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			6			2																	
			N			3																	

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Shashi Bala Bharti	ID	Chairperson	20-Apr-2021	
2	Gopinathan Nair Anilkumar	ID	Member	30-Mar-2022	
3	Aneeta C Meshram	NED,ND	Member	13-Nov-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Chandra Bhushan Pandey	ID	Chairperson	30-Mar-2022	
2	Nazhat Shaikh	ED	Member	30-Mar-2022	
3	Milind Madhukar Deo	ED	Member	30-Mar-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

### c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Chandra Bhushan Pandey	ID	Member	30-Mar-2022	
2	Nazhat Shaikh	ED	Member	30-Mar-2022	
3	Milind Madhukar Deo	ED	Member	30-Mar-2022	

Company Remarks	
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Whether Regular chairperson appointed	No
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**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Gopinathan Nair Anilkumar	ID	Chairperson	30-Mar-2022	
2	Chandra Bhushan Pandey	ID	Member	30-Mar-2022	
3	Aneeta C Meshram	NED,ND	Member	13-Nov-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
13-Oct-2022	Yes	8	6	3
12-Nov-2022	Yes	8	6	3
29-Nov-2022	Yes	7	6	3
16-Jan-2023	Yes	7	7	3
07-Feb-2023	Yes	7	6	3
27-Feb-2023	Yes	8	7	3
28-Mar-2023	Yes	8	7	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	47

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	12-Nov-2022	Yes	3	2	2	0
Audit Committee	07-Feb-2023	Yes	3	2	2	0

Stakeholders Relationship Committee		Yes	3	3	1	0
Stakeholders Relationship Committee	28-Mar-2023	Yes	3	3	1	0
Risk Management Committee	20-Mar-2023	Yes	3	3	1	0
Nomination & Remuneration Committee	12-Nov-2022	Yes	3	2	2	0
Nomination & Remuneration Committee	07-Feb-2023	Yes	3	2	2	0
Nomination & Remuneration Committee	28-Mar-2023	Yes	3	2	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	86

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**

- c. Stakeholders relationship committee - **Yes**
- d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
- 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
- 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **No**
- b. Any comments/observations/advice of Board of Directors may be mentioned here:

**The strength of the Board of Directors was 8 as on March 31,2023 comprising of 3 Executive Directors (Including Chairman), 2 Non-Executive Director and 3 Independent Directors. RCF is not able to comply with the requirement of 50% Independent Directors on its Board being Government Company under the administrative control of the Ministry of Chemicals and Fertilizers, the Directors are appointed by the Government. Company has been continuously following up with the Government for appointment of Independent Directors and it is given to understand that the Government is in the process of appointing requisite number of Independent Directors**

**Name : J B Sharma**  
**Designation : Company Secretary & Compliance Officer**

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
As per regulation 46(2) of the LODR:			
Details of business	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Terms and conditions of appointment of	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Composition of various committees of	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Code of conduct of board of directors and	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Details of establishment of vigil mechanism/	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Criteria of making payments to non-	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Policy on dealing with related party	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Policy for determining 'material' subsidiaries	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Details of familiarization programs imparted	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="https://www.rcfltd.com/investorrelations/investo">https://www.rcfltd.com/investorrelations/investo</a>
Contact information of the designated	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Financial results	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Shareholding pattern	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		<a href="https://www.rcfltd.com/investorrelations/govern">https://www.rcfltd.com/investorrelations/govern</a>
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Credit rating or revision in credit rating	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Separate audited financial statements of	Not		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
Dividend Distribution policy as per	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
It is certified that these contents on the	Yes		<a href="https://www.rcfltd.com/">https://www.rcfltd.com/</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	No	The strength of the Board of Directors
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : **J B Sharma**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE IV**

%symbol%	%companyName%	%quarterEnded%
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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<b>Affirmations</b>
<i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i>

<b>Company Remarks in case of non-compliant status</b>	
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<b>Name:</b> <b>Designation:</b> anx4Designation <b>Place:</b> <b>Date:</b>
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