

**राष्ट्रीय केमिकल्स एण्ड
फर्टिलाइजर्स लिमिटेड**

(भारत सरकार का उपक्रम)
साथ बहें समृद्धि की ओर

Priyadarshini,

Eastern Express Highway,
Sion, Mumbai - 400 022.



**RASHTRIYA CHEMICALS AND
FERTILIZERS LTD.**

(A Government of India Undertaking)

Let us grow together

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

दिव्येश एम. सती
कंपनी सचिव

DIVYESH M. SATI
COMPANY SECRETARY

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

RCF/CS/Stock Exchanges /2016

1st September, 2016

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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Dear Sir,

**Sub: Notice of the 38th Annual General Meeting (AGM) of the Company for
the financial year 2015-16**

Pursuant to Regulation 30 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (LoDR Regulations), read with paragraph A of Part A of schedule III of the LoDR Regulations, we enclose herewith the Notice of the 38th Annual General Meeting of the Company along with Addendum thereto.

Pursuant to Regulation 47 of LoDR Regulations, we also enclose herewith the copies of AGM notice published the Financial Express , Free Press Journal and Navshakti on 31st August, 2016.

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 EIGHTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY EIGHTH 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 23rd day of September, 2016 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, 2016, including Profit & Loss Statement for the year ended 31st March, 2016 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 Sushil Kumar Lohani (DIN 06912948), who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri Suresh Warior (DIN 06920261), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

6. To appoint Shri Dharam Pal, 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), Shri Dharam Pal (DIN 02354549), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 28th January, 2016 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 w.e.f. 28th January, 2016, in terms of letter no. 130/8/2003-H.R. -I dated 14th January, 2016 from Ministry of Chemicals & Fertilizers, who shall be liable to retire by rotation."

7. To appoint Shri Harin Pathak, 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 Harin Pathak (DIN 07552994), 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 for a period of three years w.e.f. 10th June, 2016, or until further order, whichever is earlier, in terms of letter no. 78/2/2006-H.R. -I dated 10th June 2016 from Ministry of Chemicals & Fertilizers . He shall not be liable to retire by rotation."

8. To appoint Shri Bharatkumar Barot, 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 Bhartkumar Barot (DIN 07552993), 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 for a period of three years w.e.f. 10th June, 2016, or until further order, whichever is earlier, in terms of letter no. 78/2/2006-H.R. -I dated 10th June 2016 from Ministry of Chemicals & Fertilizers . He shall not be liable to retire by rotation”.

9. To appoint Shri G. M. Inamdar, 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 G. M. Inamdar (DIN 07552999), 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 for a period of three years w.e.f. 10th June, 2016, or until further order, whichever is earlier, in terms of letter no. 78/2/2006-H.R. -I dated 10th June 2016 from Ministry of Chemicals & Fertilizers . He shall not be liable to retire by rotation.”

10. 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 Shri Rohit J. Vora, Cost Accountants and M/s. Musib & Co., Cost Accountants, Mumbai, 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, 2017, amounting to ₹ 2,14,500/- and ₹ 1,54,000/- (plus out of pocket expenses incurred in connection with aforesaid audit) respectively, as

also the payment of service tax as applicable 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”.

By order of the Board of Directors

(D. M. Sati)
Company Secretary

Date: 8th August, 2016
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 Saturday, the 17th September, 2016 to Friday, the 23rd September, 2016 [both days inclusive].
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 at least seven days prior to the date of Annual General Meeting.

7. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08, 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 27th August, 2015 (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.

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.

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 38th Annual Report for 2016, 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 2016, 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 38th Annual Report for 2015-16 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.

13. 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 38th 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 Friday, 16th September, 2016.
- 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. 16th September, 2016, may refer to this Notice of the 38th 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.cdslindia.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 Bhumi 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.rcftd.com and on the website of CDSL www.cdslindia.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.

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

- (i) The remote e-voting period commences on Monday, 19th September, 2016 (9.00 a.m. IST) and ends on Thursday, 22nd September, 2016 (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 Friday, 16th September, 2016, 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.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits 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:

	For Members holding shares 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) 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.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to 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 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

Shri Dharam Pal, who has been appointed by President of India as Government Nominee Director on the Board of the Company w.e.f. 28th January, 2016, 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 38th Annual General Meeting.

Shri Pal 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 Dharam Pal 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.

Shri Pal 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 Dharam Pal for the office of Director

Except Shri Dharam Pal, 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, recommends the resolution set forth in item no. 6 for the approval of the members.

Item No.7

Shri Harin Pathak who has been appointed by President of India as Independent Director on the Board of the Company, 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 38th Annual General Meeting.

Shri Pathak holds a degree of Bachelor of Arts and Bachelor of Education from Gujarat University. He is an eminent parliamentarian and had been elected to the Lok Sabha for a period of 7 terms in between 1989 and 2014. He has served as Minister of State for Defence Production & Supplies, Union Minister of State for Home Affairs and had additional charge as Minister of State in the Ministry of Personnel, PG and Pensions. He has served as Chairman and member of various committees of Lok Sabha. As a member of the Lok Sabha for over two and a half decades, he has shone out as a brilliant, scholarly and ever vigilant parliamentarian not only of Gujarat but also of whole country, raised various problems of the employees of clothing mills and related problems and pursued them till their settlement. For these services towards the causes of down trodden, the oppressed and distressed for the last 25 years, he was presented the prestigious Janseva Award in 1994 by the Janseva Youth Welfare Society, Gujarat Pradesh. He is also the recipient of 'Giant International Award' by Giants Group of Ahmedabad, North in 1998. He has written several short stories, poems and ghazals.

Shri Harin Pathak 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 Harin Pathak 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 Harin Pathak fulfills the conditions for his appointment as an Independent Director as specified in the Act.

Shri Harin Pathak 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 Harin Pathak for the office of Director

Except Shri Harin Pathak, 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, recommends the resolution set forth in item no. 7 for the approval of the members.

Item No.8

Shri Bharatkumar Barot who has been appointed by President of India as Independent Director on the Board of the Company, 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 38th Annual General Meeting.

Shri Barot is a Science graduate and holds degree in Law. He is an eminent parliamentarian and has been elected as member of Legislative Assembly Gujarat for a period of five terms in between 1990 and 2012. He has served as Minister of State in the Department of Social Welfare, Gujarat, Minister of State in the Department of Technical and Higher Education, Protocol and information and broadcasting, Gujarat, Minister of State for Food and Civil Supply, Gujarat, Minister of State of Rural Development, Gujarat. He has served the people of Gujarat for a period of over two decades as member of the Legislative Assembly. He is head of "Gujarat Rojgar Adhikar Sangh" and State Head of "Vivekanand Yuva Sangh".

Shri Bharatkumar Barot 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 Bharatkumar Barot 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 Bharatkumar Barot fulfills the conditions for his appointment as an Independent Director as specified in the Act.

Shri Bharatkumar Barot 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 Bharatkumar Barot for the office of Director

Except Shri Bharatkumar Barot, 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, recommends the resolution set forth in item no. 8 for the approval of the members.

Item No.9

Shri G. M. Inamdar who has been appointed by President of India as Independent Director on the Board of the Company, 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 38th Annual General Meeting.

Shri Inamdar holds a Mechanical Engineering Degree from Karnataka University Dharwad. He has a very rich and varied experience in metal cutting, metal forming process equipments and process industries and construction fields. He works as consultant for The Housing and Urban Development Corporation Limited and NBCC (India) Limited. Currently, he is working on city composts, plastic to fuel and conversion of industrial non hazardous waste to useful products. He has deep interest in alternate energy.

Shri G. M. Inamdar 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 G. M. Inamdar 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 G. M. Inamdar fulfills the conditions for his appointment as an Independent Director as specified in the Act.

Shri G. M. Inamdar 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 G. M. Inamdar for the office of Director

Except Shri G. M. Inamdar, 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, recommends the resolution set forth in item no. 9 for the approval of the members.

Item No.10

Pursuant to the recommendation of the Audit Committee, the Board of Directors at their meeting held on 26th May, 2016, has considered and approved the appointment Shri Rohit J. Vora, Cost Accountants (Membership No. M5740) and M/s. Musib & Co., Cost Accountants (Registration No.00217) Mumbai to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, 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, recommends the resolution set forth in item no. 10 for the approval of the members.

By order of the Board of Directors

(D. M. Sati)
Company Secretary

Date: 8th August, 2016
Place: Mumbai



Let us grow together

RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

[A Government of India Undertaking]

CIN: 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

ADDENDUM TO THE NOTICE OF 38TH ANNUAL GENERAL MEETING

Addendum to the Notice ("Original Notice") of 38th Annual General Meeting (AGM) of the Members of Rashtriya Chemicals and Fertilizers Limited to be held on Friday, the 23rd September, 2016 at 3.00 P.M. at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai - 400 071.

Whereas circumstances have arisen after publication of Original Notice requiring certain additions to the Original Notice, therefore, Members are hereby notified as follows:

This addendum shall be deemed to be a part of the Original Notice, and shall be read along with Original Notice. Further, Original Notice shall be deemed amended as provided herein:

1. Insertion of a new item as Item No.11 in the Original Notice

SPECIAL BUSINESS

11. 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 there with 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: 29th August, 2016

Place: Mumbai

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

Item No.11

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.11 of the Notice. This resolution is an enabling resolution and authorizes 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.11 of the Notice.

The Directors, therefore, recommends the resolution set forth in item no. 11 for the approval of the members.

By order of the Board of Directors

(D. M. Sati)
Company Secretary

Date: 29th August, 2016
Place: Mumbai



RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

(A Government of India Undertaking)

Registered Office : Priyadarshini, Eastern Express Highway, Sion, Mumbai 400022
Tel : 022-24045024, Fax : 022-24045022, Email : investorcommunications@rcfltd.com
Website : www.rcfltd.com, CIN-L24110MH1978GOI020185

NOTICE

Notice is hereby given that the 38th Annual General Meeting (AGM) of the Members of the Company will be held on Friday, the 23rd day of September, 2016 at 3.00 p.m. at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai - 400 071, to transact the business as stated in the notice thereof (including Addendum thereto). Notice is also hereby given that the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, the 17th day of September, 2016 to Friday, the 23rd day of September, 2016 (both days inclusive) for the said AGM and for payment of Final Dividend 2015-16, subject to the approval of the same by the Shareholders at the aforesaid AGM.

The physical copies of the 38th Annual Report, containing Notice of AGM including Addendum thereto, Financial Statements and reports thereon, Proxy Form and Attendance Slip, have been sent to all the members of the Company, at their registered address by speed post and through electronic means to the members whose email ID's are registered with the Company / Depository Participants.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote on the resolutions proposed to be passed at the meeting of the Company by electronic means. The members may cast their votes using an electronic voting system from a place other than venue of the AGM (remote e-voting). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility. 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.

All the members are hereby informed that:

(i) The remote e-voting facility commences on Monday, 19th September, 2016 from 9.00 a.m. (IST) and ends on Thursday, 22nd September, 2016 at 5.00 p.m. (IST). Remote e-voting shall not be allowed beyond 5.00 p.m. (IST) on 22nd September, 2016. The 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) A person, whose name appears in the Register of

Members / Beneficial Owners as on the cut-off date i.e. 16th September, 2016 only shall be entitled to avail the facility of remote e-voting / voting at the AGM.

(iii) In case of persons become the member of the Company after the despatch of AGM Notice but on or before the cut-off date, may send a request to helpdesk.evoting@cdslindia.com, rcf.agm@linkintime.co.in or investorcommunications@rcfltd.com for obtaining login ID and password.

(iv) Members may note that:

- The facility for voting through ballot paper shall be made available at the AGM;
- The members who have cast their vote by remote e-voting may attend the AGM but shall not be entitled to cast their vote again; and
- A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

(v) The Notice of AGM including Addendum thereto and the Annual Report is available on the Company's website www.rcfltd.com and CDSL's website www.evotingindia.com.

(vi) The members are requested to read the instructions pertaining to e-voting as printed in the AGM notice carefully.

(vii) The members are requested to note the following contact details for addressing e-voting queries / grievances:

Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001; Phone number : 18002005533; Email id : helpdesk.evoting@cdslindia.com

The documents pertaining to the items of the business to be transacted in the AGM are open for inspection at the Registered office of the Company during the normal working hours from Monday to Saturday, upto the date of Annual General Meeting of the Company.

For and behalf of
Rashtriya Chemicals and Fertilizers Limited

[Divyesh M. Satl]
Company Secretary

Place : Mumbai
Date : 30th August, 2016

Let us grow together



राष्ट्रीय केमिकल्स अँड फर्टिलायझर्स लिमिटेड

(भारत सरकारचा उपक्रम)

नॉंदणीकृत कार्यालय : प्रियदर्शिनी, इस्टर्न एक्सप्रेस हायवे, सायन, मुंबई-४०००२२.

द. : ०२२-२४०४५०२४, फॅक्स : ०२२-२४०४५०२२, ई-मेल : investorcommunications@rcfltd.com

वेबसाईट : www.rcfltd.com, सीआयएन-एल २४११० एमएच १९७८ जीओआय०२०१८५

सूचना

याद्वारे सूचना देण्यात येते की, "शिवास्वामी ऑडिटोरिअम", दी फाईन आर्ट्स सोसायटी, फाईन आर्ट्स चौक, आर. सी. मार्ग, चेन्नई, मुंबई-४०००७१ येथे शुक्रवार, २३ सप्टेंबर, २०१६ रोजी दु. ३.०० वा. कंपनीच्या सभासदांची ३८ वी वार्षिक सर्वसाधारण सभा (एजीएम) तिच्या सूचनेत (तिच्या पुरकपत्रासह) नमूद केलेले कामकाज करण्यासाठी होणार आहे. याद्वारे ही सूचना देखील देण्यात येते की, सदर एजीएमसाठी आणि उपरोक्त एजीएमच्या भागधारकांनी मंजुरी देण्याच्या अधीन अंतिम लाभार्थी २०१५-१६ च्या प्रदानासाठी कंपनीच्या सभासदांची नोंदवही आणि भाग हस्तांतरण पुस्तके शनिवार, १७ सप्टेंबर, २०१६ ते शुक्रवार, २३ सप्टेंबर, २०१६ (दोन्ही दिवस धरून) बंद ठेवण्यात येतील.

एजीएमची सूचना तिच्या पुरकपत्रासहित असलेल्या ३८ वा वार्षिक अहवाल, त्यावरील वित्तीय विवरणे आणि अहवाल, प्रतिपत्री प्रपत्र आणि हजेरी पत्र यांच्या प्रत्यक्ष प्रती कंपनीच्या सर्व सभासदांना त्यांच्या नोंदणीकृत पत्त्यावर स्पीड पोस्टने आणि कंपनी/डिपॉझिटरी पार्टिसिपंट्सकडे ज्याचे ई-मेल आयडीज नोंदवलेले आहेत त्या सभासदांना इलेक्ट्रॉनिक माध्यमातून पाठवल्या आहेत.

कंपनी अधिनियम, २०१३ चे कलम १०८ सहवाचता वेळोवेळी सुधारित कंपन्यांचे (व्यवस्थापन आणि प्रशासन) नियम, २०१४ च्या नियम २० आणि सेवा (लिस्टिंग ऑब्लिगेशन्स अँड डिस्कलोजर रिव्हायर्समेंट्स) रेग्युलेशन्स, २०१५ च्या रेग्युलेशन ४४ यांच्या अनुषंगानात कंपनीला तिच्या सभासदांना इलेक्ट्रॉनिक माध्यमातून कंपनीच्या सभेत पाठित करावयाच्या प्रस्तावित ठरावावर मत देण्याचा त्यांचा अधिकार वापरण्याची सुविधा देऊ करण्यात आनंद होत आहे. सभासद एजीएमच्या ठिकाणाहून एका वेगळ्या जागेतून एका इलेक्ट्रॉनिक व्होटिंग सिस्टीमचा वापर करून त्यांची मते देऊ शकतात (रिमोट ई-व्होटिंग). ई-व्होटिंग सुविधा पुरवण्याकरिता एजन्सी म्हणून कंपनीने सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड (सीडीएसएल) ची सेवा नियुक्त केली आहे. रिमोट ई-व्होटिंग आणि गुप्त मतदान प्रक्रिया सुरळीत आणि पारदर्शीपणे पार पाडण्यासाठी मंडळाणी करण्याकरिता तपासणी अधिकारी म्हणून श्री. भुमिना व्ही. ढोलकिया, व्यावसायिक कंपनी सेक्रेटरी आणि मे. ढोलकिया अँड असोसिएट्स एलएलपी, कंपनी सेक्रेटरीजचे प्रदक्षिण भागीदार यांची नेमणूक केली आहे.

सर्व सभासदांना याद्वारे कळविण्यात येते की :

- (i) रिमोट ई-व्होटिंग सुविधा सोमवार, १९ सप्टेंबर, २०१६ रोजी स. ९.०० वा. (भाप्रवे) सुरू होईल आणि गुरुवार, २२ सप्टेंबर, २०१६ रोजी स. ५.०० वा. (भाप्रवे) बंद होईल. २२ सप्टेंबर, २०१६ रोजी स. ५.०० वा. (भाप्रवे) नंतर रिमोट ई-व्होटिंग कळ दिले जाणार नाही. त्यानंतर मतदानासाठी सीडीएसएलकडून ई-व्होटिंग मॉड्युल निष्क्रिय केले जाईल. सभासदांचे एकदा का एखाद्या ठरावावर मत दिले की, त्यानंतर ते बदलण्याची अनुमती सभासदांना दिली जाणार नाही.
- (ii) २६ सप्टेंबर, २०१६ च्या कट-ऑफ डेट रोजीस सभासदांच्या

नोंदवहीत/लाभार्थी मालकांच्या नोंदवहीत ज्याचे नाव असेल केवळ तेच रिमोट ई-व्होटिंग सुविधा वापरण्यास/एजीएममध्ये मतदान करण्यास हक्कदार असतील.

- (iii) एजीएमची सूचना पाठवल्यानंतर परतु कट-ऑफ डेट रोजीस किंवा त्यापूर्वी जर कोणी व्यक्ती कंपनीची सभासद झाली तर त्यांनी लॉगिन आयडी आणि पासवर्ड मिळण्यासाठी helpdesk.evoting@cdslindia.com, rcf.agm@linkintime.co.in किंवा investorcommunications@rcfltd.com वर एक विनंती पाठवावी.
- (iv) सभासदांनी ध्यानात ठेवावे की :

(ए) मतपत्रिकेमार्फत मतदानाची सूचना एजीएममध्ये उपलब्ध करून देण्यात येईल.

(बी) रिमोट ई-व्होटिंगने ज्यांनी त्यांचे मत दिले आहे असे सभासद एजीएमला हजर राहू शकतात परंतु पुन्हा त्यांचे मत देण्यास ते हक्कदार नसतील.

(सी) केवळ कट-ऑफ डेट रोजीस सभासदांच्या नोंदवहीत किंवा डिपॉझिटरीज ठेवत असलेल्या लाभार्थी मालकांच्या नोंदवहीत ज्यांचे नाव असेल अशी व्यक्तीच रिमोट ई-व्होटिंगची सुविधा वापरण्यास तसेच एजीएममध्ये मतदान करण्यास हक्कदार असेल.

- (v) एजीएमची सूचना तिच्या पुरकपत्रासह आणि वार्षिक अहवाल कंपनीची वेबसाईट www.rcfltd.com आणि सीडीएसएलची वेबसाईट www.evotingindia.com वर उपलब्ध असेल.
- (vi) सभासदांनी कृपया एजीएमच्या सूचनेत छापलेल्या ई-व्होटिंगशी संबंधित सूचना काळजीपूर्वक वाचाव्यात.
- (vii) ई-व्होटिंग चौकशी/तक्रारी यांचे निराकरण करण्यासाठी सभासदांनी कृपया खालील तपशील ध्यानात ठेवावेत.

श्री. राकेश दलवी, डेप्युटी मॅनेजर, सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड, देवा मजला, फिरोझ-जीजीभाय टावर्स, दलाल स्ट्रीट, फोर्ट, मुंबई-४००००२, दूरध्वनी क्रमांक १८००२००५५३३, ई-मेल आयडी helpdesk.evoting@cdslindia.com

एजीएममध्ये करावयाच्या कामकाजाच्या बाबींशी संबंधित दस्तাবেज कंपनीच्या वार्षिक सर्वसाधारण सभेच्या ताखेपर्यंत सोमवारपासून शनिवारपर्यंत नियमित कामाच्या वेळेत कंपनीच्या नोंदणीकृत कार्यालयात निरीक्षणासाठी उपलब्ध असतील.

राष्ट्रीय केमिकल्स अँड फर्टिलायझर्स लिमिटेड
च्या वतीने आणि साठी

(दिव्येश एम. सती)
कंपनी सेक्रेटरी

ठिकाण : मुंबई
दिनांक : ३० ऑगस्ट, २०१६



RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

(A Government of India Undertaking)

Registered Office : Priyadarshini, Eastern Express Highway, Sion, Mumbai 400022

Tel : 022-24045024, Fax : 022-24045022, Email : investorcommunications@rcfltd.com

Website : www.rcfltd.com, CIN-L24110MH1978GOI020185

NOTICE

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All the members are hereby informed that:

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- (ii) A person, whose name appears in the Register of

Members / Beneficial Owners as on the cut-off date i.e. 16th September, 2016 only shall be entitled to avail the facility of remote e-voting / voting at the AGM.

- (iii) In case of persons become the member of the Company after the despatch of AGM Notice but on or before the cut-off date, may send a request to helpdesk.evoting@cdslindia.com, rcf.agm@linkintime.co.in or investorcommunications@rcfltd.com for obtaining login ID and password.
- (iv) Members may note that:
 - (a) The facility for voting through ballot paper shall be made available at the AGM;
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 - (c) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- (v) The Notice of AGM including Addendum thereto and the Annual Report is available on the Company's website www.rcfltd.com and CDSL's website www.evotingindia.com.
- (vi) The members are requested to read the instructions pertaining to e-voting as printed in the AGM notice carefully.
- (vii) The members are requested to note the following contact details for addressing e-voting queries / grievances:

Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001; Phone number : 18002005533; Email id : helpdesk.evoting@cdslindia.com

The documents pertaining to the items of the business to be transacted in the AGM are open for inspection at the Registered office of the Company during the normal working hours from Monday to Saturday, upto the date of Annual General Meeting of the Company.

For and behalf of
Rashtriya Chemicals and Fertilizers Limited

[Divyesh M. Satl]
Company Secretary

Place : Mumbai
Date : 30th August, 2016

Let us grow together