जय भगवान शर्मा
कार्यपालक निदेशक
(विधी एवं कंपनी सचिव)

Jai Bhagwan Sharma
Executive Director
(Legal & Company Secretary)

RCF/CS/Stock Exchanges /2026 **September 3,2026**

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.
Script Code: 524230 / 975890/ 976867 977150	**Script Code: RCF EQISIN: INE027A08028/ INE027A08036/INE027A08044**

Dear Sir/Madam,

Sub: Intimation regarding convening of 48th Annual General Meeting (AGM), closure of register of members & share transfer books and e-voting facility

In terms of Regulation 42, 44 and other applicable Regulation(s) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, it is to inform that: -

1. The 48th AGM of the Company will be held on **Friday, September 25, 2026 at 3.00 PM** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities Exchange Board of India (SEBI). Notice of 48th AGM is enclosed herewith.

   In accordance with relevant circulars issued by MCA and SEBI, notice of 48th AGM and Annual Report for the financial year 2025-26 will be sent only by electronic mode to those members whose e-mail address are registered with the Depositories/RTA. Further, a letter providing the web-link for accessing the Annual report will be sent to those members who have not registered their email address with the Company/RTA/Depositories.

2. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 19, 2026, to Friday, September 25, 2026** for taking record of the Members of the Company for the purpose of AGM.

3. Company will be providing remote e-voting facility to the shareholders from **Monday, September 21, 2026 from 9.00 am (IST) and ends on Thursday, September 24, 2026 at 5.00 pm (IST).** The cut-off date to determine the entitlement of the members for the purpose of remote e-voting and e-voting at the AGM is **Friday, September 18, 2026**.The details about the manner of attending the AGM and casting of votes by members is set out in the Notice of the AGM.

4. Company has fixed **Friday, September 18, 2026** as the Record Date for determining entitlement of members to final dividend for the financial year ended March 31, 2026.

This is for your kind information and record.

Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited

J. B. Sharma
Executive Director
(Legal &Company Secretary)

RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

(A Government of India Undertaking)
CIN: L24110MH1978GOI020185
Regd. Office: "Priyadarshini", Eastern Express Highway, Sion, Mumbai - 400 022.
Phone: 022-24045024 Email Id: investorcommunications@rcfltd.com
Website: www.rcfltd.com

NOTICE

48th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 48th Annual General Meeting of the Members of Rashtriya Chemicals and Fertilizers Limited will be held on Friday, September 25, 2026 at 3.00 p.m. through electronic mode [Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")] to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone as well as Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, including Profit & Loss Statement for the year ended March 31, 2026 and Balance Sheet as at that date together with the Reports of Directors and Independent Statutory Auditors and comments thereon of the Comptroller and Auditor General of India.

2. To declare final dividend of ₹ 1.34/- per equity share and to confirm the interim dividend of ₹ 1 per equity share for the financial year ended March 31, 2026

3. To appoint a Director in place of Shri Niranjan S. Sonak [DIN:10926090], who retires by rotation and being eligible, offers himself for reappointment.

4. To appoint a Director in place of Ms Aparna S. Sharma [DIN:07798544] who retires by rotation and being eligible, offers herself for reappointment.

5. To fix the remuneration of Statutory Auditors for the Financial Year 2026-27 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 Members 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 2026-27."

SPECIAL BUSINESS:

6. **To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2027**

   To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolutions:**

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, 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 Diwanji & Co., Cost Accountants (FRN 000339) 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 March 31, 2027, amounting to ₹ 2,80,000/- 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."

7. **To appoint Shri Shivakumar Subramaniam (DIN: 10784187), as Chairman & Managing 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 152, 196, 197, and 203 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), Regulation 17(1C) and other applicable Regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the basis of the recommendation of Nomination & Remuneration Committee, Shri Shivakumar Subramaniam (DIN: 10784187), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. February 13, 2026 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as Chairman & Managing Director, of the Company w.e.f February 13, 2026 till the date of his superannuation i.e. July 31, 2030, or until further orders, whichever is earlier, in terms of letter no. 78/02/2024-HR PSU(e-37817) dated February 13, 2026, issued from Department of Fertilizers, Ministry of Chemicals & Fertilizers, who shall not be liable to retire by rotation."

8. To appoint Dr. Krishna Kant Pathak (DIN: 08328847), as Government Nominee 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 152 and 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) and Articles of Association of the Company and provisions of any other guidelines issued by relevant authorities, Dr. Krishna Kant Pathak (DIN: 08328847), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 21, 2026 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as Government Nominee Director of the Company w.e.f April 21, 2026 for a period of three years, with immediate effect, or till the date of his superannuation, or on co-terminus basis to his posting in the Department of Fertilizers, or until further orders, whichever is the earliest, in terms of letter no. no.95/1/2019-HR-PSU (part-2)(e-31042) dated April 17, 2026, issued from Department of Fertilizers, Ministry of Chemicals & Fertilizers, who shall be liable to retire by rotation."

9. To amend the Main Objects Clause and adopt the Memorandum of Association of the Company in accordance with the provisions of the Companies Act, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 15 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions, sanctions and consents of the Administrative Ministry, Department of Fertilizers, Ministry of Chemicals and Fertilizers, Department of Fertilizers, the Government of India and such other statutory, regulatory or governmental authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to alter Clause III of the Memorandum of Association of the Company in the following manner:

(i) The existing Clauses III(A) and III(B) of the Memorandum of Association ("MoA") of the Company be and are hereby re-named as under:

1. **CLAUSE III(A): "THE OBJECTS TO BE PURSUSED BY THE COMPANY ON ITS INCORPORATION ARE:"**
2. **CLAUSE III(B): "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:"**

(ii) The heading of existing Clauses III(C) "OTHER OBJECTS" be deleted and all the three (3) clauses contained therein be and are hereby incorporated in Clause III(B) ('MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE") with consequential renumbering of the clauses under Clause III(B), as may be appropriate.

(iii) The existing Clause III(A) of the MoA, presently comprising two (2) clauses, be and is hereby increased to ten (10), by inserting two (2) new Clauses no. 4 and 6 and by reclassifying the existing Clauses Nos. 6, 11, 13, 18, 22 and 28 of Clause III(B) of the MoA with suitable modifications, as Clause Nos. 3, 5, 10, 7, 8, & 9 respectively, under Clause III(A) of MoA.

(iv) The existing clause III(B) of the MoA, presently comprising forty three (43) clauses, be and is hereby increased to Forty Four (44) by inserting four (4) new clauses no. 11 to 14, transferring six (6) clauses Clause III(A), incorporating the three (3) clauses transferred from Clause the erstwhile III(C), and consequentially renumbering the clauses under Clause III(B), wherever required.

(v) The existing Clauses no. 3, 16, 19, 30, 33, 34 & 47 of Clause III(B) of MoA be and are hereby modified and suitably renumbered as clause no. 15, 25, 27, 36, 39, 40 and 53 respectively, and the remaining clauses under Clause III(B) be and are hereby renumbered accordingly, wherever required.

RESOLVED FURTHER THAT the existing MoA of the Company be and is hereby altered and substituted by the revised MoA placed before the meeting and initialled by the Chairman for the purpose of identification, in conformity with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof or any officer(s) authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution, including obtaining approvals from the Administrative Ministry, the Government of India and other statutory or regulatory authorities, making such modifications, alterations, additions or deletions to the MoA as may be required or directed by any such authority without requiring any further approval of the Members, filing the requisite forms with the Registrar of Companies and doing all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

10. Approval for raising funds through Further Public Offer of Equity Shares

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 62 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Companies Act"), and in accordance with the provisions of the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and the rules made thereunder, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999, as amended (the "FEMA") and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and the consolidated FDI Policy and any other applicable rules, regulations, guidelines, clarifications, press notes, circulars and notifications issued by the Government of India ("GoI"), the Department for Promotion of Industry and Internal Trade ("DPIIT"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and any other applicable laws, rules and regulations, in India or outside India (including any amendment(s) thereto or re-enactment(s) thereof for the time being in force) (collectively, the "Applicable Laws"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the applicable listing agreement(s) entered into by the Company with the Stock Exchange(s) where the equity shares of the Company of the face value of Rs.10/- each (the "Equity Shares") are listed and subject to any approvals, consents, permissions and sanctions as may be required from the Government of India ("GoI"), the Registrar of Companies, Mumbai at Maharashtra ("RoC"), the SEBI, the RBI and subject to the approval(s), consent(s), permission(s), sanction(s) and/or observation(s), as may be required from the Administrative Ministry i.e. Ministry of Chemicals and Fertilizers, Department of Fertilizers, Government of India, the Department of Investment and Public Asset Management (DIPAM) and/or other appropriate Statutory Authorities and Departments (collectively, the "Regulatory Authorities"), and consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Shareholders be and is hereby accorded for a Further Public Offering ("FPO") of Equity Shares of face value of ₹ 10 each of the Company (the "Equity Shares") which may include a fresh issue of Equity Shares (the "Fresh Issue"), for cash either at par or premium and to create, issue, offer and allot such number of Equity Shares such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crore only) (with an option to the Company to retain an over-subscription to the extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the Designated Stock Exchange), at a price to be determined, by the Company in consultation with the Book Running Lead Managers ("BRLMs"), through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI Regulations, out of the Authorized Share Capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the Shareholder(s) of the Company as the Board may, decide and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an Offer Document, Prospectus and/or an Offering Memorandum, as required, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit;

RESOLVED FURTHER THAT the Board which includes duly authorized committee be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees and eligible shareholders (the "Reservation") and to take any and all actions in connection with any

Reservation as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing;

RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, 62, and any other applicable provisions, if any, of the Companies Act, 2013, and subject to such further corporate and other approvals as may be required, approval of the Shareholders is hereby accorded to allot Equity Shares for such amount as may be determined by the Board and within the limits prescribed under Applicable Laws, to certain investors prior to filing of the Red Herring Prospectus ("Pre-FPO Placement"), at such other price as the Board may, determine, in consultation with the BRLMs, Underwriters, Placement Agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, 2013, the SEBI Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-FPO Placement, the size of the Fresh Issue would be reduced to the extent of Equity Shares issued under Pre-FPO Placement subject to the Offer satisfying the minimum issue size requirements under the SCRR;

RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India;

RESOLVED FURTHER THAT the Equity Shares so issued, allotted or transferred under the Offer (including any Reservation or Green Shoe Option) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board, or any Committee thereof, in consultation with the BRLMs, may determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred, Offer price, Premium amount, (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Offer, including appointment of the intermediaries, opening escrow account, monitoring agency, finalising the basis of allotment of the Equity Shares and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the Shareholders, except as required under law, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf;

RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with Banks/ Financial Institutions/ Investment Institutions/ Mutual Funds/ Bodies Corporate/ such other persons or otherwise;

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law;

RESOLVED FURTHER THAT in connection with any of the foregoing resolution, the Members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

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

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

"**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, the 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 or unsecured non-convertible debentures (NCDs), in one or more series/tranches, aggregating upto to ₹ 1,100 Crore (Rupees One Thousand One Hundred 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 authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. To appoint Shri Rajnikant Bhulabhai Tandel [DIN 11916422] as an Independent Director of the Company

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 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 as amended from time to time and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulations 17(1C) & 25(2A) and other applicable Regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015), the Articles of Association of the Company and provisions of any other guidelines issued by relevant authorities, Shri Rajnikant Bhulabhai Tandel [DIN 11916422], who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 31, 2026 and who holds office up to the date of this annual general meeting in terms of Section 161(1) of Companies Act, 2013, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR, 2015, as amended and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director for a period of three years or until further orders, in terms of letters no. 95/01/2025(iv)-HR-PSU (e- 38759) dated August 13, 2026 issued from Department of Fertilizers, Ministry of Chemicals & Fertilizers, Govt. of India who shall not be liable to retire by rotation."

By order of the Board of Directors
Sd/-
(J. B. Sharma)
Executive Director
(Legal & Company Secretary)
FCS 5030

Date: August 31, 2026
Place: Mumbai
Registered Office:
Rashtriya Chemicals and Fertilizers Limited
Priyadarshini,
Eastern Express Highway,
Sion, Mumbai 400 022

Notes

1. The Ministry of Corporate Affairs vide its various circulars issued from time to time and the latest circular being circular dated September 22, 2025 ("MCA Circulars") and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, has permitted the holding of the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("Act"), MCA Circulars and SEBI Circulars, the 48th AGM of the Company is being held through VC / OAVM on Friday, September 25, 2026 at 3.00 p.m. The registered office of the Company shall be deemed to be the venue for the AGM.

The procedure for joining the AGM through VC/ OAVM is mentioned in this Notice.

2. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. The route map, Proxy Form as well as the Attendance Slip are therefore, not annexed to this Notice.

   However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

3. Members shall have the option to vote electronically ("e-voting") either before the AGM ("remote e-voting") or during the AGM.

   In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during AGM.

4. Members are permitted to join the AGM through VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and during the AGM, by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restrictions pertaining to joining the AGM on a first come first served basis. Institutional Investors who are Members of the Company, are encouraged to attend and vote at the AGM.

5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.

6. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.

7. A statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 and rules notified thereunder ("the Act"), relating to the Special Business to be transacted at the AGM is annexed hereto.

8. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India as approved by the Central Government, is enclosed to this Notice.

9. The Register of Directors & Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act, and the draft of the amended Memorundum of Association (MoA) and Articles of Association (AoA) will be available electronically for inspection to the members during the AGM. All documents referred to in the Notice will also be available for inspection without payment of any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. September 25, 2026. Members seeking to inspect such documents can send an email to investorcommunications@rcfltd.com.

10. Any person who becomes a Member of the Company after sending of Annual Report and holding shares as on Friday, September 18, 2026 shall also follow the procedure stated herein.

11. Register of Members and Share Transfer books will remain closed from Saturday, September 19, 2026, to Friday, September 25, 2026 [both days inclusive].

12. The Board of Directors of the Company has recommended a final dividend of ₹ 1.34 per equity share. The Company has fixed Friday, September 18, 2026 as the 'Record Date' for determining entitlement

of members to receive final dividend for the year ended March 31, 2026, if approved, at the AGM. The final dividend, once approved by the members in the AGM, will be paid to the eligible shareholders within the stipulated period of 30 days of declaration. The final dividend is over and above the Interim Dividend of ₹ 1.00 per equity share for the year 2025-26 which have been paid in March 2026.

13. Members may note that the Income Tax Act, 2025, mandates that dividends paid or distributed by a company is taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of dividend. In order to enable us to determine the applicable TDS rate, members are requested to submit the relevant documents on or before September 18, 2026. The detailed communication regarding TDS on dividend is provided on the link: https://www.rcfltd.com/investerrelations/tds-on-dividend.

    Kindly note that no documents in respect of TDS would be accepted from members after September 18, 2026.

14. The dividend will be paid through electronic mode to those members whose updated bank account details are available. For members whose bank account details are not updated, dividend warrants / demand drafts will be sent to their registered address. To avoid delay in receiving dividend, members are requested to register / update their bank account details.

15. In line with the recent amendment in SEBI Listing Regulations notified w.e.f. November 19 2025 members are hereby informed that dividend payments shall be made exclusively through electronic modes such as NEFT, RTGS, NECS or other RBI-approved facilities and the provision for remittance of dividend via physical instruments such as cheques or warrants has been discontinued . Accordingly, members are requested to ensure that their bank account including KYC details are duly updated and verified with their Depository Participant (for shares held in dematerialised form) or with the Company's Registrar and Share Transfer Agent (for shares held in physical form).

16. As per Regulation 40 of SEBI Listing Regulations, as amended, request for effecting transfer of securities shall not be processed unless the securities are held in demat form with a depository. Further, transmission or transposition of securities shall be affected only in dematerialised form. In view thereof and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company or the RTA for assistance in this regard.

17. Non-Resident Indian members are requested to inform the RTA immediately about:

    (i) Change in their residential status on return to India for permanent settlement.

    (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

18. SEBI, its applicable circulars and Master Circular dated June 23, 2025, has prescribed mandatory requirements for holders of physical securities of listed companies to furnish/update their PAN, contact details, bank account details, specimen signature and nomination/choice of nomination, as applicable. Accordingly, Members holding shares in physical form are requested to ensure that their PAN, postal address, mobile number, e-mail address, bank account details, specimen signature and nomination details/choice of nomination, as applicable, are duly registered and updated with the Company's Registrar and Share Transfer Agent ("RTA"), M/s MUFG Intime India Private Limited, C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai 400 083; Tel No. +91 810 811 6767; E-mail Address: investor.helpdesk@in.mpms.mufg.com. Members holding shares in electronic (dematerialised) form are requested to ensure that their PAN and other requisite KYC details are duly updated with their respective Depository Participant(s).

19. Members are informed that, pursuant to SEBI Circular dated January 30, 2026, a special window is available from February 5, 2026 to February 4, 2027 for re-lodgement of transfer requests relating to physical shares purchased prior to April 1, 2019 that were rejected or left unprocessed. Approved transfers will be affected only in demat form and shall be subject to a one-year lock-in from the date of transfer. Eligible members may lodge their requests along with requisite documents with the Company's RTA, on or before February 4, 2027.

20. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities. After exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal i.e. https://smartodr.in/login.

21. As per the provisions of Section 72 of the Companies Act, 2013 the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at www.

rcfltd.com Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

22. As per the provisions of section 124(5) of the Act the dividend(s) which remains unpaid / unclaimed for a period of 7 years is to be transferred to the Investor Education & Protection Fund ("IEPF") established by the Central Government at the end of the 7th year. Accordingly, the Company has transferred all unpaid / unclaimed dividend declared upto the financial year 2017-18 to IEPF on the respective due dates.

    Further, section 124(6) of the Act provides that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the demat account of IEPF authority. The Company had sent reminder letter to all such members whose dividend had remained unpaid / unclaimed for a consecutive period of 7 years with a request to claim the dividend, failing which the shares would be transferred to the IEPF Authority on the due date. Thereafter, such shares were transferred to the demat account of the IEPF authority The details of such shares are hosted on the website of the Company www.rcfltd.com.

    It may please be noted that, upon completion of 7 years, the Company would transfer the unpaid / unclaimed dividend for the financial year 2018-19 on or before November 27, 2026. Further, the shares in respect of which dividend has remained unpaid / unclaimed for a consecutive period of 7 years would also be transferred to the demat account of IEPF authority on or before November 27, 2026. The details of such unpaid / unclaimed dividend(s) as well as shares liable to be transferred to the IEPF are hosted on the website of the Company www.rcfltd.com.

    Section 125 of the Act provides that a member whose dividend / shares have been transferred to the IEPF shall be entitled to claim refund therefrom. The procedure for claiming the unpaid dividend and shares transferred to the IEPF Authority is provided on the following link: https://www.rcfltd.com/invester/advance/iepf-1/procedure-for-iepf-refund.

    To avoid transfer of unpaid dividends / equity shares, the members are requested to write to the RTA at the address mentioned above or to the Company for claiming the unpaid / unclaimed dividend.

23. In line with MCA and SEBI circulars , the Notice calling the AGM along with the Annual Report for 2025-26 ("Annual Report") is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of AGM and Annual Report will also be available on the website of the Company at www.rcfltd.com under 'Investor Relations' section, the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also disseminated on the website of CDSL at www.evotingindia.com.

24. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Friday, September 25, 2026. Members seeking to inspect such documents are requested to write to the Company at investorcommunications@rcfltd.com.

25. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on Friday, September 18, 2026 only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.

26. Members are requested to notify immediately any changes in their address to the Company or its Transfer Agents: MUFG Intime India Pvt. Ltd., C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai 400 083.

27. 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.

28. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. investorcommunications@rcfltd.com to enable the investors to register their complaints / send correspondence, if any.

29. **Webcast:** The Company is providing the facility of live webcast of proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.

PROCEDURE FOR REMOTE E-VOTING, ATTENDING THE AGM THROUGH VC/ OAVM AND E-VOTING DURING THE AGM:

Pursuant to the Regulation 44 of the SEBI LODR, Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote on all resolutions set forth in the Notice convening the 48th AGM by electronic means. The Company has engaged the services of Depository viz. Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility.

The remote e-voting facility is available at the link www.evotingindia.com. Please read the instructions printed below before exercising your vote.

(i) The voting period begins on Monday, September 21, 2026 from 9.00 am (IST) and ends on Thursday, September 24, 2026 at 5.00 pm (IST) . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 18, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

A. Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat **mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.

B. Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

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

(iii Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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

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

(vi) 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.

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

(viii) 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.

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

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the 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.

(xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorcommunications@rcfltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

C INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/ EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request from Friday, September 18, 2026 to Thursday, Septemebr 24, 2026 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries to the Company of or before Thursday, Septemebr 24, 2026 mentioning their name, demat account number/folio number, email id, mobile number at investorcommunications@rcfltd.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

D PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned

copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorcommunications@rcfltd.com/investor.helpdesk@in.mpms.mufg.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**.

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

E. SCRUTINIZER

The Board of Directors of the Company has appointed Shri Nrupang Dholakia of M/s Dholakia & Associates LLP, as Scrutinizer to scrutinize the voting process in a fair and transparent manner.

F. DECLARATION OF RESULTS:

(i) The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.

(ii) Based on the scrutinizer's report, the Company will submit within 2 working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

(iii) The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.rcfltd.com and on the website of CDSL, immediately after the declaration of the result by the Chairperson or a person authorised by him in writing and communicated to the Stock Exchanges.

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

Pursuant to the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 21, 2026 has considered and approved the appointment of M/s Diwanji & Co., Cost Accountants (FRN No. 000339) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027 at remuneration of ₹ 2,80,000/- excluding applicable taxes as set out in the Resolution under this Item of the Notice.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought by passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027, as approved by the Board.

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.6 for the approval of the members.

Item No.7

Shri Shivakumar Subramaniam, who has been appointed by President of India as Chairman & Managing Director on the Board of the Company w.e.f. February 13, 2026, in terms of letter no. no. 78/02/2024-HR PSU(e-37817) dated February 13, 2026, issued from Department of Fertilizer Ministry of Chemicals & Fertilizers, pursuant to Section 161(1) of the Companies Act, 2013 read with Article 105 of Articles of Association of the Company, will hold the office till the date of 48th Annual General Meeting.

Shri Shivakumar Subramaniam holds a Bachelor's degree in Commerce, MBA (Finance). He is a certified Costing Module-Consultant. He started his career with RCF in the year 1998 as Senior Officer (Finance). He has more than 27 years' experience in Fertilizer Industry and has handled various areas like Treasury, Taxation, Corporate Accounts, Corporate Financial Strategy, Fertilizer Policy and subsidy and Ministry Co-ordination etc. He has also been actively associated with evaluation of Projects, Project Financing and Investments in Joint Ventures.

Shri Shivakumar Subramaniam 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 Shivakumar Subramaniam 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 Shivakumar Subramaniam for the office of Director.

Except Shri Shivakumar Subramaniam, 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

Dr. Krishna Kant Pathak, who has been appointed by President of India as Government Nominee Director on the Board of the Company w.e.f. April 21, 2026, in terms of letter no. no.95/1/2019-HR-PSU (part-2)(e-31042) dated April 17, 2026, issued from the Department of Fertilizers, Ministry of Chemicals & Fertilizers , pursuant to Section 161(1) of the Companies Act, 2013 read with Article 109 of Articles of Association of the Company, will hold the office till the date of 48th Annual General Meeting.

Dr. Krishna Kant Pathak is an Indian Administrative Service (IAS) Officer, 2001 batch, belonging to the Rajasthan cadre. He holds degree of M.A. and a Ph.D from Allahabad University. Dr. Pathak is a distinguished civil servant with extensive experience in governance and public administration. He has served in various senior capacities in both the Government of Rajasthan and the Government of India. Currently, he serves as the Joint Secretary in the Department of Fertilizers, Ministry of Chemicals and Fertilizers, New Delhi. He also served senior positions in the Government of Rajasthan including Secretary (Public Administration), Secretary (Finance), Secretary (Rural Development), Secretary (Women & Child Development) and Commissioner (Industries Development). He has also served as District Collector & Magistrate in multiple districts and has been associated with the Chief Minister's Office, contributing to policy formulation and implementation.

Dr. Pathak brings rich experience across sectors including finance, rural development, industry, and administrative reforms. He has also undergone mid-career and specialized training programmes, including international exposure in e-governance.

Dr. 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.

Dr. 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 Dr. Pathak for the office of Director Except Dr 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 his as Director.

The Directors, therefore, recommend the resolution set forth in item no.8 for the approval of the members.

Item No. 9

The Memorandum of Association ("MoA") of the Company was originally framed under the provisions of the Companies Act, 1956. Pursuant to the enactment of the Companies Act, 2013, the provisions relating to the Objects Clause of the MoA have undergone significant changes. The concept of "Other Objects" contained in Clause III(C) of the Memorandum of Association under the Companies Act, 1956 no longer exists under the Companies Act, 2013.

Accordingly, it is proposed to amend Clause III of the MoA of the Company by aligning it with the provisions of the Companies Act, 2013. The proposed amendments, inter alia, include:

(i) The existing Clauses III(A) and III(B) of the Memorandum of Association of the Company shall be re-named as under:

   1. Clause III(A): "THE OBJECTS TO BE PURSUSED BY THE COMPANY ON ITS INCORPORATION ARE:"

   2. Clause III(B): "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:"

(ii) The heading of existing Clauses III(C) "OTHER OBJECTS" shall be deleted and all the three (3) clauses contained therein shall be incorporated in Clause III(B) ("MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE") and consequently changing the object numbering in Clause III(B) as may be appropriate.

(iii) Two (2) clauses in Clause III(A) of the MoA which are proposed to increased to ten (10), with two (2) new Clauses 4 and 6 being inserted and six (6) clauses presently under existing clauses III(B) of the MoA being classified under clause III(A) of the MoA with modifications. The clauses being re-classified 6, 11, 13, 18, 22 and 28 from Clause III(B) of the MoA to are modified and renumbered as Clause Nos. 3, 5, 10, 7, 8, & 9 respectively under Clause III(A) of MoA:

New Clause No. of MOA	Clause
1	To plan, promote, acquire, establish, develop, construct, operate and maintain facilities for generation of steam power and power from renewable, conventional and non-conventional energy sources, including waste heat recovery systems, and to generate, accumulate, transmit, distribute, supply, transfer, purchase, sell and otherwise deal in electrical power and energy in accordance with applicable laws and regulations.
2	To carry on the business of designing, constructing, installing, operating and maintaining sewage treatment plants (STP), effluent treatment plants (ETP), water purification, recycling and waste water management systems for domestic, industrial, municipal and commercial purposes, and to buy, sell, supply, distribute and otherwise deal in treated water, recycled water and by-products derived from such treatment processes, and to promote sustainable water management and environmental protection.
3	To manufacture, formulate, process, import, export, buy, sell and otherwise deal in explosives, industrial explosives, ammunition, fireworks and allied explosive products and accessories for industrial, mining, commercial or other lawful purposes, subject to applicable laws, rules, regulations and licenses.
4	To carry on the business of manufacturing, formulating, processing, blending, mixing, importing, exporting, buying, selling, distributing and otherwise dealing in agro-based products, agro-chemicals, fertilizers, organic and innovative fertilizers, bio-fertilizers, agricultural inputs and allied products, including pesticides, insecticides, herbicides, fungicides, weedicides, rodenticides, seeds, plant nutrients, compost, manure, plant growth regulators, bio-stimulants, micronutrients, organic and bio-based crop protection products and other products and inputs used for improving crop yield, soil health and crop protection.

New Clause No. of MOA	Clause
5	To act as agents, distributors, representatives or State Trading Enterprises (STEs) for Governments, statutory authorities, manufacturers, traders and other persons, and to undertake agency, trading and representation business in relation to fertilizers, industrial chemicals, agro-chemicals, agro-based products, agricultural inputs, raw materials and all other products connected with or incidental to the business of the Company.
6	To promote, establish, acquire, invest in, subscribe to or participate in businesses engaged in fertilizers, chemicals, organic and innovative fertilizers, agro-products, agro-chemicals, sustainable agriculture solutions, environmental engineering, renewable energy and other allied, ancillary or related activities which may be considered beneficial, convenient or conducive to the business or interests of the Company.
7	To apply for, obtain, purchase, acquire, register, hold, own, use, develop, improve, protect, prolong, renew, license, lease, sell, transfer, assign, grant rights in, commercially exploit or otherwise deal in, whether in India or elsewhere, any patents, patent rights, brevets d'invention, inventions, processes, formulae, trademarks, copyrights, technical know-how, intellectual property rights, licenses, protections, concessions and proprietary technologies relating to fertilizers, bio-fertilizers, organic and innovative fertilizers, chemicals, agro-chemicals, agricultural products and allied businesses, and to use, manufacture under, experiment upon, test, improve or seek to improve the same, and to grant licenses, permissions, rights or privileges in respect thereof to any person, company, body corporate, Government or authority in India or abroad for royalty, fees, consideration or other commercial benefits.
8	To acquire by purchase, lease, exchange, contract, concession, amalgamation, reconstruction, arrangement, rearrangement, licence or otherwise, absolutely or conditionally and solely or jointly with others, any and all real estate, lands, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests,

New Clause No. of MOA	Clause
	properties, reserves, roads, canals, water courses, ferries, piers, aerodromes, buildings, warehouses, works, factories, mills, workshops, railway sidings, tramways, engines, machinery, apparatus, water rights, way leaves, trademarks, patents, designs and rights or privileges of every kind and description whatsoever which the Company may deem necessary, advantageous or appropriate in connection with the conduct of any business enumerated in this Memorandum of Association or any other business which the Company may lawfully engage in, and to make, construct, maintain, work, own, hold, operate, improve, alter, exploit, reorganize, manage, grant, hire, let, lease, sell, exchange or otherwise dispose of the whole or any part thereof;

(iv) There are forty three (43) clauses in the existing clause III(B) of the MoA which are proposed to be increased to Forty Four (44) with the following four (4) new clauses 11 to 14 being inserted, six (6) clauses being shifted to clause no.III(A) of the MoA and three (3) clauses being shifted from clause no. III(C) as stated above.

New Clause No. of MOA	Clause
1	To establish, construct, acquire, operate and maintain warehouses, cold storages, godowns, logistics parks and other storage and distribution facilities for fertilizers, chemicals, raw materials, agricultural products and allied goods.
2	To lend or advance money, with or without security and on such terms as may be considered appropriate, to any subsidiary company or joint venture company in which the Company has made investments, in accordance with applicable laws and regulations.
3	To promote, incorporate, establish, acquire or participate in wholly owned subsidiaries, subsidiary companies, joint ventures or other entities engaged in the business of fertilizers, organic and innovative fertilizers or any other business considered desirable or beneficial for advancing the interests of the Company.
4	To open, maintain and operate current, fixed deposit, overdraft, cash credit and other banking accounts with banks, financial institutions or other authorized entities and to deposit, withdraw, transfer and otherwise deal with monies standing to the credit of such accounts.

(v) The existing clauses 3, 16, 19, 30, 33, 34 & 47 of MoA be modified and suitably renumbered as new clause no. 15, 25, 27, 36, 39, 40 and 53 respectively at Clause III(B) of the Matters which are necessary for furtherance of the objects specified in clause III(A) . Consequent upon the aforesaid insertion, modification and renumbering of clauses, the numbering of the remaining sub-clauses under Clause III(B) shall stand revised accordingly wherever required.

New Clause No. of MOA	Clause
1	To manufacture, store, maintain, sell including sale of scrap/assets etc. buy, barter, repair, alter and exchange, hire, let on hire, export, import and deal in all kinds of articles and things (including all kinds of conveyances and all component parts, fittings, tools, implements, accessories, materials and all articles and things used in connection therewith in any way whatsoever) which may be required for the purposes of any of the businesses of the Company or are commonly supplied or dealt with by persons engaged in any such business or which may seem capable or being profitably dealt with in connection with any of the businesses of the Company.
2	To establish, set up, maintain and operate training institutions and to design, conduct and manage training programmes for development of skilled and trained personnel required for the business of the Company, and where considered appropriate, to provide training and related services to other companies, organizations, authorities or Government bodies connected with or incidental to the business of the Company, in accordance with applicable laws and regulations.

New Clause No. of MOA	Clause
3	To subscribe for, purchase, acquire, hold, invest in, underwrite and dispose of shares, stocks, debentures, bonds or other securities or interests in any company, body corporate or undertaking in India or abroad having objects similar to, allied to or capable of being carried on in conjunction with the business of the Company, or where such investment may directly or indirectly benefit the business or interests of the Company, in accordance with applicable laws and regulations.
4	To lease, license, let out, monetize, securitize or otherwise commercially exploit the movable or immovable properties and operational assets of the Company, including through Real Estate Investment Trusts (REITs), Infrastructure Investment Trusts (InvITs), trusts, special purpose vehicles or similar structures, in accordance with applicable laws and regulations.
5	To invest and deal with surplus funds or moneys of the Company not immediately required for its business in such investments, securities, shares, deposits, properties or other assets, movable or immovable, and in such manner as may from time to time be determined, and to earn and realize interest, dividend, income, profit or other returns therefrom, including interest arising in the ordinary course of business or under applicable laws.
6	To borrow, raise or secure the payment of money, or to receive money on deposit, at interest or otherwise, in such manner as the Company may deem fit, including by the issue of debentures, debenture stock, bonds or other securities, whether perpetual, redeemable, convertible or otherwise, and to secure the repayment of any such money by mortgage, charge, pledge, hypothecation or other security over the whole or any part of the property, assets, undertakings or revenues of the Company, present or future, including its uncalled capital, and to redeem, repay, purchase or otherwise discharge any such securities. Further, to manage foreign exchange and other financial risks through hedging instruments and related treasury products and to account for gains, losses and mark-to-market valuations in accordance with applicable laws, accounting standards and policies.
7	To acquire or hold shares in any undertaking or company, to acquire the right to use or manufacture and to put up telegrams, telephones, phonograms, radio transmitting or receiving station or sets dianamo, accumulators and all apparatus in connection with the generation accumulation, distribution, supply and employment of electricity or any power that can be used as substitute. Therefore, including all cables, wires or appliances for connecting apparatus at a distance with other apparatus and including the formation of exchanges;

The Company has been accorded Navratna status in August 2023 by the Government of India, thereby providing greater operational and financial autonomy to undertake strategic business initiatives and expansion activities. In order to leverage the enhanced powers and operational flexibility available to Navratna CPSEs, the proposed amendments are intended to

1. To diversify and expand the business activities of the Company into new and emerging sectors aligned with its long-term growth strategy.

2. To facilitate the Company in exploring new business opportunities, enhancing revenue streams, improving competitiveness, and ensuring sustainable growth in line with the objectives and expectations associated with Navratna status.

3. align the Memorandum of Association with the provisions of the Companies Act, 2013;

4. update and rationalise the Objects Clause to reflect the present and future business requirements of the Company;

5. provide greater operational flexibility while carrying on the Company's business within the framework of applicable laws.

The proposed amendments do not adversely affect the rights or interests of the Members of the Company. The amendments are primarily intended to modernise the MoA and facilitate the efficient conduct and expansion of the Company's business activities in accordance with the applicable legal and regulatory framework.

A copy of the existing MoA, the draft revised MoA showing the proposed amendments and the comparative statement highlighting the changes are available for inspection by the Members during business hours at the Registered Office of the Company and are also available on the Company's website, if applicable, up to the date of the General Meeting.

The proposed amendment to the MoA is subject to such approvals, permissions and sanctions as may be required from the Administrative Ministry, the Government of India and other statutory or regulatory authorities, wherever applicable.

The Board of Directors, at its Meeting held on July 7, 2026 approved the proposed amendments to the MoA and recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

Item No. 10

The Company proposes to undertake a Further Public Offering ("FPO") of Equity Shares of face value of ₹ 10 each of the Company ("Equity Shares") which shall consist of a Fresh Issue of Equity Shares ("Fresh Issue"). The Company intends to at the discretion of the Board of Directors of the Company ("Board"), undertake the Offer and list its Equity Shares, at an opportune time in consultation with the Book Running Lead Managers ("BRLMs") and other Advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

The Company proposes to create, offer, issue and allot such number of Equity Shares in the Fresh Issue aggregating up to ₹ 1,500 Crore on such terms and at such price or prices and at such time as may be considered appropriate by the Company in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the Shareholder(s) of the Company. The Equity Shares, if any, allotted vide the Offer shall rank in all respects pari-passu with the existing Equity Shares of the Company. The proceeds of the Fresh Issue are proposed to be utilised for meeting the Company's ongoing and future capital expenditure requirements, funding its business expansion and growth initiatives, strengthening its capital base, to support strategic and operational objectives, and for general corporate purposes. The detailed objects and purposes of the Fresh Issue shall be disclosed in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

The Equity Shares to be issued pursuant to the Further Public Offer are proposed to be listed on BSE Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges").

In view of the aforesaid, the Board of Directors at their meeting held on July 7, 2026 approved Further Public Offer of Equity Shares of the Company. Accordingly, the Board recommends the resolution set forth in item no. 10 of the Notice for approval of the Shareholders of the Company by way of special resolution to issue Equity Shares under Section 23 and 62 and other applicable provisions of the Companies Act and the rules and regulations made thereunder, each, as amended.

No change in control of the Company or its management or its business is intended or expected pursuant to the Offer as proposed hereinabove.

None of the Directors and Key Managerial Personnel or their relatives or any other officials of the Company except to the extent of their shareholding in the Company and their participation in the Offer as mentioned above is in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 11

The provisions of Section 42 of the Companies Act, 2013 ("the Act") read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provide that in case of an offer or invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, the Company is required to obtain the prior approval of its members by way of a Special Resolution only once in a year for all offers or invitations for such NCDs during the year. Further, Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, inter alia, prescribes the requirements relating to issue of secured debentures.

In order to augment long-term resources for financing, inter alia, the ongoing capital expenditure requirements and for general corporate purposes, the Company may, from time to time, require additional financial resources. Accordingly, the Board of Directors of the Company ("Board") proposes to raise funds, as may be considered appropriate, by way of issue of secured or unsecured Non-Convertible Debentures ("NCDs"), in one or more series/tranches, on a private placement basis, issuable and redeemable at par, subject to applicable laws, rules, regulations and guidelines.

The proposed Special Resolution is an enabling resolution authorising the Board to offer or invite subscription for secured or unsecured NCDs, in one or more series/ tranches, as may be required by the Company from time to time, during a period of one year from the date of passing of the resolution. The terms and conditions of each issue, including the size, tenure, coupon rate, redemption terms, security, if any, and other related matters, shall be determined by the Board or the Committee authorised by the Board, in accordance with the applicable laws and regulations.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set forth at Item No. 11 of the Notice for approval of the members.

The provisions of Section 42 of the Companies Act, 2013 ("the Act") read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provide that in case of an offer or invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, the Company is required to obtain the prior approval of its members by way of a Special Resolution only once in a year for all offers or invitations for such NCDs during the year.

Further, Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, inter alia, prescribes the requirements relating to issue of secured debentures.

In order to augment long-term resources for financing, inter alia, the ongoing capital expenditure requirements and for general corporate purposes, the Company may, from time to time, require additional financial resources. Accordingly, the Board of Directors of the Company ("Board") proposes to raise funds, as may be considered appropriate, by way of issue of secured or unsecured Non-Convertible Debentures ("NCDs"), in one or more series/tranches, on a private placement basis, issuable and redeemable at par, subject to applicable laws, rules, regulations and guidelines.

The proposed Special Resolution is an enabling resolution authorising the Board to offer or invite subscription for secured or unsecured NCDs, in one or more series/tranches, as may be required by the Company from time to time, during a period of one year from the date of passing of the resolution. The terms and conditions of each issue, including the size, tenure, coupon rate, redemption terms, security, if any, and other related matters, shall be determined by the Board or the Committee authorised by the Board, in accordance with the applicable laws and regulations.

The approval of the members is therefore sought by way of a Special Resolution as set out at Item No. 11 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set forth at Item No. 11 of the Notice for approval of the members.

Item No. 12

Shri Rajnikant Bhuabhai Tandel who has been appointed by President of India as an Independent Director on the Board of the Company w.e.f. August 31, 2026, in terms of letter no. 95/01/2025(iv)-HR-PSU (e-38759) dated August 13, 2026 issued from Department of Fertilizers, Ministry of Chemicals & Fertilizers, 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 48th Annual General Meeting.

Shri Tandel holds a Bachelor's Degree in Commerce and a Bachelor's Degree in Law from South Gujarat University, Surat. He is a practicing Advocate and has over 20 years of experience as a Tax Consultant and in liaisoning activities. He has specialised experience in matters relating to VAT, GST, Income Tax, industrial consultancy and various liaisoning activities for traders, manufacturers and other entities.

He is also actively involved in social service and provides free legal and professional advice to needy persons. He has also provided free notary services to school children, economically weaker persons and senior citizens.

Shri Rajnikant Bhuabhai Tandel 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 Rajnikant Bhuabhai Tandel 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 Rajnikant Bhuabhai Tandel fulfils the conditions for his appointment as an Independent Director as specified in the Act.

Pursuant to the provisions of Section 161(1) of the Act, Shri Rajnikant Bhuabhai Tandel shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Independent Director.

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

Except Shri Rajnikant Bhuabhai Tandel, 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. 12 for the approval of the members.

Sd/-
(J. B. Sharma)
Executive Director
(Legal & Company Secretary)
FCS 5030

Date: August 31, 2026
Place: Mumbai
Registered Office:
Rashtriya Chemicals and Fertilizers Limited
Priyadarshini,
Eastern Express Highway,
Sion, Mumbai 400 022.

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

Name	Shri Niranjan S. Sonak (DIN: 10926090)	Ms Aparna S. Sharma (DIN: 07798544)	Dr. Krishna Kant Pathak (DIN: 08328847)	Shri Shivakumar Subramaniam (DIN: 10784187)	Shri Rajnikant Bhuabhai Tandel (DIN: 11916422)
Age	59 years	59 years	54 years	56 years	54 years
Date of birth	07.07.1967	02.06.1967	11.08.1972	27.07.1970	26.10.1971
Date of Appointment/ Re-appointment	28.01.2025	18.02.2025	21.04.2026	13.02.2026	31.08.2026
Qualification	B. Tech (Chemical Engineering), Management Degree PGDMM (Marketing), National Certification for Energy Managers (BEE).	Post graduate in English Literature from Delhi University and CSS Officer	Indian Administrative Service (IAS), M.A. and a Ph.D from Allahabad University.	Bachelor's degree in Commerce, MBA (Finance). He is a certified Costing Module-Consultant.	Bachelor's degree in Commerce & Law
Terms & Conditions of appointment	Appointed as Director (Marketing) by President of India through the Department of Fertilizers, Ministry of Chemicals & Fertilizers.	Appointed as Part-time Official Director by President of India through the Department of Fertilizers, Ministry of Chemicals & Fertilizers	Appointed as Part-time Official Director by President of India through the Department of Fertilizers, Ministry of Chemicals & Fertilizers	Appointed as Chairman & Managing Director By President of India through the Department of Fertilizers, Ministry of Chemicals and Fertilizers	Appointment as an Independent Director by President of India through the Department of Fertilizers, Ministry of Chemicals & Fertilizers
Brief Profile & Nature of Expertise in Specific Functional Area	He worked as a Technical Member of Core Team at Corporate office and have Multi-disciplinary experience in Technical and Commercial of 34 years in RCF (17 Yrs at Thal and 17 Yrs at Trombay). He has experience of 10 years in Industrial production division, 07 years in Commercial and Purchase department, 13 years in Urea Production, 04 years in Technical Audit, and also worked as Commissioning engineer at Shahajanpur Ammonia/ Urea plant of OCFL (SHAM KRIBHCO). Awarded with 2022-23 Corporate Excellence Award.	Ms Sharma is a 1990 batch CSS Officer. She has over 25 years of work experience in various Ministries of Government of India including Department of Higher Education, Health and Family Welfare, Personnel and Training. Finance and Urban Development.	Dr. Krishna Kant Pathak is an Indian Administrative Service (IAS) Officer, 2001 batch, belonging to the Rajasthan cadre. He holds degree of M.A. and a Ph.D from Allahabad University. Dr. Pathak is a distinguished civil servant with extensive experience in governance and public administration. He has served in various senior capacities in both the Government of Rajasthan and the Government of India. Currently, he serves as the Joint Secretary in the Department of Fertilizers, Ministry of Chemicals and Fertilizers, New Delhi. He also served senior positions in the Government of Rajasthan including Secretary (Public Administration),	Shri Subramaniam Shivakumar started his career with RCF in the year 1998 as Senior Officer (Finance). He has more than 27 years' experience in Fertilizer Industry and has handled various areas like Treasury, Taxation, Corporate Accounts, Corporate Financial Strategy, Fertilizer Policy and subsidy and Ministry Co-ordination etc. He has also been actively associated with evaluation of Projects, Project Financing and Investments in Joint Ventures.	Shri Tandel holds a Bachelor's Degree in Commerce and a Bachelor's Degree in Law from South Gujarat University, Surat. He is a practicing Advocate and has over 20 years of experience as a Tax Consultant and in liaisoning activities. He has specialised experience in matters relating to VAT, GST, Income Tax, industrial consultancy and various liaisoning activities for traders, manufacturers and other entities.

Name	Shri Niranjan S. Sonak (DIN: 10926090)	Ms Aparna S. Sharma (DIN: 07798544)	Dr. Krishna Kant Pathak (DIN: 08328847)	Shri Shivakumar Subramaniam (DIN: 10784187)	Shri Rajnikant Bhuabhai Tandel (DIN: 11916422)
Brief Profile & Nature of Expertise in Specific Functional Area			Secretary (Finance), Secretary (Rural Development), Secretary (Women & Child Development) and Commissioner (Industries Development). He has also served as District Collector & Magistrate in multiple districts and has been associated with the Chief Minister's Office, contributing to policy formulation and implementation. Dr. Pathak brings rich experience across sectors including finance, rural development, industry, and administrative reforms. He has also undergone mid-career and specialized training programmes, including international exposure in e-governance.		
Details of remuneration last drawn (Financial year 2025-26)	₹ 0.65 Crore	N.A.	NA	₹ 0.09 Crore	NA
Number of Meetings of the Board held during the year and number of Board Meetings attended	13/13	8/13	NA	2/2	NA
Relationship with any other Director, Manager and other KMP of the Company	Nil	Nil	Nil	Nil	Nil
Directorship held in other companies	Nil	Nil	Nil	Fertiliser Association of India	-
Memberships/ Chairmanship of Committees in other Companies	Nil	Nil	Nil	Nil	Nil
No. of Shares held	Nil	Nil	Nil	Nil	Nil