



Rashtriya Chemicals and Fertilizers Limited
Let us grow together

RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

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

NOTICE

THIRTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED will be held at "Sivaswamy Auditorium" The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai 400 071 on Friday, the 31st day of August 2012 at 3 PM. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2012 and Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend.
3. To fix remuneration of Auditors.
4. To appoint a Director in place of Dr. V. Rajagopalan, Director who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri Gautam Sen, Director who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

6. To appoint Shri C.M. T. Britto, as Director of the Company and to consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to Sections 255, 257 and other applicable provisions of the Companies Act, 1956, if any, Shri C.M.T Britto, be and is hereby appointed as Director of the Company who shall be liable to retire by rotation".

By order of the Board of Directors

K.C. Prakash
Company Secretary

Date: 30th May 2012
Place: Mumbai

Notes:

1. A Member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and that the said proxy need not be a Member of the Company. The instrument appointing the proxy shall be deposited at the Registered Office of the Company not later than forty-eight hours before the time fixed for holding the meeting.
2. Register of Members and Share Transfer books will be closed from 22nd August 2012 to 31st August, 2012 [both days inclusive].
3. Members are requested to notify immediately any changes in their address to the Company or its Transfer Agents: M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078.
4. 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@rcfld.com at least seven days prior to the date of Annual General Meeting.
5. Pursuant to the provisions of Section 205 A (5) of the Companies Act, 1956, dividend which remain unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and

Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956.

Members who have not so far encashed the dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company or to the Registrar and Transfer Agents, M/s. Link Intime India Pvt. Limited, immediately. Members are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment.

THE FOLLOWING EXPLANATORY STATEMENT SETS OUT THE MATERIAL FACTS REFERRED TO IN ITEM No. 6 OF THE NOTICE CONVENING THE 34th ANNUAL GENERAL MEETING.

Shri C.M.T Britto, who has been appointed by President of India as Director (Technical) on the Board of the Company w.e.f. 11.4.2012, pursuant to Section 260 of the Companies Act, 1956 and Article 81(5) of Articles of Association of the Company, will hold the office till the date of 34th Annual General Meeting.

Notice under Section 257 of the Companies Act, 1956 has been received by the Company, from a shareholder signifying his intention to propose the candidature of Shri C.M.T Britto for the office of Director of the Company.

Shri Britto holds a degree in Chemical Engineering and graduated from NITK formerly known as Karnataka Regional Engineering College, Surathkal. He joined RCF in 1980 as Management Trainee. Prior to taking the office of Director (Technical), he was Executive Director (P&BD) in your Company.

During his career, spanning for more than 30 years, he has worked in various plants and departments at RCF. He took active role in commissioning of Ammonia I Revamp project in Trombay in 1990. Following successful commissioning of Ammonia I revamp, he worked in Technical Service department looking after complex fertilizers, Phos. Acid, Sulphuric Acid and Concentrated Nitric Acid group of plants. He has implemented many improvement schemes during his stint in Sulphuric Acid plant. He was involved in the development stage of Oman project through which he got wide exposure to international bidding and contracts.

Shri Britto has conceptualized and developed Methanol Revamp, Thal revamp and clean development projects which are now in operation giving the desired outputs. Concurrently he developed interest in environmental aspects and took keen interest in final aspects of environmental related issues that enabled the company to easily obtain environmental clearance for the projects.

None of the directors, other than Shri C.M.T Britto is interested in the resolution.

By order of the Board of Directors
K.C. Prakash
Company Secretary

Date: 30th May 2012
Place: Mumbai

Members are Requested to Quote Their Folio Number Here : Folio No. _____

RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED, MUMBAI

PROXY FORM

I/We _____ of
in the district of _____ being a member(s) of the above named
company hereby appoint Mr./Ms. _____ of _____
in the district of _____ as my/our proxy and the vote for
ms/us on my/our behalf at the 34th Annual General Meeting of the Company to be held at 3.00 p.m. on Friday, the 31st
day of August, 2012 and at any adjournment there of,

Signed this _____ day of _____ 2012

Full Name(s) _____

Affix
30 Paise
Revenue
Stamp

- Notes : 1. The Proxy form to be valid should be deposited at "Sivaswamy Auditorium" The Fine Arts Society,
Fine Arts Chowk, RC Marg, Chembur, Mumbai 400 071
2. The Proxy form should be executed on 30 paise Revenue Stamp.

RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

Registered Office : "Priyadarshini", Eastern Express Highway,
Slon, Mumbai 400 022.

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF "SIVASWAMY
AUDITORIUM" THE FINE ARTS SOCIETY, FINE ARTS CHOWK, RC MARG, CHEMBUR, MUMBAI 400 071.

NAME OF THE MEMBER :

FOLIO No. : / DPID NO :

I hereby record my presence at the 34th ANNUAL GENERAL MEETING being held at "Sivaswamy Auditorium"
The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai 400 071 on Friday, the 31st day of August 2012
at 3.00 p.m.

SIGNATURE OF THE MEMBER OR PROXY