

## RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

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

Corporate Identification No.: L24110MH1978GOI020185

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### NOTICE

#### THIRTY SIXTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the THIRTY SIXTH 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, RCF Marg, Chembur, Mumbai 400 071, on Friday, the 19<sup>th</sup> day of September, 2014 at 3 PM, to transact the following business:

##### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014, including Profit & Loss Statement for the year ended 31<sup>st</sup> March, 2014 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 Shri Ashok Ghasghase, Director who retires by rotation and being eligible, offers himself for reappointment.

##### SPECIAL BUSINESS:

5. To appoint Prof. Damodar Acharya, as an Independent 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 the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, Prof. Damodar Acharya (DIN 06817842), who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting, 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 with effect from 19<sup>th</sup> September, 2014 upto 29<sup>th</sup> January, 2017."

6. To appoint Shri Sushil Kumar Lohani, as a 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 the provisions of Sections 152, 160 and 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Sushil Kumar Lohani (DIN 06912948), who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting, 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 a Director of the Company."

7. To appoint Shri Suresh Warior, as a 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 the provisions of Sections 152, 160, 161 and 196 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Suresh Warior (DIN 06920261), who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting, 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 (Finance) of the Company, in the scale of ₹ 75,000 – ₹ 1,00,000/- plus perquisite as applicable to the grade, for a period of five years from the date of his assumption of charge of the post or till the date of his superannuation or until further orders, whichever is earliest."

8. To fix Remuneration of Shri S. D. Shenoy, and M/s V. J Talati & Co, as Cost Auditors 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 the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Shri S. D. Shenoy, Cost Accountant and M/s. V. J. Talati & Co., Cost Accountants, Mumbai, who have been appointed by the Board as Cost Auditors for the financial year ending 31st March, 2015, at a remuneration of ₹ 1,95,000/- (all inclusive) and ₹ 1,40,000/- (plus out of pocket expenses) respectively, be and is hereby ratified.

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, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

[K.C. Prakash]  
Company Secretary

Date : 19.07.2014

Place : Mumbai

#### Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
  2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
  3. Register of Members and Share Transfer books will be closed from Saturday, the 13<sup>th</sup> September, 2014 to Friday, the 19<sup>th</sup> September, 2014 [both days inclusive]. The cut off date for the purpose of AGM is 15<sup>th</sup> August, 2014.
  4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
  5. 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.
  6. 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](mailto:investorcommunications@rcfltd.com) at least seven days prior to the date of Annual General Meeting.
  7. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, 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 125 of the Companies Act, 2013.
- 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. Ltd., 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 and no payment shall be made in respect of any claims.
8. Members holding shares in physical form should notify change in their addresses, if any, to the Registrar & Transfer Agent specifying full address in block letters with PIN CODE of their post offices, which is mandatory. Members holding shares in electronic form (demat), should inform the change of address to their depository participant.
  9. Electronic copy of the 36<sup>th</sup> Annual Report for 2014, indicating process and manner of e-voting along with attendance slip and proxy form, is being sent to all members whose email ids are registered with the Company/depository participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014, indicating process and manner of e-voting along with attendance slip and proxy form, are being sent in the permitted mode.
  10. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc., from the Company in electronic mode.

11. Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
12. Members may also note that the 36<sup>th</sup> Annual Report for 2014 will also be available on the Company's website [www.rcftd.com](http://www.rcftd.com), for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the members may also send requests to the Company's designated email id: [www.investorcommunications@rcftd.com](mailto:www.investorcommunications@rcftd.com).
13. Voting through electronic means
  - A. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 36<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the 36<sup>th</sup> Annual General Meeting. The process and instructions for e-voting are as under:

In case of Members receiving e-mail:

- i. to the e-voting website [www.evotingindia.com](http://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](http://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.

	<b>For members holding share in Demat Form and Physical Form</b>
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"> <li>• 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 demat account / folio number in the PAN field.</li> <li>• In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
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 number of shares held by members as on the cut off date 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](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details they have to create a compliance user 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](mailto: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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 e-voting period commences on 13<sup>th</sup> September, 2014 (10.00 a.m.) and ends on 15<sup>th</sup> September, 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 15<sup>th</sup> August, 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.

- B. The Company has appointed, Shri B. V. Dholakia of M/s. Dholakia & Associates., Practicing Company Secretaries as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- C. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- D. The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.rcfttd.com](http://www.rcfttd.com).

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

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

##### Item No.5

Prof. Damodar Acharya, who has been appointed by President of India as Independent Director on the Board of the Company w.e.f. 30.01.2014, pursuant to Section 161(1) of the Companies Act, 2013 and Article 81(5) of Articles of Association of the Company, will hold the office till the date of 36<sup>th</sup> Annual General Meeting.

Prof. Damodar Acharya, holds a Bachelor’s degree in Science (Mechanical Engineering) from NIT Rourkela, Masters and Ph.D from IIT Kharagpur. Prof. Acharya has about thirty two years of diversified experience in teaching and research experience at IIT Kharagpur, and in academic administration as Vice-Chancellor, Biju Patnaik University of Technology, Rourkela and Chairman, All India Council of Technical Education (AICTE), New Delhi. Currently, Prof. Acharya is nominated as a Director by the Government of India on the Central Board of the Reserve Bank of India.

Prof. Damodar Acharya 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 Prof. Damodar Acharya that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Companies Act, 2013 and clause 49 of the listing agreement.

In the opinion of the Board, Prof. Damodar Acharya fulfills the conditions for his appointment as an Independent Director as specified in the Act. Prof. Damodar Acharya is independent of the management.

Keeping in view of his vast expertise and knowledge, it will be in the interest of the Company that Prof. Damodar Acharya is appointed as an Independent Director.

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

Except Prof. Damodar Acharya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

This explanatory statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

#### Item No.6

Shri Sushil Kumar Lohani, who has been appointed by President of India as Government Nominee Director on the Board of the Company w.e.f. 2<sup>nd</sup> July, 2014, pursuant to Section 161(1) of the Companies Act, 2013 and Article 81(5) of Articles of Association of the Company, will hold the office till the date of 36<sup>th</sup> Annual General Meeting.

Shri Lohani is an IAS officer and is presently Jt. Secretary, Department of Fertilizers, Ministry of Chemicals and Fertilizers. He has varied and rich experience in Government, in different positions, and has great managerial capabilities.

Shri Sushil Kumar Lohani 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.

Keeping in view of his vast expertise and knowledge, it will be in the interest of the Company that Shri Sushil Kumar Lohani is appointed as Director.

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

Except Shri Sushil Kumar Lohani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

#### Item No.7

Shri Suresh Warior, who has been appointed by President of India as Director (Finance) on the Board of the Company w.e.f. 18<sup>th</sup> July, 2014, pursuant to Section 161(1) of the Companies Act, 2013 and Article 81(4) of Articles of Association of the Company, will hold the office till the date of 36<sup>th</sup> Annual General Meeting.

Shri Warior (born on 26.11.1957), has been appointed as a Whole-time Director, in the scale of ₹ 75,000 - ₹ 1,00,000/- plus perquisite as applicable to the grade, for a period of five years from the date of his assumption of charge of the post or till the date of his superannuation or until further orders, whichever is earliest.

Shri Warior is a B.Com (Hons) from Delhi University and a Cost Accountant from Institute of Cost Accountants of

India (ICAI). He joined the Company in August 1985 in the Finance Department. Prior to his elevation, he was General Manager (Corporate Finance). Shri Warior has a very rich and varied experience in various facets of Financial Management.

He was deputed by the Company as Consultant to Fertilizer Industry Co-ordination Committee, Ministry of Chemicals & Fertilizers, Department of Fertilizers for computing and fixing prices of fertilizers applicable to various fertilizer companies. He has been associated with FICC as a consultant for numerous pricing exercises and his efforts have been well appreciated by FICC.

Shri Suresh Warior 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.

Keeping in view of his vast expertise and knowledge, it will be in the interest of the Company that Shri Suresh Warior is appointed as Director.

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

Except Shri Suresh Warior, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

#### Item No.8

Pursuant to the recommendation of the Audit Committee, the Board of Directors has at its meeting held on 19<sup>th</sup> June, 2014, approved the appointment of the Cost Auditors, Shri S. D. Shenoy, Cost Accountant (Membership No. 8318) and M/s. V. J. Talati & Co., Cost Accountants (Registration No. R00213), Mumbai, on remuneration payable to them, 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 requires ratification by the Shareholders and hence this resolution is put for the consideration of the shareholders.

Your Directors recommend the Resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

By order of the Board of Directors

**[K.C. Prakash]**  
Company Secretary

Date : 19.07.2014

Place : Mumbai