

जय भगवान शर्मा
कार्यपालक निदेशक
(विधी एवं कंपनी सचिव)

Jai Bhagwan Sharma
Executive Director
(Legal & Company Secretary)

राष्ट्रीय केमिकल्स एण्ड
फर्टिलाइजर्स लिमिटेड
(भारत सरकार का उपक्रम)
साथ बढ़ें समृद्धि की ओर
"प्रियदर्शिनी",
ईस्टर्न एक्सप्रेस हाइवे,
सायन, मुंबई 400 022.



**RASHTRIYA CHEMICALS
AND FERTILIZERS LIMITED**
(A Government of India Undertaking)
Let us grow together
"Priyadarshini",
Eastern Express Highway,
Sion, Mumbai - 400 022.

CIN - L24110MH1978GOI020185

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RCF/CS/Stock Exchanges /2025

April 25, 2025

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 / 959872 / 975890	Script Code: RCF EQ ISIN: INE027A07012 / INE027A08028

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements)

In continuation of our letters dated April 29, 2024 & May 17, 2024 with regard to Equity Investment in Talcher Fertilizers Limited (TFL), the Company has agreed to acquire 19,99,99,630 Equity shares of face value of Rs.10 per share amount to Rs.199,99,96,300/- by way of subscribing to the rights issue of TFL.

Further, the details required as per SEBI Circular date July 13, 2023 is enclosed as **Annexure 1.**

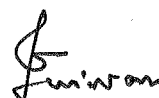
This is for your information and record.

Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited


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

Annexure 1

a.	Name of the target entity, details in brief such as size, turnover etc.;	<p>"Talcher Fertilizers Limited" (TFL) is a joint venture company of Rashtriya Chemicals and Fertilizers Limited (RCF), GAIL (India) Limited (GAIL), Coal India Limited (CIL) and Fertiliser Corporation of India Limited (FCIL). TFL was incorporated on 13.11.2015.</p> <p>The Authorized Share Capital of the Company is Rs.42,00,00,00,000/-</p> <p>Paid up share capital of the Company is Rs.24,16,44,74,780/-</p> <p>TFL is yet to commence operations. Hence, the turnover of TFL as per the previous three audited financial statements is Nil.</p>
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	<p>Talcher Fertilizers Limited is a joint venture company contributing equity of GAIL, CIL and RCF being 31.85% each while FCIL retaining 4.45% equity</p> <p>The promoter /promoter group/ group companies do not have any interest in the entity being incorporated/acquired.</p>
c.	Industry to which the entity being acquired belongs;	Manufacturing
d.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>The Department of Fertilizers, Ministry of Chemicals and Fertilizers, Government of India vide OM F. No.14023/02/2023-FP dated March 7, 2024 has informed that Cabinet Committee on Economic Affairs (CCEA) in its meeting held on February 21, 2024 has approved the revised total equity investment of Rs.2169.67 Crore ($\pm 10\%$) by Rashtriya Chemicals and Fertilizers Limited in Talcher Fertilizers Limited project as against earlier equity investment of Rs.1184.20 Crore ($\pm 10\%$)</p> <p>TFL plans to produce approx. 1.26 MMTPA of urea using coal as feedstock. TFL plant will employ coal gasification technology for production of urea which is first of its kind in India.</p>
e.	Brief details of any governmental or regulatory approvals required for the acquisition;	The Department of Fertilizers, Ministry of Chemicals and Fertilizers, Government of India vide OM F. No.14023/02/2023-FP dated March 7, 2024 has informed that Cabinet Committee on



		Economic Affairs (CCEA) in its meeting held on February 21, 2024 has approved the revised total equity investment of Rs.2169.67 Crore ($\pm 10\%$) by Rashtriya Chemicals and Fertilizers Limited in Talcher Fertilizers Limited project as against earlier equity investment of Rs.1184.20 Crore ($\pm 10\%$)
f.	Indicative time period for completion of the acquisition;	The transaction is expected to be completed by June 2025
g.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash Consideration by subscribing the share capital.
h.	Cost of acquisition and/or the price at which the shares are acquired;	Company will be subscribing 19,99,99,630 Equity shares of face value of Rs.10 per share amount to Rs.199,99,96,300/- pursuant to Right Issue
i.	Percentage of shareholding / control acquired and / or number of shares acquired	RCF: 31.85% GAIL: 31.85% CIL: 31.85% FCIL: 4.45%
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Talcher Fertilizers Limited" (TFL) is a joint venture company of Rashtriya Chemicals and Fertilizers Limited, GAIL (India) Limited, Coal India Limited and Fertiliser Corporation of India Limited. TFL was incorporated on 13.11.2015.</p> <p>TFL is yet to commence operations. Hence, the turnover of TFL as per the previous three audited financial statements is Nil.</p>

