the Company, in the scale of Rs. 1,80,000-3,40,000/- (revised) plus perquisite as applicable to the grade, for a period of five years w.e.f. December 1, 2021, till the date of her superannuation, or until further orders, whichever is the earliest. She shall be liable to retire by rotation."

7. **To appoint Shri Milind M. Deo, as Director (Technical) of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of the recommendation of Nomination & Remuneration Committee, Shri Milind M. Deo [DIN: 08715250] who was appointed by the Board of Directors as an Additional Director and designated as Director (Technical) of the Company w.e.f. December 27, 2021 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as the Director (Technical) of the Company, in the scale of Rs. 1,80,000-3,40,000/- (revised) plus perquisite as applicable to the grade, for a period of five years w.e.f. December 27, 2021, till the date of his superannuation, or until further

orders, whichever is the earliest. He shall be liable to retire by rotation.”

8. To appoint Shri Chandra Bhushan Pandey, as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force), Shri Chandra Bhushan Pandey [DIN: 09407412] who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f. November 29, 2021 for a period of three years w.e.f. November 5, 2021 or until further orders, whichever is earlier, in terms of letter no. 78/2/2006-HR(PSU) dated November 5, 2021 issued from Ministry of Chemicals & Fertilizers. He shall not be liable to retire by rotation.”

9. To appoint Shri Gopinathan Nair Anilkumar, as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force), Shri Gopinathan Nair Anilkumar [DIN: 09447818], who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f. December 27, 2021 for a period of three years w.e.f. November 5, 2021 or until further orders, whichever is earlier, in terms of letter no. 78/2/2006-HR(PSU) dated November 5, 2021 issued from Ministry of Chemicals & Fertilizers. He shall not be liable to retire by rotation.”

10.0 Approval of Cost Auditor’s remuneration

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolutions:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment thereof for the time being in force), the remuneration payable to M/s Dhananjay V Joshi & Associates, Cost Accountants (FRN No.000030), Mumbai, appointed by the Board of Directors as Cost Auditors to conduct the audit of the Cost records of the Company for the financial year ending March 31, 2023, amounting to Rs.2,50,000/- excluding applicable taxes be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. To approve offer or invitation to subscribe to Secured or Unsecured Non-Convertible Debentures on private placement.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a Special Resolutions:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to offer or invite subscriptions for secured or unsecured non-convertible debentures (NCDs), in one or more series/tranches, aggregating upto to Rs.1,000 Crore (Rupees One Thousand Crore Only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

12. To appoint Ms Aneeta C. Meshram, as Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and 161 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms Aneeta C. Meshram (DIN: 097814436) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. November 13, 2022 and who holds office upto the date of this Annual General Meeting Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company w.e.f. November 13, 2022, in terms of letters no. 95/1/2019-HR-PSU dated July 20, 2022 & July 21, 2022 issued from Ministry of Chemicals & Fertilizers, who shall be liable to retire by rotation.”

By order of the Board of Directors

(J. B. Sharma)

Executive Director

(Legal & Company Secretary)

FCS 5030

Date: November 14, 2022

Place: Mumbai

Notes

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circulars nos. 14/2020, 17/2020, 20/2020 & 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 & January 13, 2021 respectively (collectively referred to as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circular”), permitted the holding of the Annual General Meeting of a Company through Video Conferencing (VC) /Other Audio Video Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA & SEBI Circulars, the AGM of the Company is being held through VC / OAVM on Friday, November 13, 2022, 2022 at 3.00 p.m. The registered office of the Company shall be deemed to be the venue for the AGM.

The procedure for joining the AGM through VC/OAVM is mentioned in this Notice.

2. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. The route map, Proxy Form as well as the Attendance Slip are therefore, not annexed to this Notice.

However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

3. Members shall have the option to vote electronically (“e-voting”) either before the AGM (“remote e-voting”) or during the AGM.

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings (“SS-2”), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited (“CDSL”). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during AGM.

4. Members are permitted to join the AGM through VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and during the AGM, by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restrictions pertaining to joining the AGM on a first come first served basis. Institutional Investors who are Members of the Company, are encouraged to attend and vote at the AGM.
5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
6. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who

have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.

7. A statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 and rules notified thereunder (“the Act”), relating to the Special Business to be transacted at the AGM is annexed hereto.
8. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India as approved by the Central Government, is enclosed to this Notice.
9. Any person who becomes a Member of the Company after sending of Annual Report and holding shares as on Friday, December 16, 2022 shall also follow the procedure stated herein.
10. Register of Members and Share Transfer books will remain closed from Saturday, December 17, 2022 to Friday, December 23, 2022 [both days inclusive].
11. The Board of Directors of the Company has recommended a final dividend of Rs. 2.50 per share. The Company has fixed Friday, December 16, 2022 as the ‘Record Date’ for determining entitlement of members to receive final dividend for the year ended March 31, 2022, if approved, at the AGM. The final dividend, once approved by the members in the AGM, will be paid to the eligible shareholders within the stipulated period of 30 days of declaration.
12. The dividend will be paid through electronic mode to those members whose updated bank account details are available. For members whose bank account details are not updated, dividend warrants / demand drafts will be sent to their registered address. To avoid delay in receiving dividend, members are requested to register / update their bank account details.
13. Members may send their requests for change / updation of address, bank account details, email address, nominations, etc.:
 - (i) For shares held in dematerialised form - to their respective Depository Participant;
 - (ii) For shares held in physical form - to the Registrar & Transfer Agents (“RTA”) i.e. Link Intime India Pvt. Ltd., C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai 400 083; Tel No. 022 49186000; E-mail Address: rnt.helpdesk@linkintime.co.in
14. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company is taxable in the hands of members. The Company shall therefore

be required to deduct tax at source (“TDS”) at the time of making the payment of dividend. In order to enable us to determine the applicable TDS rate, members are requested to submit the relevant documents on or before Friday, December 16, 2022. The detailed communication regarding TDS on dividend is provided on the link: www.rcftd.com.

Kindly note that no documents in respect of TDS would be accepted from members after Friday, December 16, 2022.

15. As per Regulation 40 of SEBI (LODR), as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except for request received for transmission or transposition of securities. In view thereof and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to convert their holdings to dematerialised form. Members can contact the Company or the RTA for assistance in this regard.
16. Non-Resident Indian members are requested to inform the RTA immediately about:
 - (i) Change in their residential status on return to India for permanent settlement.
 - (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market failing which the demat account / folio no. would be suspended for trading. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA at the address mentioned above.
18. As per the provisions of section 124(5) of the Act the dividend(s) which remains unpaid / unclaimed for a period of 7 years is to be transferred to the Investor Education & Protection Fund (“IEPF”) established by the Central Government at the end of the 7th year. Accordingly, the Company has transferred all unpaid / unclaimed dividend declared upto the financial year 2013-14 to IEPF on the respective due dates. Further, section 124(6) of the Act provide that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the demat account of IEPF authority.

The Company had sent reminder letter to all such members, whose dividend had remained unpaid / unclaimed for a consecutive period of 7 years i.e. 2014-

15 to 2020-21, with a request to claim the dividends, failing which the shares would be transferred to the IEPF Authority on the due date. Thereafter, such shares were transferred to the demat account of the IEPF authority on November 18, 2021. The details of such shares are hosted on the website of the Company www.rcfltd.com.

It may please be noted that, upon completion of 7 years, the Company would transfer the unpaid / unclaimed dividend for the financial year 2014-15 on or before October 31, 2022. Further, the shares in respect of which dividend has remained unpaid / unclaimed for a consecutive period of 7 years i.e. from 2014-15 to 2021-22, would also be transferred to the demat account of IEPF authority on or before October 31, 2022. The details of such unpaid / unclaimed dividend(s) as well as shares liable to be transferred to the IEPF are hosted on the website of the Company www.rcfltd.com.

Section 125 of the Act provides that a member whose dividend / equity shares have been transferred to the IEPF shall be entitled to claim refund therefrom. The procedure for claiming the unpaid dividend and equity shares transferred to the IEPF Authority is provided on the following link: <http://www.iepf.gov.in/IEPF/refund.html>.

To avoid transfer of unpaid dividends / equity shares, the members are requested to write to the RTA at the address mentioned above or to the Company for claiming the unpaid / unclaimed dividend.

19. In line with MCA and SEBI circulars, the Notice calling the AGM along with the Annual Report for 2020-21 ("Annual Report") is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of AGM and Annual Report will also be available on the website of the Company at www.rcfltd.com under 'Investor Relations' section, the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also disseminated on the website of CDSL at www.evotingindia.com.
20. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Friday, December 23, 2022. Members seeking to inspect such documents are requested to write to the Company at investorcommunications@rcfltd.com
21. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on Friday, December 16, 2022 only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
22. Members are requested to notify immediately any changes in their address to the Company or its Transfer

Agents: Link Intime India Pvt. Ltd., C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai 400 083.

23. Any clarifications needed by the members of the Company may be addressed to the Company Secretary at the Registered Office of the Company or through e-mail investorcommunications@rcfltd.com at least seven days prior to the date of Annual General Meeting.
24. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Link Intime (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to cs@rcfltd.com or rcfdiwtax@linkintime.co.in. The aforesaid declarations and documents need to be submitted by the shareholders on or before Friday, December 16, 2022.
25. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. investorcommunications@rcfltd.com to enable the investors to register their complaints / send correspondence, if any.
26. **Webcast:** The Company is providing the facility of live webcast of proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.

PROCEDURE FOR REMOTE E-VOTING, ATTENDING THE AGM THROUGH VC/ OAVM AND E-VOTING DURING THE AGM:

The voting period begins on Monday, December 19, 2022 from 9:00 a.m. (IST) and ends on Thursday, December 22, 2022 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, December 16, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the same will be enabled during the AGM for the Members who have not casted their vote through remote e-voting.

Members who have casted their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC

/ OAVM but shall not be entitled to cast their vote again.

A.1. Procedure and instructions for individual Members holding shares in dematerialized form

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>
	<ol style="list-style-type: none"> If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Procedure and instructions for non-individual Members holding shares in dematerialized form and Members holding shares in physical form

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below: For Physical shareholders and other than individual shareholders holding shares in Demat.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorcommunications@rcfltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800 22 55 33
 - (xix) All grievances connected with the e-voting facility may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call 1800 22 5533.
- B. Procedure and instructions for Members attending the AGM through VC / OAVM:**
- (i) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM through the facility provided by CDSL at www.evotingindia.com by using their remote e-voting login credentials and selecting the EVSN for the Company’s AGM.
 - (ii) Members are encouraged to join the AGM through laptops / iPads for better experience.
 - (iii) Members connecting through mobile devices or tablets or laptop connecting via mobile hotspot may experience loss of audio / video due to fluctuation in the network.

Members are requested to use an internet facility with a good bandwidth to avoid facing any disturbance during the AGM.
 - (iv) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio No., PAN, mobile number along with their queries at investorcommunications@rcfltd.com from Friday, December 16, 2022 from 9:30 a.m. (IST) to Wednesday, December 21, 2022 till 5:00 p.m. (IST). Those Members who have registered

themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

C. Procedure and instructions for Members for e-voting during the AGM are as under:

- (i) The procedure to be followed for e-voting on the day of the AGM will be the same mentioned above for remote e-voting.
- (ii) Only those Members, who are present at the AGM through VC / OAVM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting during the AGM.
- (iii) If any votes are cast by the Members through the e-voting facility available during the AGM and if the said Members have not participated in the AGM through VC / OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending the AGM.
- (iv) Members who need any technical assistance before or during the AGM, can contact Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call 1800 22 55 33 / 022-2305 8542.

D. Scrutinizer

The Board of Directors has appointed Shri Nrupang Dholakia, Partner of M/s. Dholakia and Associates LLP, Company Secretaries as a Scrutinizer to scrutinize the remote e-voting and ballot process in a fair and transparent manner.

E. Declaration of Results:

- (i) The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- (ii) Based on the scrutinizer's report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as

required under Regulation 44(3) of the SEBI Listing Regulations.

- (iii) The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.rcfltd.com and on the website of CDSL, immediately after the declaration of the result by the Chairperson or a person authorised by him in writing and communicated to the Stock Exchanges.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company i.e. investorcommunications@rcfltd.com /RTA email id rnt.helpdesk@linkintime.co.in
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice.

Item No.6

Ms Nazhat J. Shaikh has taken over charge of Director (Finance) of Rashtriya Chemicals and Fertilizers Ltd. (RCF) w.e.f. December 1, 2021. Ms Shaikh holds a Bachelor's degree in Commerce from Mumbai University and is a qualified Chartered Accountant. She is a certified SAP FI Consultant. She started her career with RCF in the year 1989 as Accounts Officer. She was selected as Director (Finance) in National Film Development Corporation, a CPSE under the administrative Ministry of Information & Broadcasting and joined on November 2015. She re-joined RCF as Executive Director Finance on August 2019. She was entrusted with various responsibilities relating to Finance in Trombay, Fertilizer Marketing & Corporate during her service period in RCF. She was also given charge of IT responsibilities during the crucial period of SAP ERP implementation/upgrade. She has been a member of Women's Cell and Complaints Committee for prevention of Sexual Harassment. She has a rich experience of more than 29 years in the fertilizer industry. At NFDC, she was holding additional charge of the responsibilities of Managing Director of NFDC for a brief period. Being one of the two Functional Directors, she got an exposure to the non-finance areas including media & production business, film festivals and promotion in addition to HR, legal & administrative functions. She was awarded Best Woman Employee Award in Executive

Category (3rd place) instituted by Forum of Woman in Public Sector (under the aegis of SCOPE) in February 2014 and the CFO100 Next Award 2013 instituted by the CFO institute.

Ms Shaikh is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as Director.

The Company has, in terms of Section 160(1) of the Act, received a notice from Member(s) proposing her candidature for the office of Director (Finance).

Ms Shaikh holds 100 equity shares in the Company.

Except Ms Shaikh, to whom the resolution relates, no Director, Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors considered that keeping in view her vast expertise and knowledge, it will be in the interest of the Company to appoint her as Director (Finance).

The Directors, therefore, recommend the resolution set forth in item no. 6 for the approval of the members.

Item No.7

Shri Milind Madhukar Deo has taken over charge of Director (Technical) of Rashtriya Chemicals and Fertilizers Ltd. (RCF) w.e.f. December 27, 2021. Shri Deo is a Bachelor of Chemical Engineering from Institute of Chemical Technology, Mumbai (earlier known as UDCT, Mumbai), 1984 batch. He is an Energy Auditor, certified by Bureau of Energy Efficiency (BEE). He was also a Lead Auditor for ISO 14001, OHSAS 18001, ISO 9001 and had conducted internal IMS and safety audits. Prior to elevation to the Director (Technical), he was Executive Director (Coordination) RCF. He joined the Company in July 1984 as a Management Trainee. In his long career spanning more than 37 years, he has worked in various capacities in Ammonia and Urea Plants, Complex Fertilizer Plant, Group of Chemical Plants, Steam Generation Plants, Methanol and Nitric Acid Plants, Product Handling Plant, Technical Services, Health, Safety & Environment Management, Energy Management and Coordination of Performance Improvement Schemes. He was actively involved in commissioning and performance guarantee test run of Urea plants in India and abroad. He was a member of the team deputed to Bangladesh for commissioning of Jamuna Fertilizer Project, undertaken by M/s Mitsubishi Heavy Industries, Japan on turn-key basis. He played a key role in implementing optimization scheme in all three Thal Urea Plants, mainly for reducing energy consumption through updating process technology. He is the recipient of first prize for the best article in production and technology (2002-2003) on 'BFW Production from Urea Process Condensate through MP Hydrolysis', co-written in 'Fertilizer News' (August 2003 issue) of Fertilizer Association of India. He has also presented technical papers on Safety Practices and Energy Schemes in the national level seminars. Apart from technical knowledge and expertise, he loves literature and was honoured with PhD

by Mumbai University in the year 2000 for his thesis related to Marathi literature and philosophy.

Shri Deo is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director.

The Company has, in terms of Section 160(1) of the Act, received a notice from Member(s) proposing his candidature for the office of Director (Technical).

Shri Deo does not hold any shares in the Company by himself or for any other person on beneficial basis.

Except Shri Deo, to whom the resolution relates, no Director, Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors considered that keeping in view his vast expertise and knowledge, it will be in the interest of the Company to appoint her as Director (Technical).

The Directors, therefore, recommend the resolution set forth in item no. 7 for the approval of the members.

Item No.8

Shri Chandra Bhushan Pandey who has been appointed by President of India as an Independent Director on the Board of the Company w.e.f. November 29, 2021, pursuant to Section 161(1) of the Companies Act, 2013 read with Article 81(4) of Articles of Association of the Company, will hold the office till the date of 44th Annual General Meeting.

Shri Pandey holds a degree of Master of Science (Gold Medalist) from Allahabad University. Shri Pandey has served as MP PCS and UP PCS till 2008. He is a social worker and through his work established Mission 'Water for Tomorrow, established Green Earth Ashram in Prayagraj, launched 'Ashta Tree Plantation' campaign, established UP development foundation(UPDF) which is dedicated to goal developed UP with the help of group of expert and citizen through committee of experts, dedicated to organic farming campaign through 'Living Soil Program', agitating for the development and conservation of ponds through 'Aao Talab Chalen' campaign. He was a founder member of the farmers' organization Rashtriya Kisan Panchayat. He was editor of magazine viz "Bagwani" and "Naukarshahi. He has dedicated his whole life to the society.

Shri Pandey is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received a declaration from Shri Chandra Bhushan Pandey that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shri Pandey fulfils the conditions

for his appointment as an Independent Director as specified in the Act.

Pursuant to the provisions of Section 161(1) of the Act, Shri Chandra Bhushan Pandey shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Independent Director.

Shri Pandey does not hold any shares in the Company by himself or for any other person on beneficial basis.

Except Shri Pandey, to whom the resolution relates, no Director, Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors considered that keeping in view his vast expertise and knowledge, it will be in the interest of the Company to appoint him as Director.

The Directors, therefore, recommend the resolution set forth in item no. 8 for the approval of the members.

Item No. 9

Shri Gopinathan Nair Anilkumar who has been appointed by President of India as an Independent Director on the Board of the Company w.e.f. December 27, 2021, pursuant to Section 161(1) of the Companies Act, 2013 read with Article 81(4) of Articles of Association of the Company, will hold the office till the date of 44th Annual General Meeting.

Shri.Gopinathan Nair Anilkumar holds LLB Degree from Andhra University.Shri Gopinathan Nair Anilkumar is natural rubber exporter since 1990. He has been awarded four times by Rubber Board,Government of India for natural rubber exporter. He was two-time Nation's first largest exporter of Natural Rubber Sheets and Two Times Second largest exporter. He is also Assessing Officer for Rubber Skill Development Council approved by Skill India Project

Shri Gopinathan Nair Anilkumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received a declaration from Shri Gopinathan Nair Anilkumar that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shri Gopinathan Nair Anilkumar fulfils the conditions for his appointment as an Independent Director as specified in the Act.

Pursuant to the provisions of Section 161(1) of the Act, Shri Gopinathan Nair Anilkumar shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as

an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Independent Director.

Shri Gopinathan Nair Anilkumar does not hold any shares in the Company by himself or for any other person on beneficial basis.

Except Shri Gopinathan Nair Anilkumar, to whom the resolution relates, no Director, Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors considered that keeping in view his vast expertise and knowledge, it will be in the interest of the Company to appoint him as Director.

The Directors, therefore, recommend the resolution set forth in item no. 9 for the approval of the members.

Item No.10

Pursuant to the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 27, 2022 has considered and approved the appointment of M/s Dhananjay V. Joshi, Cost Accountants (FRN 000030), Mumbai to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, as set out in the Resolution under this Item of the Notice.

In accordance with Rule 14 of Companies (Audit and Auditors) Rules 2014, remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires ratification by the Shareholders and hence this resolution is put for the consideration of the shareholders.

No Director, Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution.

The Directors, therefore, recommend the resolution set forth in item no.10 for the approval of the members.

Item No.11

Sub-rule (2) of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 of the Act dealing with private placement of securities by a company states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures.

In order to augment long term resources for financing, inter alia, the ongoing capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured or unsecured non-convertible

debentures, in one or more series / tranches on private placement, issuable/redeemable at par.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 11 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for Secured or Unsecured Non-convertible Debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Directors, therefore, recommend the resolution set forth in item no.11 for the approval of the members.

Item No. 12

Ms Aneeta C. Meshram, who has been appointed by President of India as Government Nominee Director on the Board of the Company w.e.f. November 13, 2022, pursuant to Section 161(1) of the Companies Act, 2013 read with Article 81(4) of Articles of Association of the Company, will hold the office till the date of 44th Annual General Meeting.

Ms Meshram is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Ms Meshram does not hold any shares in the Company by

herself or for any other person on beneficial basis. The Company has received a notice in writing from a member proposing the candidature of Ms Meshram for the office of Director

Except Ms Meshram, to whom the resolution relates , no Director , Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution .

The Board of Directors considered that keeping in view her vast expertise and knowledge, it will be in the interest of the Company to appoint her as Director.

The Directors, therefore, recommend the resolution set forth in item no.12 for the approval of the members.

By Order of the Board of Directors

(J. B. Sharma)

Executive Director

(Legal & Company Secretary)

FCS 5030

Date: November 14, 2022

Place: Mumbai

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM PURSUANT TO
SECRETARIAL STANDARD 2 ON GENERAL MEETING**

* In line with Regulation 26 of SEBI Listing Regulations, 2015, membership of only Audit committee and Stakeholders Relationship Committee has been considered.

Name	Ms Nazhat J. Shaikh (DIN: 07348075)	Shri Milind M. Deo (DIN: 08715250)	Shri Chandra Bhushan Pandey (DIN: 09407412)	Shri Gopinathan Nair Anilkumar (DIN: 09447818)	Ms Aneeta C. Meshram (DIN: 09781436)
Age	55 years	58 years	50 years	58 years	50 years
Date of birth	27.03.1967	07.09.1963	12.04.1972	28.09.1963	04.12.1971
Date of Appointment	01.12.2021	27.12.2021	29.11.2021	27.12.2021	13.11.2022
Qualification	Bachelor's degree in Commerce from Mumbai University, Chartered Accountant & certified SAP FI Consultant	Bachelor of Chemical Engineering from Institute of Chemical Technology, Mumbai (earlier known as UDCT, Mumbai). Energy Auditor, certified by Bureau of Energy Efficiency (BEE) & Lead Auditor for ISO 14001, OHSAS 18001, ISO 9001.	Master degree in Science (Gold Medalist) from Allahabad University.	LLB Degree from Andhra University	IAS
Terms & Conditions of appointment	Appointed as Director (Finance) by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Director (Technical) by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Independent Director by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Independent Director by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Part-time Official Director by President of India through Ministry of Chemicals & Fertilizers.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM PURSUANT TO SECRETARIAL STANDARD 2 ON GENERAL MEETING

* In line with Regulation 26 of SEBI Listing Regulations, 2015, membership of only Audit committee and Stakeholders Relationship Committee has been considered.

Name	Ms Nazhat J. Shaikh (DIN: 07348075)	Shri Milind M. Deo (DIN: 08715250)	Shri Chandra Bhushan Pandey (DIN: 09407412)	Shri Gopinathan Nair Anilkumar (DIN: 09447818)	Ms Aneeta C. Meshram (DIN: 09781436J)
Expertise in specific Functional Area	Ms Shaikh has a very rich and varied experience in various facets of Financial Management	Shri Deo has rich experience in Technical Services, Ammonia plants, Urea Plant & Chemical Plants etc. and in development of the projects of the Company	Shri Pandey has served as MP PCS and UP PCS till 2008. He is a social worker and through his work established Mission 'Water for Tomorrow, established Green Earth Ashram in Prayagraj, launched 'Ashta Tree Plantation' campaign, established UP development foundation (UPDF) which is dedicated to goal developed UP with the help of group of expert and citizen through committee of experts, dedicated to organic farming campaign through 'Living Soil Program', agitating for the development and conservation of ponds through 'Aao Talab Chalen' campaign.	Shri Gopinathan Nair Anilkumar is natural rubber exporter since 1990. He has been awarded four times by Rubber Board, Government of India for natural rubber exporter. He was two-time Nation's first largest exporter of Natural Rubber Sheets and Two Times Second largest exporter. He is also Assessing Officer for Rubber Skill Development Council approved by Skill India Project	Ms Meshram is a 1996 Batch IAS officer and is presently Joint Secretary, Department of Fertilizers, Ministry of Chemicals and Fertilizers, Government of India. She has over 26 years of work experience in various Ministerial Government of India and Government of Uttar Pradesh.
Details of remuneration last drawn (Financial year 2021-22)	Rs. 17.68. Lakh	Rs. 14.26 Lakh	Rs. 1.20 Lakh	Rs. 1.20 Lakh	N.A.
Number of Meetings of the Board held during the year and number of Board Meetings attended	3/3	3/3	3/3	3/3	N.A.
Relationship with any other Director, Manager and other KMP of the Company	N.A.	N.A.	N.A.	N.A.	N.A.

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM PURSUANT TO
SECRETARIAL STANDARD 2 ON GENERAL MEETING**

* In line with Regulation 26 of SEBI Listing Regulations, 2015, membership of only Audit committee and Stakeholders Relationship Committee has been considered.

Name	Ms Nazhat J. Shaikh (DIN: 07348075)	Shri Milind M. Deo (DIN: 08715250)	Shri Chandra Bhushan Pandey (DIN: 09407412)	Shri Gopinathan Nair Anilkumar (DIN: 09447818)	Ms Aneeta C. Meshram (DIN: 09781436f)
Directorship held in other companies	Projects and Development India Limited	Talcher Fertilizers Limited	Nil	Nil	Nil
Memberships/ Chairmanship of Committees in other Companies*	Nil	Nil	Nil	Nil	Nil
No. of Shares held	100	Nil	Nil	Nil	Nil

In line with Regulation 26 of SEBI Listing Regulations, 2015, membership of only Audit committee and Stakeholders Relationship Committee has been considered.