

राष्ट्रीय केमिकल्स एण्ड  
फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)  
साथ बढ़ें समृद्धि की ओर



Rashtriya Chemicals and  
Fertilizers Limited

(A Government of India Undertaking)  
Let us grow together

जय भगवान शर्मा  
कंपनी सचिव

JAI BHAGWAN SHARMA  
COMPANY SECRETARY

"प्रियदर्शिनी",  
ईस्टर्न एक्सप्रेस हाइवे,  
सायन, मुंबई - 400 022.

"Priyadarshini",  
Eastern Express Highway,  
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CIN: L24110MH1978GOI020185

RCF/CS/Stock Exchange/2019

10<sup>th</sup> July, 2019

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.
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Sir/Madam,

**Sub: Intimation pursuant to Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Pursuant to Regulation 23(9) of the Listing Regulations, please find enclosed the disclosure on Related Party Transactions on a consolidated basis for the half year ended 31st March, 2019, in the format as specified in the relevant Accounting Standards for submission of annual results to the stock exchanges.

This is for your kind information and record.

Yours faithfully,  
For Rashtriya Chemicals and Fertilizers Limited

(J. B. Sharma)  
Company Secretary

Encl: a./a.

## RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

### DISCLOSURE OF RELATED PARTY TRANSACTIONS FOR HALF YEAR ENDED 31<sup>ST</sup> MARCH, 2019 ON CONSOLIDATED BASIS AS PER IND AS 24 (In accordance with Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (As amended))

#### 1. Transaction with other Government related Entities

Since Government of India owns 75% of the Company's equity share capital (under the administrative control of Ministry of Chemicals and Fertilizers), the disclosures relating to transactions with Government and other Government controlled entities have been reported in accordance with para 26 of IND AS 24.

Certain transactions which are individually and collectively significant carried out with other Government related entities for purchase of Gases, for procurement of Raw Materials / Finished Goods, Assets / Spare parts from Original equipment manufacturers etc. the details of which are as under:

Name of Entity	Nature of Transaction	₹ Crore
		For the period 01.10.2018 to 31.03.2019
GAIL (India) Ltd	Procurement of Gas / Transportation Charges/Pool difference payment	3479.49
Mangalore Refinery & Petrochemicals	Procurement of Sulphur	12.20
Bharat Petroleum Corporation Limited	Deposit received for STP Project	17.49
Indian Oil Corporation Ltd	Procurement of Gas	40.57
Bharat Heavy Electricals Limited	Procurement of Capital Goods	81.24
Oil and Natural Gas Corporation Ltd	Renting of Immovable Property	10.43
The Singareni Collieries Co. Ltd.	Sale of Industrial chemicals	6.01
Hindustan Insecticides Limited	Sale of fertilizers	35.46

The above referred transactions have been carried out on arm's length basis with the said entities.

#### 2. Transactions with Joint Controlled Entities

##### 2.1. Relationship

##### JOINT CONTROLLED ENTITIES

Name of the Company	No of Shares	Country of Incorporation	Ownership interest as at
			31-03-2019
1) FACT-RCF BUILDING PRODUCTS LTD. (FRBL) *	32870000 of ₹ 10 each	India	50.00
2) URVARAK VIDESH LTD.(UVL) *	180002 of ₹ 10 each	India	33.33
3) TALCHER FERTILIZERS LIMITED (TFL) #	16344568 of ₹ 10 each	India	33.33

*Jaiwan*

## RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

\* Consequent to full provision recognized towards the investments made in FRBL and UVL as per Indian GAAP, the carrying value as on the date of transition has been recognized as deemed cost of investment which is NIL as on the transition date i.e. 1<sup>st</sup> April 2015. Further URVARAK VIDESH LTD. (UVL) has been declared as Dormant Company on 04.11.2015 by Registrar of Companies, New Delhi.

# The shareholding is subject to change depending on the final value of the assets transferred by FCIL to Talcher Fertilizer Ltd.

### 2.2. Transactions during the half year with the above referred related parties:

₹ Crore

Sr. No.	Particulars	For the period 01.10.2018 to 31.03.2019	
		Amount	Party-wise amount
1.	Share of Expenses receivable from TFL	4.45	4.45(TFL)

### 2.3. Balance Outstanding

₹ Crore

Sr. No.	Particulars	As at 31.03.2019
		Joint Ventures
1	Guarantees given (as security for credit facilities availed by FRBL from Banks)	FRBL – 0.00*
2	Advances Given/Advance against equity (for meeting business requirements)	FRBL – 40.23
3	Share of Expenses receivable from TFL	4.45

\*Out of Guarantees given by the Company on behalf of FRBL to its bankers, guarantees amounting to ₹ 35.47 crore has been recognized as a financial asset at fair value. Expecting the liability of repayment of debt obligations to FRBL bankers may devolve on the Company, loss on impairment of its corporate guarantee amounting to ₹ 35.47 crore towards term loan has been done with adjustment to its opening reserves as at 1<sup>st</sup> April 2015, consequent to transition to Ind AS .

A Onetime Settlement (OTS) was entered with the bankers and FRBL, wherein Company contributed towards the same. The status of Corporate Guarantee obligation and payment towards the OTS and the reversal of existing liability is given as under:

**RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED**

₹ Crore		
Sr. No.	Particulars	As at 31.03.2019
1	Outstanding Corporate Guarantee Obligation (security given against the credit facility availed by FRBL)	-
2	Reversal of liability of Corporate guarantee obligation during the year	19.50
3	Contribution under onetime settlement (RCF's share)	19.50

**3. Transactions with other entities- where Directors are interested:**

**3.1. Name of the entity**

Fertilizers and Chemicals Travancore Ltd (FACT) - Owing to Shri Umesh Dongre Director(Finance) being given the additional charge of Director (Finance) of the said entity w.e.f. 01st February, 2019

₹ Crore		
Sr. No.	Nature of Transaction	2018-19
1.	Earnest Money Deposit(EMD)	(0.03)

**3.2. Disclosure as required required by Regulation 34(3) and 53(f) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

₹ Crore				
Sr. no	Particulars	Current Year		
	Entity in which Directors are interested	Amount as on 31.03.2019	Maximum outstanding the year ended 31.03.2019	amount during ended
1	Loans and Advances in the nature of Loans To FACT Ltd	25.50		25.50

*Umesh Dongre*

## RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

### 3.3. Disclosure as per Section 186 of the Companies Act 2013

₹ Crore

Sl no	Name of Party	Amount as on 31.03.2019
1	FACT Ltd (Joint Venture Partner in FRBL)	25.50

The FACT Ltd share towards onetime settlement entered in to with Dena Bank amounting to ₹25.50 Crore has been paid by the Company and is reported as intercorporate loan given. The said loan carries an interest in accordance with section 186(7) of Companies Act 2013.

### 4. Key Management Personnel

- (i) Shri Umesh .V. Dhattrak, Chairman & Managing Director from 14.09.2017
- (ii) Shri. Sudhir Pandare, Director (Technical) from 18.12.2017
- (iii) Shri. Umesh Dongre, Director (Finance) and CFO from 09.02.2018
- (iv) Shri K U Thankachen, Director(Marketing) from 11.12.2018
- (v) Shri. Jaibhagwan Sharma, Company Secretary from 01.10.2017

### Details relating to parties referred above:

#### Remuneration:

Particulars	₹ Crore
	For the period 01.10.2018 to 31.03.2019
Shri. Umesh V. Dhattrak	0.22
Shri. Sudhir Pandare	0.23
Shri. Umesh Dongre	0.21
Shri K U Thankachen	0.13
Shri. Jaibhagwan Sharma	0.11
<b>Total</b>	<b>0.90</b>

The above amount includes salaries and allowances, contribution to Provident fund, pension etc. and actual payments towards leave encashment, if any.

The remuneration to key management personnel does not include the provisions made for gratuity; leave encashment and post-retirement medical benefits as they are determined on an actuarial basis for the Company as a whole.

There have been no outstanding loans and advances from the above referred parties as at year end.

