36th Annual Report 2013-2014



Rashtriya Chemicals and Fertilizers Limited

(A Government of India Undertaking) Let us grow together



Golden Peacock Environment Management Award



Shri R. G. Rajan, CMD, RCF receiving Golden Peacock Environment Management Award for RCF Thal at the hands of (Dr.) Justice Arijit Pasayat, Ex-Judge of Supreme Court of India in presence of Shri Atul Chaturvedi, IAS, Chairman, PESB along with Shri U.V. Dhatrak, Chief General Manager (Tech) at 16th World Congress at New Delhi.

Best Technical Innovation Award



Shri S.K. Jena, the then Hon'ble Union Minister for Chemicals & Fertilizers giving away Best Technical Innovation Award to Shri C. M. T. Britto, Director (Tech) and Shri Abir Banerjee, Executive Director (Tr.) in presence of Shri Sharad Pawar, the then Hon'ble Union Agriculture Minister and Shri R.G. Rajan, CMD, RCF and other Senior Officials.

VISION STATEMENT

"To be a world class corporate in the field of fertilizers and chemicals with dominant position in Indian market, ensuring optimal utilisation of resources, taking due care of environment and maximising value of stakeholders".



Rashtriya Chemicals and Fertilizers Limited

Board of Directors



Shri R. G. RajanChairman and Managing Director



Shri C.M.T. Britto
Director (Technical)



Shri Ashok Ghasghase
Director (Marketing)



Shri Sham Lal Goyal, IAS

Jt. Secretary, Department of Fertilizers,

New Delhi



Prof. Damodar Acharya Independent Director (From 30.01.2014)



Shri Sushil Kumar Lohani, IAS *Jt. Secretary,* Department of Fertilizers,
New Delhi (From 02.07.2014)



Shri Gautam Sen Director (Finance) (Upto 31.01.2014)



Shri Suresh Warior Director (Finance) (From 18.07.2014)



Shri S. C. Gupta, IAS

Jt. Secretary, Department of Fertilizers, New Delhi
(upto 02.07.2014)

<u>Mission of the Company</u>

"Exponential growth through business excellence with focus on maximising stakeholder value by manufacturing and selling fertilizers and chemicals in a reliable, ethical and socially responsible manner".

<u>Value Statement</u>

"RCF shall deal in all aspects of business with integrity, honesty, transparency and with utmost respect to the stakeholders, by honouring our commitments, providing results and striving for the highest quality."

Letter from the Chairman



Dear Shareowners,

I am pleased to present the Annual Report for the year 2013-14 and hope to see you at the 36th Annual General Meeting on 19th September, 2014.

and foreign currency exchange rate, affecting the profitability of the Company. But for the resilience of your Company, the result for the year would have not been so good.

Indian Metrological Department had predicted weak monsoon for the current year. The onset of monsoon was delayed and less rainfall was received in the month of June. To our great relief, there have been wide spread rains during July. However, a lot still depends on how the monsoon behaves in the remaining months of August and September, for the country to have an overall normal rainfall this year. But I am confident that your Company would overcome any limitations and maintain good results in the current year as well.

As has been the custom, your Company achieved several recognitions and awards, such as 11th National Award for excellence in Cost Management for 2013, by Institute of Cost Accountants of India, Sustainability Award 2013 for excellence in Safety, Health & Environment in Chemical & Petrochemical Sector, Greentech Safety Award - 2013 in Silver category for excellence in safety management among fertilizer industries, Golden Peacock Occupational Safety & Health Award 2012-13 from Institute of Directors at World Congress on Environment Management etc.

Your Company has been consistent in paying dividend to shareholders. As in last year, for the year 2013-14, your directors have proposed for payment of dividend at $\rat{1.50}$ per share.

Due to your Company's good reputation, several opportunities exist overseas, for Collaborations / Diversification in the field of manufacturing and mining of raw materials and fertilisers and thus afford opportunity for marketing of varieties of products. The increased demand-supply gap in the Country provides for opportunity to expand its Urea base at Thal. Alternate feedstock like Coal gasification gives an opportunity for undertaking Fertilizer Projects in other parts of the country closer to coal mines. Your Company is therefore, planning to undertake major projects such as Additional Ammonia Urea project at Thal, Coal Based Fertilizer Plant at Talcher, Sewage Treatment Plant (STP) at Trombay and is keenly scouting for opportunities abroad. Your Company is also looking for opportunities for long term off take agreements for procurement of fertilizers, to ensure sustained growth. I am confident that with the support of Government and all stake holders, your Company would march ahead successfully from strength to strength.

On behalf of all RCFians, and on my personal behalf, I thank you all for your continued support.

With warm regards,

R. G. Rajan

Chairman and Managing Director 19.07.2014



F. ...

FINANCIAL HIGHLIGHTS AT A GLANCE

SENIOR MANAGERS

Sl. No.	Name of Senior Managers	Designation
1.	Rajesh Kundan	Chief Vigilance Officer
2.	Ranganath H Kulkarni	Executive Director (Finance)
3.	K C Prakash	Company Secy. (Legal & Corp. Governance)
4.	Ravi Kumar Jain	Executive Director (Thal)
5.	Abir Banerjee	Executive Director (Tr)
6.	Pravinkumar G Deshpande	Executive Director (HR)
7.	Bhaskar Das	Executive Director (IPD)
8.	Rajendra B Patil	Executive Director (Fin) & Chief Sustainability Officer
9.	P Karthikeyan	Executive Director (Mktg)
10.	A Kundu	Executive Director (Planning & Proj Devt.)
11.	Vishwas G Londhe	Chief Gen Mgr (Finance/ IT)
12.	Anand M Swami	Chief Gen Mgr (Commercial)
13.	M Thyagarajan	Chief Gen Mgr (QC)

Sl. No.	Name of Senior Managers	Designation
14.	Mohan P Wankar	Chief Gen Mgr (HR) Corp.
15.	Ravindraprakash Srivastava	Chief Gen Mgr (GBP / HRD)
16.	Umesh V Dhatrak	Chief Gen Mgr (Technical) Thal
17.	Ravindra P Jawale	Chief Gen Mgr (Operations) Thal
18.	Harishchandra L Das	Chief Gen Mgr (Operations)
19.	Ajit S Kashikar	Gen Mgr (Maintenance)
20.	Ajai B Khare	Gen Mgr (Commercial)
21.	Narahari R Kamat	Gen Mgr (Technical)
22.	Shirish G Bhogle	Gen Mgr (Mktg.)
23.	Arvind N Shende	Gen Mgr (HSE) Corp.
24.	Basudeb Das	Gen Mgr (Chemical), Thal
25.	Narendra Kumar Verma	Gen Mgr (IT)
26.	S Parthasarathy	Gen Mgr (IA)
27.	Saifuddin K Fidvi	Gen Mgr (Admn & IE)
28.	Suhas S Varadkar	Gen Mgr (Operations), Thal

Company Secretary : Shri K.C. Prakash

Email address : investorcommunications@rcfltd.com

Website address www.rcfltd.com

Telephone : (022) 25523114/3118

Registered Office : "Priyadarshini"

> Eastern Express Highway, Sion, Mumbai 400 022.

Share Transfer Agent : M/s. Link Intime India Pvt. Ltd.,

> C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup, Mumbai 400 078.

Tel.: (022) 25963838

: State Bank of India **Bankers**

Swastik Chamber Chembur, Mumbai

Statutory Auditors : M/s. M. Nissim & Co., Mumbai

M/s. N B S & Co., Mumbai

Cost Auditors : Shri S. D. Shenoy, Mumbai

M/s V. J. Talati & Company, Mumbai

Solicitor M/s M.S. Bodhanwala & Co., Mumbai





Rashtriya Chemicals and Fertilizers Limited

(A Government of India Undertaking)

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

Annual Report 2013-14

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RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED

Registered Office: "Priyadarshini", Eastern Express Highway, Sion, Mumbai - 400 022. Corporate Identification No.: L24110MH1978GOI020185 Phone: 022-24045024/ Fax:022 24045022 Email Id: investoreommunications@rcfltd.com • Website: www.rcfltd.com

NOTICE

THIRTY SIXTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RASHTRIYA CHEMICALS AND FERTILIZERS LIMITED will be held at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RCF Marg, Chembur, Mumbai 400 071, on Friday, the 19th day of September, 2014 at 3 PM. to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including Profit & Loss Statement for the year ended 31st March, 2014 and Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.
- To declare dividend.
- 3. To fix remuneration of Auditors.
- 4. To appoint a Director in place of Shri Ashok Ghasghase, Director who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

- To appoint Prof. Damodar Acharya, as an Independent Director of the Company and to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:
 - "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, Prof. Damodar Acharya (DIN 06817842), who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 19th September, 2014 upto 29th January, 2017."

- To appoint Shri Sushil Kumar Lohani, as a Director of the Company and to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:
 - "RESOLVED THAT pursuant to the provisions of Sections 152, 160 and 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification Directors) Rules, 2014, Shri Sushil Kumar Lohani (DIN 06912948), who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."
- 7. To appoint Shri Suresh Warior, as a Director of the Company and to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:
 - "RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and 196 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Suresh Warior (DIN 06920261), who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as the Director (Finance) of the Company, in the scale of ₹ 75,000 - ₹ 1,00,000/- plus perquisite as applicable to the grade, for a period of five years from the date of his assumption of charge of the post or till the date of his superannuation or until further orders, whichever is earliest."
- To fix Remuneration of Shri S. D. Shenoy, and M/s V. J Talati & Co, as Cost Auditors of the Company and to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

Rashtriya Chemicals and Fertilizers Ltd.



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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be, proper or expedient to give effect to this resolution."

By order of the Board of Directors

[K.C. Prakash]
Company Secretary

Date: 19.07.2014 Place: Mumbai

Notes:

- 1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- Register of Members and Share Transfer books will be closed from Saturday, the 13th September, 2014 to Friday, the 19th September, 2014 [both days inclusive]. The cut off date for the purpose of AGM is 15th August, 2014.
- 4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

- Members are requested to notify immediately any changes in their address to the Company or its Transfer Agents; M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (W), Mumbai 400 078.
- 6. Any clarifications needed by the members of the Company may be addressed to the Company Secretary at the Registered Office of the Company or through e-mail investorcommunications@rcfltd.com at least seven days prior to the date of Annual General Meeting.
- 7. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remain unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013.
 - Members who have not so far encashed the dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company or to the Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd., immediately, Members are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any claims.
- 8. Members holding shares in physical form should notify change in their addresses, if any, to the Registrar & Transfer Agent specifying full address in block letters with PIN CODE of their post offices, which is mandatory. Members holding shares in electronic form (demat), should inform the change of address to their depository participant.
- 9. Electronic copy of the 36th Annual Report for 2014, indicating process and manner of e-voting along with attendance slip and proxy form, is being sent to all members whose email ids are registered with the Company/depository participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014, indicating process and manner of e-voting along with attendance slip and proxy form, are being sent in the permitted mode.
- 10. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc., from the Company in electronic mode.

- 11. Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
- 12. Members may also note that the 36th Annual Report for 2014 will also be available on the Company's website www.rcfltd.com, for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the members may also send requests to the Company's designated email id: www.investorcommunications@rcfltd.com.

13. Voting through electronic means

A. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the 36th Annual General Meeting. The process and instructions for e-voting are as under:

In case of Members receiving e-mail:

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

	For members holding share in Demat
	Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN
	issued by Income Tax Department
	(Applicable for both demat shareholders as
	well as physical shareholders)
	Members who have not updated their
	PAN with the Company/Depository
	Participant are requested to use the first
	two letters of their name and the 8 digits
	of the demat account / folio number in
	the PAN field.
	• In case the folio number is less than 8
	digits enter the applicable number of
	0's before the number after the first two
	characters of the name in CAPITAL
	letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter
	RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your
БОБ#	demat account or in the company records for
	the said demat account or folio in dd/mm/
	yyyy format.
Dividend	Enter the Dividend Bank Details as recorded
Bank	in your demat account or in the company
Details #	records for the said demat account or folio.
Details #	records for the said definal account of folio.

- # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by members as on the cut off date in the dividend Bank details field.
- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For members holding shares in physical form, the details can be used only for e-voting on the resolution(s) contained in the notice.
- xi. Click on the relevant EVSN on which you choose to vote.
- xii. On the voting page, you will see RESOLUTION