



RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

[A Government of India Undertaking]

Corporate Identification No.: L24110MH1978GOI020185

Registered Office, "Priyadarshini", Eastern Express Highway Sion, Mumbai - 400 022.
Phone: 022-24045024/ Fax:022 24045022 Email Id: investorcommunications@rcfltd.com
Website: www.rcfltd.com

NOTICE OF POSTAL BALLOT

Dear Shareholders,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to the Shareholder of Rashtriya Chemicals and Fertilizers Limited (hereinafter referred to as "the Company") to seek their approval by way of Postal Ballot for the proposals contained in the draft resolutions given below. The Explanatory Statement stating all material facts of the proposals is also appended hereto for your consideration.

The Company has appointed Shri B. V. Dholakia, Company Secretary in Practice (COP No.507) of M/s. Dholakia & Associates, Company Secretaries having his office at MHB-11, A-302, Sarvodaya Co-operative HSG. Soc. Ltd., Near Bhavishya Nidhi Building, Service Road, Kher Nagar, Bandra East, Mumbai 400 051 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal Ballot Form (annexed hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer before the closing of working hours (6.00 p.m.) on 13th August, 2014. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

In compliance with Clause 35B of the Listing Agreement and the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration), Rules, 2014, the Company has also extended e-voting as an alternate facility, for its Shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s).

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company and in his absence to Director (Technical) or as may be authorized by any of them, to any other director/officer of the Company after completion of the scrutiny. The result of the voting by Postal Ballot will be announced by any one of the above mentioned persons on 16th August, 2014, at 11.30 a.m. at the Registered Office of the Company. The result and the report of Scrutinizer on the Postal Ballot shall be communicated to the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), where the equity shares of the Company are listed and will also be displayed on the Company's website www.rcfltd.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of result i.e. 16th August, 2014.

SPECIAL BUSINESS

1. Increasing the Borrowing Powers of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT in supersession of ordinary resolutions passed previously and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and Rules made thereunder as may be amended, from time to time and Articles of Association of the Company, subject to approval, if any, required, of the President of India and/ or Central Government, the Board of Directors of the Company be and is hereby authorised to borrow moneys, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and /or other instruments or non-fund based facilities or in any other form (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors up to an amount, the aggregate outstanding of which should not exceed, at any given time, ₹ 10,000 Crore.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide the terms and conditions of such borrowings, finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any questions, difficulties or doubts that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or any other officer of the Company or any other person".

2. Creation of Security on the Properties of the Company in favour of the Lenders

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT in supersession of ordinary resolutions passed previously and pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and Rules made thereunder as may be amended, from time to time and Articles of Association of the Company, subject to approval, if any, required, of the President of India and/ or Central Government, the Board of Directors of the Company be and is hereby authorised for creation of mortgage/hypothecation/pledge/charge/security in any form or



manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/bonds and/or other instruments to secure all credit facilities including rupees loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed /to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decided terms and conditions of such borrowings, finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any questions, difficulties or doubts that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or any other officer of the Company or any other person".

By order of the Board of Directors
For Rashtriya Chemicals and Fertilizers Limited

Date: 26th June, 2014
Place: Mumbai

K. C. Prakash
Company Secretary

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts and the reasons for the proposed Special Resolutions appended herewith.
2. The Notice is being sent to all the Shareholders whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited on 4th July, 2014.
3. All documents, referred to in the accompanying Notice and explanatory statement are open for inspection at the Registered Office of the Company at "Priyadarshini", Eastern Express Highway, Sion, Mumbai- 400 022 on all working days between 11.00 a.m. and 1.00 p.m. upto 16th August, 2014.

The Instructions for members for voting electronically are as under:

In case of Members receiving e-mail:

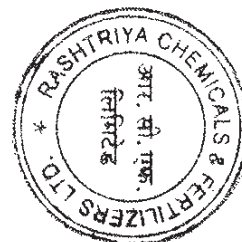
- i. to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" tab to cast your votes.
- iii. Now, select the "Rashtriya Chemicals and Fertilizers Limited" from the drop down menu and click on "SUBMIT".
- iv. Now Enter your User ID
 - a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID.
 - b) For CDSL :- 16 digits beneficiary ID
 - c) For Members holding shares in Physical Form:- Folio Number registered with the Company
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below.

	For members holding share in Demat Form and Physical Form
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field.



- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- x. For members holding shares in physical form, the details can be used only for e-voting on the resolution(s) contained in the notice.
- xi. Click on the relevant EVSN on which you choose to vote.
- xii. 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.
- xiii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.
- xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. 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 they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) together with attested signature(s) of duly authorised signatory(ies) which they have issued in favour of the Custodian, if any, in PDF format in the 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- xix. Voting can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.
- xx. The voting period commences on 14th July, 2014 (10.00 a.m.) and ends on 13th August, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.



EXPLANATORY STATEMENT
[Pursuant to the provisions of Section 102 of the Companies Act, 2013]

Items No.1 & 2

The shareholders of the Company had, in their 29th Annual General Meeting held on 6th July, 2007, increased the borrowing limits of the Company and authorised the Board of Directors to borrow funds, from time to time, for the business of the Company, up to an amount, the aggregate outstanding of which should not exceed, at any given time, ₹ 7,000 Crore (Rupees Seven Thousand Crore Only).

The shareholders of the Company had, in their 19th Annual General Meeting of the Company held on 5th September, 1997, passed a Resolution for creation of charge on properties of the Company to secure the repayments of the borrowings.

Keeping in view, the existing borrowings and the future requirement for additional funds for meeting the Capital expenditure for on-going projects and proposed projects such as Thai III expansion Project and Coal-gas based Fertilizer Talcher Project (joint venture with Coal India Limited, GAIL (India) Limited and Fertilizers Corporation of India Limited), and other fertilizer Projects likely to be taken abroad, etc. and the enhanced long term working capital needs of the Company, the Board of Directors had, in its meeting held on 26th June, 2014, considered and approved, subject to the approval of the shareholders, increasing the borrowing limits of the Company to ₹ 10,000 Crore (Rupees Ten Thousand Crore Only) and creation of security on the properties of the Company and recommends Resolutions No. 1 & 2 of the accompanying Notice to the shareholders for their approval by way of special resolution.

Pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, approval of the shareholders by way of special resolution is required to authorize the Board of Directors to borrow moneys upto the said limits and create security in respect thereof.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Items No. 1 & 2.

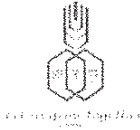
By order of the Board of Directors
For Rashtriya Chemicals and Fertilizers Limited

Date: 26th June, 2014
Place: Mumbai

K. C. Prakash
Company Secretary

Encl:
1. Postal Ballot Form
2. Prepaid Envelope





RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

[A Government of India Undertaking]
 Corporate Identification No.: L24110MH1978GOI020185
 Registered Office, "Priyadarshini", Eastern Express Highway, Sion, Mumbai - 400 022.
 Phone: 022-24045024/ Fax:022 24045022
 Email Id: investorcommunications@rcfltd.com; Website: www.rcfltd.com

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully before completion this form]

Serial No. _____

1.	Name and Address of the Sole /First named Shareholder as registered with the Company			
2.	Name(s) of the joint Shareholder(s), if any, registered with the Company			
3.	Registered Folio No./DP ID No.* & Client ID No.* : (*Applicable to Investors holding shares in dematerialized form)			
4.	Number of shares held			
I/We hereby exercise my/our vote in respect of the Special Resolution (s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 26 th June, 2014 by conveying my/our assent or dissent to the said Special Resolution(s), by placing the tick [✓] mark at the appropriate box below:				
Item No.	Description	No. of Shares	I/We assent to the Resolution (for)	I/We dissent to the Resolution (Against)
1.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for giving powers to the Board to borrow upto ₹ 10,000 Crore, apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business.			
2.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges on the moveable and immoveable properties of the Company, both present and future, in respect of borrowings made by the Company from time to time.			

Place: _____

Date: _____

Signature of Member

Notes :

1. As per Section 106(3) of the Companies Act, 2013, a member need not use all his votes in the same way.
2. Please read the instructions printed overleaf carefully before exercising your vote.
3. Last date for receipt of Postal Ballot Form(s) by Scrutinizer is 13th August, 2014 at 6.00 pm.



INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted. Members residing outside India should stamp the envelopes appropriately.
2. The Company has appointed Shri B. V. Dholakia, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. The self-addressed business reply envelope bears the address of the Scrutinizer.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/her, by the next named shareholder and so on. In case of shares held by the company, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by Certified True Copy of the Board Resolution/Authorisation together with attested specimen signature(s) of the duly authorized signatory(ies).
5. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than 6.00 p.m. on 13th August, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the member's signature does not tally with the signature registered with the Company;
 - c. If the member has marked (✓) both in favour and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Share Transfer Agents, M/s Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (W), Mumbai 400 078. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in Instruction No. 5 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 4th July, 2014.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will also be posted on the website of the Company www.rcfltd.com and also in the newspaper(s) for the information of the Shareholders.
13. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
14. The date of declaration of result i.e., 16th August, 2014 shall be the effective date of passing the Special Resolution.



RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

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

"प्रियदर्शिनी", ईस्टर्न एक्सप्रेस हाईवे, सायन, मुंबई - 400022.
ग्राम : राष्ट्रीय • दूरध्वनी : 2404 5024
फैक्स : 2404 5022
ई-मेल : kcprakash@rcfltd.com
वेबसाईट : www.rcfltd.com

"Priyadarshini", Eastern Express Highway,
Sion, Mumbai - 400 022.
Gram: 'RASHTRIYA' Phone : 2404 5024
Fax : 2404 5022
E-mail : kcprakash@rcfltd.com
Website: www.rcfltd.com

CIN-L24110MH1978GO1020185

K. C. PRAKASH
COMPANY SECRETARY

**CALENDAR EVENTS FOR POSTAL BALLOT OF RASHTRIYA
CHEMICALS AND FERTILIZERS LIMITED**

Sl. No.	Particulars	Date
1.	Date on which consent was given by the Scrutinizer to act as Scrutinizer	25.06.2014
2.	Date of convening the Board Meeting and consider the Postal Ballot Process and appointment of Scrutinizer	26.06.2014
3.	Date of Board Resolution authorizing one of the directors and Company Secretary to be responsible for the entire Postal Ballot Process	26.06.2014
4.	Intimation to Stock Exchanges about Postal Ballot	02.07.2014
5.	Filing of Board Resolution and calendar of events for conducting the Postal Ballot with the Registrar of Companies	05.07.2014
6.	Dispatch of Postal Ballot Notice along with Postal Ballot Forms both in Physical and in electronic (e-mail) form to Shareholders those who have got e-mail ids	12.7.2014
7.	Publication of Notice in Newspaper about having dispatched the Notice and Ballot Form	14.7.2014
8.	Last date of receiving Postal Ballot by Scrutinizer	13.8.2014
9.	Preparation and submission of Scrutinizer's Report to the Chairman and Managing Director	16.8.2014
10.	Declaration of results to Postal Ballot and to inform Stock Exchanges and display on the website of the Company	16.8.2014
11.	Returning the Ballot Papers, Registers and other related papers to the Chairman and Managing Director by the Scrutinizers	18.8.2014
12.	Publication of results in the newspaper	18.8.2014
13.	Signing of the Minutes book by the Chairman and Managing Director in which the result of Postal Ballot is recorded.	18.8.2014

For Rashtriya Chemicals and Fertilizers Limited


[K. C. Prakash]
Company Secretary

