

राष्ट्रीय केमिकल्स एण्ड
फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)
साथ बढ़ें समृद्धि की ओर



**RASHTRIYA CHEMICALS AND
FERTILIZERS LTD.**

(A Government of India Undertaking)
Let us grow together

दिव्येश एम. सती
कंपनी सचिव
DIVYESH M. SATI
COMPANY SECRETARY

Priyadarshini,
Eastern Express Highway,
Sion, Mumbai - 400 022.

प्रियदर्शिनी, ईस्टर्न एक्सप्रेस हाईवे,
सायन, मुंबई - 400 022.

दूरध्वनी/Tel (Off.) : 2404 5024 • फ़ैक्स/Fax : 2404 5022 • ई-मेल / E-mail : dmsati@rcfltd.com • वेबसाइट/Web. : www.rcfltd.com
CIN : L24110MH1978GOI020185

RCF/CS/Stock Exchanges /2017

19th August, 2017

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: Notice of 39th AGM and intimation of remote e-voting facility as well as closure of register of members

It is hereby notified that the 39th Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Thursday, the 21st day of September, 2017 at 3.00 p.m. at "Sivaswamy Auditorium" The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai 400 071. Copy of the notice convening the AGM is enclosed herewith.

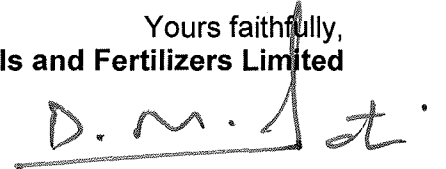
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Disclosure Requirements) Regulations, 2015 as amended and Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are mentioned in the said notice.

Further, as per Section 91 of the Companies Act, 2013 and rules made thereunder and Regulations 42 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby notified that the Register of Members and the Share Transfer books of the Company will remain closed from Friday, the 15th day of September, 2017 to Thursday, the 21st day of September, 2017 (both days inclusive) for the said Annual General Meeting and for payment of Final Dividend 2016-17, if approved by the Shareholders.

Final Dividend, if approved at the Annual General Meeting, will be paid to those eligible members whose names appear in the Register of Members and as per Beneficial Owners' position of NSDL/CDSL as at the close of 14th September, 2017.

This is for your kind information and record.

Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited


(Divyesh M. Sati)
Company Secretary

Encl: a/a.

RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

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

CIN: L24110MH1978GOI020185

Phone: 022-24045024/ Fax: 022 24045022

Email Id: investorcommunications@rcfltd.com / Website: www.rcfltd.com

NOTICE

THIRTY NINTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY NINTH 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 Thursday, the 21st day of September, 2017 at 3.00 p.m. 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 year ended 31st March, 2017, including Profit & Loss Statement for the year ended 31st March, 2017 and Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend on equity share capital for the financial year 2016-17;
3. To appoint a Director in place of Shri Suresh Warior (DIN:06920261), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Sushil Kumar Lohani (DIN: 06912948), who retires by rotation and being the eligible, offers himself for reappointment.
5. To fix the remuneration of Statutory Auditors for the Financial Year 2017-18 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 Company 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 2017-18."

SPECIAL BUSINESS:

6. To appoint Ms. Alka Tiwari, 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. Alka Tiwari (DIN: 03502306), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 6th March, 2017 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company w.e.f. 6th March, 2017, in terms of letter no. 130/8/2003-H.R.-I dated 6th March, 2017 issued from Ministry of Chemicals & Fertilizers, who shall be liable to retire by rotation."

7. To appoint Shri Suryanarayana Simhadri, 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 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 Suryanarayana Simhadri (DIN: 01951750), who was appointed as an Additional Director of the Company w.e.f. 8th March, 2017 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 for a period of three years w.e.f. 8th March, 2017, or until further orders, whichever is earlier, in terms of letter no. 78/2/2006-HR-I dated 8th March, 2017 issued from Ministry of Chemicals & Fertilizers. He shall not be liable to retire by rotation.”

8. Approval of Cost Auditor’s remuneration

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 Section 148 and all other applicable provisions 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. K. G. Goyal & Associates, Cost Accountants (Firm Registration No.00024), Jaipur, 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 31st March, 2018, amounting to ₹ 2,00,000/- 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”.

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

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

“**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, 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 non-convertible debentures (NCDs), in one or more series/tranches, aggregating upto to ₹ 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 authorized to do all acts and take all such steps as may be necessary to proper or expedient to give effect to this resolution.”

By order of the Board of Directors

(D. M. Sati)
Company Secretary

Date: 11th August, 2017

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 numbers 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 Friday, the 15th September, 2017 to Thursday, the 21st September, 2017 [both days inclusive].

The dividend, if declared at the AGM, will be paid on or after Thursday, 21st September, 2017 to those persons;

- (a) whose names appear as beneficial owners as at the end of the business hours on Thursday, 14th September, 2017 in the list of beneficial owners to be furnished by the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) in respect of the shares held in electronic forms; and
 - (b) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ Registrar and Share Transfer Agents on or before Thursday, 14th September, 2017.
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 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
 6. The details of the Directors seeking re-appointment/ appointment are annexed hereto in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings.
 7. 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.
 8. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd September, 2016 (date of last Annual General Meeting) on the website of the Company (www.rcfltd.com), as also on the website of the Ministry of Corporate Affairs.

During the year 2017-18, the Company would be transferring unclaimed dividend amount for the financial year ended 31st March, 2010 on or before 1st September, 2017 to IEPF.

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 Private 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 and no payment shall be made in respect of any claims.

In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) years or more are required to be transferred to the Demat Account of the IEPF Authority. The Company has already sent notices to all such members. In case the Company received no communications from the members, necessary steps will be initiated by the Company to transfer shares held by the members to the IEPF authority without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to the IEPF authority.

The shares transferred to the IEPF authority can be claimed back by the concerned members from the IEPF authority after complying with the procedure prescribed under IEPF Rules. The details of the unclaimed dividends are available on the Company’s website www.rcfltd.com and the Ministry of Corporate Affairs’ website (www.mca.gov.in).

9. 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.
10. Electronic copy of the 39th Annual Report for 2017, 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 2017,



- indicating process and manner of e-voting along with attendance slip and proxy form, are being sent in the permitted mode.
11. 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.
 12. Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
 13. Members may also note that the 39th Annual Report for 2016-17 will also be available on the Company's website www.rcfltd.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@rcfltd.com.
 14. A route map showing directions to reach the venue of the 39th AGM is given along with this Annual Report as per the requirement of the Secretarial Standards 2 on General Meetings.
 15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the depository participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/RTA.
 16. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 39th Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Thursday, 14th September, 2017.
 - IV. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e 14th September, 2017 may refer to this Notice of the 39th Annual General Meeting of the Company, posted on Company's website www.rcfltd.com for detailed procedure with regard to remote e-Voting. The Notice shall also be available at www.evotingindia.com
 - V. A member may participate in the AGM even after exercising his right to vote through remote e-Voting, but cannot vote again at the AGM. More details pertaining to e-Voting is included under the Section "Instructions for remote e-Voting" annexed to this Notice.
 - VI. Shri Bhumitra V. Dholakia, Practising Company Secretary and Designated Partner of M/s. Dholakia and Associates LLP, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting and ballot process in a fair and transparent manner.
 - VII. The Scrutinizer shall, within 3 days of conclusion of the meeting, make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him. The Chairman or a Director authorised by him shall declare the result of the voting forthwith.
 - VIII. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rcfltd.com and on the website of CDSL e-Voting www.evotingindia.com immediately after the result is declared by the Chairman. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai, where the shares of the Company are listed.

17. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on Monday, 18th September, 2017 (9.00 a.m. IST) and ends on Wednesday, 20th September, 2017 (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 Thursday, 14th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The members who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM, but shall not be entitled to cast their vote again.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders / Members
- (v) Now Enter your User ID
 - a. For CDSL: 16 digit beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digit Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

Dividend Bank Details	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.
OR Date of Birth (DOB)	<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 as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution, you have decided to vote, 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.



modify your vote.

- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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, 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.
 - 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.
- (xxi) 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

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. Alka Tiwari, who has been appointed by President of India as Government Nominee Director on the Board of the Company w.e.f. 6th March, 2017, 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 39th Annual General Meeting.

Ms. Tiwari is a 1988 batch of IAS officer and is presently Joint Secretary, Department of Fertilizers, Ministry of Chemicals and Fertilizers, New Delhi. She has held various positions in Government of Jharkhand and Government of India. She has also served as Advisor to the NITI Aayog, Principal Secretary. She has varied and rich experience in Government, in different positions, and has great managerial capabilities.

Ms. Alka Tiwari 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. Tiwari 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. Alka Tiwari for the office of Director.

Except Ms. Alka Tiwari, 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. 6 for the approval of the members.

Item No. 7

Shri Suryanarayana Simhadri who has been appointed by President of India as an Independent Director on the Board of the Company w.e.f. 8th March, 2017, 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 39th Annual General Meeting.

Shri Simhadri is a qualified Chartered Accountant and has more than 23 years of rich experience in finance, taxation, banking and management. He has served as the Director on Board of State Bank of Hyderabad for 3 years. He has served

as an Independent Director on Board of a listed company and also on Board of various private companies. He is also Director on the Board of Ekalavya Grameena Vikas Foundation. He has completed the Management Program in Public Policy in India School of Business. He has also been special invitee to Regional Electronic Media for debating on Social and Economic issues.

Shri Simhadri 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 Suryanarayana Simhadri 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 Suryanarayana Simhadri fulfills the conditions for his appointment as an Independent Director as specified in the Act.

Shri Suryanarayana Simhadri does not hold any shares in the Company by himself or for any other person on beneficial basis. The Company has received a notice in writing from a member proposing the candidature of Shri Suryanarayana Simhadri for the office of Director

Except Shri Suryanarayana Simhadri, 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. 7 for the approval of the members.

Item No. 8

Pursuant to the recommendation of the Audit Committee, the Board of Directors at their meetings held on 19th May, 2017 & 11th August, 2017, has considered and approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No.00024) Jaipur to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, 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. 8 for the approval of the members.

Item No. 9

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 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. 9 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 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 set out at Item No. 9 of the Notice.

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

By order of the Board of Directors

Date: 11th August, 2017
Place: Mumbai

(D. M. Sati)
Company Secretary



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

Name	Shri Suresh Warrior (DIN:06920261)	Shri Sushil Kumar Lohani (DIN: 06912948)	Ms. Alka Tiwari (DIN: 03502306)	Shri Suryanarayana Simhadri (DIN: 01951750)
Age	59 years 18.07.2014	45 years 02/07/2014	51 years 06/03/2017	50 years 08/03/2017
Date of Appointment	18.07.2014	02/07/2014	06/03/2017	08/03/2017
Qualification	Cost Accountant	B.Tech (Mech.engg) & IAS	Graduate (English), P.G. (Psychology) & IAS	Chartered Accountant
Terms & Conditions of appointment	Appointed as Director (Finance) by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Part-time Official 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.	Appointed as Part-time non-Official Director (Independent Director) by President of India through Ministry of Chemicals & Fertilizers.
Expertise in specific functional area	Shri Warrior has a very rich and varied experience in various facets of Financial Management.	Shri Lohani is an IAS officer and is presently Jt. Secretary, Department of Fertilizers, Ministry of Chemicals and Fertilizers, New Delhi. He has varied and rich experience in Government, in different positions, and has great managerial capabilities.	Ms Tiwari is a 1988 batch of IAS officer and is presently Joint Secretary, Department of Fertilizers, Ministry of Chemicals and Fertilizers, New Delhi. She has varied and rich experience in Government, in different positions, and has great managerial capabilities	Shri Simhadri has more than 23 years of rich experience in finance, taxation, banking and management.
Details of remuneration last drawn (Financial year 2016-17)	₹ 0.47 Crore	Nil	Nil	₹ 0.15 Lakh (Sitting fees)
Number of Meetings of the Board held during the year and number of Board Meetings attended	10/10	7/10	1/1	1/1
Relationship with any other Director, Manager and other KMP of the Company	N.A.	N.A.	N.A.	N.A.
Directorship held in other companies	a. FACT-RCF Building Products Limited b. Talcher Fertilizers Limited c. The Fertilisers and Chemicals Travancore Limited	The Fertilisers and Chemicals Travancore Limited	The Fertilisers and Chemicals Travancore Limited	Ekalavya Grameena Vikas Foundation
Memberships/ Chairmanship of Committees in other Companies	Nil	Nil	Nil	Nil
No. of Shares held	Nil	Nil	Nil	Nil